**THE PRIORITY CENTER, ENDING THE GENERATIONAL CYCLE OF TRAUMA, INC.**

**A California Nonprofit Public Benefit Corporation**

# BYLAWS

Amended and Restated as of June 13, 2023

**TABLE OF CONTENTS**

Page

**BYLAWS OF**

**THE PRIORITY CENTER,**

**ENDING THE GENERATIONAL CYCLE OF TRAUMA, INC.**

**A California Nonprofit Public Benefit Corporation**

## ARTICLE 1. DEFINITION OF TERMS

For the purpose of these Bylaws, "Corporation" refers to The Priority Center (formerly known as the Orange County Child Abuse Prevention Center, Inc.). "Board" or "Board of Directors" refers to the Board of Directors of the Corporation. "Director" refers to an individual serving on the Corporation's Board of Directors. "Operating Officers" refers to executives operating the Corporation's business and its entities, if any. "Chair" refers to the Chair of the Board of Directors, unless otherwise specifically indicated.

## ARTICLE 2. OBJECTIVE AND PURPOSES

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law (as may be amended from time to time, the "Code") exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of the Corporation. No substantial part of the Corporation's activity will be legislative or lobbying activity. The Corporation will not intervene, either directly or indirectly, in political campaigns, including the campaigns of individuals seeking public office. At no time will the organization's purposes and activities be illegal or violate fundamental public policy. The primary objective and purposes of the Corporation shall be to aid in the prevention of the abuse of children and others.

## ARTICLE 3. POWERS

The Corporation shall have such powers as are now or may hereafter be granted by the Code, except as limited by the provisions of its Articles of Incorporation or these Bylaws.

## ARTICLE 4. OFFICES

The principal office of the Corporation for the transaction of its business shall be located in Orange County, California, and the Board may designate a specific location within such County by resolution. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do so.

## ARTICLE 5. NO MEMBERS

The Corporation shall make no provision for members; however, pursuant to Section 5310(b) of the Code, any action which would otherwise, under law or the provisions of the

Articles of Incorporation or Bylaws of the Corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board.

## ARTICLE 6. BOARD OF DIRECTORS

### SECTION 1. COMPOSITION

The Corporation shall have no less than twelve (12) nor more than thirty-five (35) Directors, and collectively they shall be known as the Board of Directors. The authorized number of Directors shall be set within the boundaries described above from time to time by resolution of the Board. No more than forty-nine percent (49%) of the persons serving on the Board at any time may be an "interested person" as defined in Article 6, Section 8.

### SECTION 2. GENERAL POWERS

The business and affairs of the Corporation shall be exercised by or under the direction of the Board.

### SECTION 3. POWERS AND DUTIES

The powers and duties of the Board are to:

(a) Perform any and all duties imposed on it collectively or individually by law, by the Articles of Incorporation of the Corporation, or by these Bylaws;
(b) Appoint and remove the President of the Corporation, and determine, initially and annually, the terms and conditions of the President's employment (which shall be evidenced by a letter agreement or employment contract) and compensation package;
(c) Elect and remove Officers of the Board;
(d) Review and approve the Corporation's annual Form 990;
(e) Delegate to the Executive Committee such powers and authority as necessary to manage the affairs of the Corporation;
(f) Meet at such times and places as required by these Bylaws; and
(g) Register each Director's address with the Secretary of the Corporation.

### SECTION 4. SELECTION TENURE AND TERM

To provide for, and during a transition to, staggered terms, a majority of the Directors then in office shall elect up to eleven (11) members of Class I of the Board for an initial term of one (1) year, up to twelve (12) members of Class II of the Board for an initial term of two (2) years, and up to twelve (12) members of Class III of the Board for an initial term of three (3) years. Each Director shall hold office until (i) the Annual Meeting in the calendar year in which the Director's term of office expires and, if the Director is not slated for re-election, until the Director's successor is elected, or (ii) the Director's earlier death, resignation, disqualification, or removal in the manner that the Directors may determine from time to time. Thereafter, at each Annual Meeting, a majority of the Directors then in office shall elect members of the Board for a term of three (3) years to succeed those members of the Board whose terms shall have expired. Each Director who is elected to the Board at a time other than at an Annual Meeting shall be elected for a term of three (3) years plus the number of months between the date of election and the next Annual Meeting.

**SECTION 5. DIRECTOR RESIGNATION AND REMOVAL**

Any Director may resign from the Board at any time by giving written notice to the Chair or the Secretary of the Board and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors may be removed from office at any time for any reason by a majority vote of the Board.

**SECTION 6. DIRECTOR VACANCIES AND ADDITIONAL DIRECTORSHIPS**

Newly created directorships resulting from any increase in the number of Directors and any vacancy on the Board resulting from the death, resignation, disqualification, or removal of a Director shall be filled by a majority vote of the Directors. Directors elected to fill vacancies shall serve until the term of their Class expires.

**SECTION 7. COMPENSATION OF DIRECTORS**

No Director shall receive any salary or other similar compensation for any services as a Director; provided however, the Board may authorize in advance the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors. Directors may not receive compensation in any form as an employee of the Corporation or any of its entities and subsidiaries.

**SECTION 8. INTERESTED BOARD MEMBERS**

An "interested person" is (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person.

**SECTION 9. INSPECTION BY DIRECTORS**

Each Director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation for a purpose reasonably related to such person's interest as a Director; provided, however, that such Director shall not have the right to inspect those books, records or documents made privileged or confidential by law. The Director may send or be accompanied by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. Nothing in this Section shall affect the right of the Board of Directors to conduct the business of the Corporation as set forth in these Bylaws.

## ARTICLE 7. MEETINGS OF THE BOARD OF DIRECTORS

### SECTION 1. PLACE OF MEETING

All meetings of the Board shall be held at the principal office of the Corporation or at such other place as may be designated for that purpose from time to time by the Board. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of any such communications equipment pursuant to this Section constitutes presence in person at that meeting as long as all Directors participating in the meeting are able to hear one another.

### SECTION 2. ANNUAL MEETING

An Annual Meeting of the Board shall be held on the third Tuesday of May of each year at such place and time, or on such other date, as the Board may from time to time designate, upon notice in accordance with Section 5 of this Article 7. Such meeting shall be for the purpose of electing officers of the Corporation, filling vacancies on the Board, and for the transaction of such other business as may come before the meeting.

### SECTION 3. REGULAR MEETING

A Regular Meeting of the Board shall be held on the third Tuesday of January, March, July, September and November, commencing at 4:00pm. If such meeting is not held at the principal office of the Corporation, it shall be held at such other place, or on such other date or at such other time as the Board may from time to time designate, upon notice in accordance with Section 5 of this Article 7.

### SECTION 4. SPECIAL MEETING

A Special Meeting of Board may be called by, or at the direction of, the Chair, or by no less than the affirmative vote of one-third (1/3) of the voting Directors then in office, to be held at the principal office of the Corporation or at such other place, on such date and at such time as shall be designated in the notice of meeting.

### SECTION 5. NOTICE OF MEETING

Notice of the date, time and place of any meeting of the Board, other than special meetings, shall be given at least seven (7) days previous thereto by written notice delivered personally or sent by mail, facsimile, or electronic mail to each Director at the Director's mailing address, facsimile number, or electronic mail address as shown in the records of the Corporation. If mailed, such notice shall be deemed to be delivered the next day during which regular mail deliveries are made after the day such notice is deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile or electronic mail, such notice shall be deemed delivered when the facsimile or electronic mail is transmitted. Notice of special meetings shall be delivered at least twenty-four

(24) hours before the date and time thereof. The business to be transacted at any Regular or Special Meeting of the Board shall be specified in the notice of such meeting.

The attendance of a Director at any meeting in person or by teleconference call/video conference shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened pursuant to the provisions of these Bylaws.

**SECTION 6. VALIDATION OF MEETING**

The transactions of the Board at any meeting, however called or noticed, or wherever held, shall be as valid as though at a meeting duly held after call and notice if a quorum be present and if, either before or after the meeting, each Director not present signs a written waiver of notice or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

**SECTION 7. ACTION BY UNANIMOUS WRITTEN CONSENT IN LIEU OF MEETING**

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all Directors shall consent in writing to such action. For the purposes of this Section only, “all Directors” shall not include any “interested director” as defined in Section 5233 of the Code. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Board. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws of the Corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

**SECTION 8. QUORUM AND MANNER OF ACTING**

A majority of the number of Directors then in office shall constitute a quorum of the Board for the transaction of business, except to adjourn as provided in Section 10 of this Article 7. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Director or Directors, if any action taken is approved by at least a majority of the required quorum for that meeting. Neither the President nor any employee of the Corporation is a voting member of the Board or the Executive Committee.

**SECTION 9. VOTING**

Each Director shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of the Corporation.

## SECTION 10. ADJOURNED MEETINGS

A quorum of the Directors may adjourn any Board meeting to meet again at a stated date, time and place; provided, however, that in the absence of a quorum, a majority of the Directors present at any Board meeting, either Regular or Special, may adjourn the meeting to reconvene at a stated date, time, place, and business to be transacted at such meeting shall be given to any Directors who were not present at the time the meeting was adjourned. Such a meeting may also be adjourned until the time, date and place fixed for the next Regular Meeting of the Board.

## SECTION 11. MINUTES OF MEETINGS AND CONDUCT

Regular minutes of the proceedings of the Board at all meetings shall be kept in a book provided for that purpose. The Chair shall preside at meetings of the Board. The Board may adopt Robert's Rules of Order (newly revised) or its own rules of procedure insofar as such rules are not inconsistent with, or in conflict with, these Bylaws, the Articles of Incorporation of the Corporation or with the law.

# ARTICLE 8. OFFICERS

## SECTION 1. DESIGNATION

The Officers of the Board shall be a Chair, a Vice Chair, a Secretary and a Treasurer. The Board may also have one or more additional Vice Chairs, Assistant Secretaries or Assistant Treasurers, as determined by the Board.

The Corporation's Operating Officers shall be a President (who may be referred to as the Executive Director or Chief Executive Officer), a Secretary (who shall also be a Director) and a Treasurer. The Corporation may also have one or more additional officer titles when proposed by the President and approved by the Executive Committee. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

## SECTION 2. BOARD OFFICER ELECTION AND TERM OF OFFICE

Each Officer of the Board will be elected at an Annual Meeting for a two (2) year term by a majority vote of the then serving Board, with the term beginning on the first day of the Corporation's fiscal year immediately following the Annual Meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board. Elected Board Officers may serve as many successive two (2) year terms as an Officer as the Board deems appropriate.

## SECTION 3. CORPORATE OFFICER ELECTION AND TERM OF OFFICE

The President shall be selected and appointed by a majority vote of the Board. The President may recommend additional Operating Officers of the Corporation to the Executive Committee of the Board. Approval of an Operating Officer's title or any new Operating Officer position resides solely with the Executive Committee. Duly appointed and elected Operating Officer positions are not subject to any term limits, except as may be prescribed by a contract of employment. Vacancies may be filled or new offices created and filled at any meeting of the Executive Committee.

**SECTION 4. CORPORATE SUBORDINATE OFFICERS**

The Executive Committee may appoint such other officers or agents of the Corporation as it may deem desirable, and such officers and agents shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Executive Committee.

**SECTION 5. BOARD OFFICER REMOVAL AND RESIGNATION**

Any Officer of the Board may be removed by the Board at any meeting at which a quorum is present whenever, in the Board’s judgment, the best interests of the Corporation would be served thereby. Any Officer of the Board may resign at any time by giving written notice to the Chair or the Board Secretary and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

**SECTION 6. CORPORATE OFFICER REMOVAL AND RESIGNATION**

Any Operating Officer or other officer or agent of the Corporation may be removed by the Executive Committee at any meeting at which a quorum is present whenever, in the Executive Committee’s judgment, the best interests of the Corporation would be served thereby. Any Operating Officer, or other officer or agent, may resign at any time by giving written notice to his or her direct supervisor and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract between the Operating Officer, or other officer or agent, and the Corporation. The above provisions of this Section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board relating to the employment of any Operating Officer, or other officer or agent, of the Corporation.

**SECTION 7. BOARD OFFICER VACANCIES**

A vacancy in any office may be filled by the Board for the unexpired portion of the predecessor Officer's term of office.

**SECTION 8. DUTIES OF THE BOARD CHAIR**

The Chair shall, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the Board’s Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board. He or she shall preside at all meetings of the Board and the Executive Committee.

## SECTION 9. DUTIES OF THE BOARD VICE CHAIR

In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or as may be prescribed by the Board. Subject to Board approval, the Vice Chair will succeed to the position of Chair for a two (2) year term.

## SECTION 10. DUTIES OF THE BOARD SECRETARY

The Board Secretary shall oversee the performance of the Corporate Secretary, and provide guidance and direction to the Corporate Secretary as deemed necessary and appropriate by the Board Secretary, the Board or the Corporate Secretary. The positions of Board Secretary and Corporate Secretary may be held by the same person.

## SECTION 11. DUTIES OF THE BOARD TREASURER

The Board Treasurer shall oversee the performance of the Corporate Treasurer, and provide guidance and direction to the Corporate Treasurer as deemed necessary and appropriate by the Board Treasurer, the Board or the Corporate Treasurer.

## SECTION 12. DUTIES OF THE PRESIDENT

The President shall be an Operating Officer of the Corporation as defined in Article I of these Bylaws. The terms and conditions of the President’s employment and compensation package shall be determined at the time of the appointment, and annually thereafter, and recorded by a letter agreement or employment contract. Without prejudice to the rights of the President under an employment contract, if one has been executed, only the Board may remove the President. The President shall report to the Board. The President may propose to the Executive Committee additional Operating Officer positions, and has the discretion to fill all other Corporate employee positions. The President shall attend Board and Executive Committee meetings, and the President, with the concurrence of the Chair, and the Chair may invite employees or agents of the Corporation to attend such meetings. The President shall report the actions and status of the Corporation to the Board and the Executive Committee, and recommendations of Corporation committees, if any. The President shall consider and recommend to the Compensation Committee of the Board the compensation package of each newly hired employee of the Corporation, and shall annually review and recommend to the Compensation Committee changes, if any, to the compensation packages of the employees of the Corporation, other than that of the President. The President may sign, with the Corporate Secretary or Corporate Treasurer or any officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which have been authorized to be executed on behalf of the Corporation, except in cases where the signing thereof shall be expressly delegated by the Board, or by these Bylaws, or by statute to some other officer or agent of the Corporation; and, in general, the President shall perform all duties incident to the functions of a chief executive officer or executive director of a corporation and such other duties as may be prescribed by the Board from time to time.

## SECTION 13. DUTIES OF THE CORPORATE SECRETARY

The Corporate Secretary shall certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended and restated, or otherwise altered, serve as recording secretary of all meetings of the Board, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or by these Bylaws.

Further, the Corporate Secretary shall keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether Regular or Special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. The Corporate Secretary will also exhibit at all reasonable times to any Director of the Corporation, or the Director's agent or attorney, on request therefore, these Bylaws and the minutes of the proceedings of the Directors. The Corporate Secretary will also perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to the Corporate Secretary from time to time by the Board, the Board Secretary or the President.

## SECTION 14. DUTIES OF THE CORPORATE TREASURER

Subject to the provisions of these Bylaws relating to “Contracts, Loans, Checks, Deposits and Gifts,” the Corporate Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board. The Corporate Treasurer will also receive, and give receipt for or cause receipt to be given for, monies due and payable to the Corporation from any source whatsoever, disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements, keep and maintain or cause to be kept and maintained adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses and exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or the Corporate Treasurer's agent or attorney, on request therefore. The Corporate Treasurer, with the approval of a majority of the Board, may delegate one or more of his or her duties to an Operating Officer or staff member of the Corporation; provided, however, that the Corporate Treasurer shall retain responsibility for overseeing such individual’s performance of any delegated duty.

The Corporate Treasurer will render to the Board Chair, Directors and the Board Treasurer whenever requested, an account of any or all of the Corporate Treasurer's transactions as Corporate Treasurer and of the financial condition of the Corporation, prepare, or cause to be prepared, and certify, or caused to be certified, the financial statements to be included in any required reports and, in general, perform all duties incident to the office of Corporate Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the

Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board, the Board Treasurer or the President.

## ARTICLE 9. COMMITTEES

### SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee shall consist of up to seven (7) Board members, and shall be a standing committee of the Board, consisting of the Chair, the Vice Chair, the Secretary, the Treasurer and up to three (3) At-Large members appointed by the Chair. Each Officer shall serve a two (2) year term and may serve successive two (2) years terms without limit. The At-Large members shall serve a one (1) year term and may not serve successive terms as At-Large members except at the discretion of the Chair.

The powers and duties of the Executive Committee are to:

(a) Conduct, manage and control the affairs of the Corporation;
(b) With the exception of the President, appoint all Operating Officers and remove at pleasure any Operating Officer, other officer, employee or agent of the Corporation, prescribe their duties, fix their compensation and require from them, if advisable, security for faithful service;
(c) Conduct an annual performance review of the President, and recommend to the Board the retention and compensation package, or removal, of the President;
(d) Form standing committees of the Board, and appoint the Chair of each such committee; and appoint members to committees that do not have Board authority;
(e) Prepare budgets for specific periods and have custody and control of the funds of the Corporation; and
(f) Approve and authorize the execution of all necessary contracts and agreements by the authorized officers of the Corporation, conduct necessary negotiations and do every act or thing necessary to effectuate the purposes of the Corporation.

Notwithstanding the foregoing, the powers and duties of the Executive Committee shall not include the following:

(a) The approval of any action that, under law or the provisions of these Bylaws, requires the approval of the members of the Board or of a majority of the members of the Board;
(b) The filling of vacancies on the Board or on any committee that has the authority of the Board;
(c) The appointment and removal of the President of the Corporation or any Officer of the Board;
(d) The amendment or repeal of these Bylaws or the adoption of new Bylaws;
(e) The amendment or repeal of any resolution of the Board that by its express terms is not subject to amendment or repeal;
(f) The appointment of members to committees of the Board; and
(g) The approval of any contract transaction to which the Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

Any action which under the provisions of the California Nonprofit Public Benefit Corporation Law may be taken at a meeting of the Executive Committee may be taken without a meeting if authorized by a writing signed by all members of the Executive Committee who will be entitled to vote at a meeting for such purpose and filed with the Secretary of the Corporation.

Executive Committee meetings shall be held monthly on such date and at such location and time as the Executive Committee may from time to time designate. Executive Committee meetings will be open to all Directors and minutes of all Executive Committee meetings will be filed with the corporate records and made available to all Directors upon request.

**SECTION 2. GOVERNANCE AND BOARD DEVELOPMENT COMMITTEE**

The Board shall at all times maintain a Governance and Board Development Committee, comprised of Board members, and chaired by the Vice Chair or designee with at least two (2) other Directors.

The powers and duties of the Governance and Board Development Committee are to:

(a) Ensure the Corporation is fulfilling its fullest potential to effectuate the purposes of the Corporation;
(b) Ensure the Corporation's compliance with corporate governance regulations, guidelines and principles;
(c) Develop and implement strategies that ensure that Board recruitment is performed in a manner that results in a succession plan that ensures a properly diversified Board that achieves the Corporation's goals and provides strong continuity of effective Board leadership over time;
(d) Focus on Board relations and ensure that Board members engage in nonprofit industry best management practices;
(e) Identify individuals qualified to become Board members, and recommend those individuals to the Board;
(f) Ensure that each Director's performance as a Board member is reviewed and evaluated according to stated goals and objectives prior to being re-elected to a term of office and
(g) Identify Directors, with input from the Chair of the Board, to serve on standing and advisory committees, and recommend those Directors to the Board.

**SECTION 3. AUDIT COMMITTEE**

The Board shall at all times maintain an Audit Committee, comprised of Board members, that conforms to the requirements of the California Nonprofit Integrity Act of 2004. The Chair of the Audit Committee shall serve with at least one (1) other Board member.

The powers and duties of the Audit Committee are to:

(a) Make recommendations to the Board on the hiring and firing of independent certified public accountants ("Auditor");
(b) Confer with the Auditor to satisfy the Audit Committee members that the financial affairs of the Corporation are in order;
(c) Review the audit and decide whether to accept it;
(d) Recommend its acceptance to the Executive Committee;

(e) Approve non-audit services by the Auditor;
(f) Ensure that the Board reviews and approves the Corporation's annual Form 990; and
(g) Ensure such services conform to standards for auditor independence set forth in the latest revision of the Government Auditing Standards (the Yellow Book) issued by the U.S. Comptroller General.

The Committee may negotiate the Auditor's compensation on behalf of the Board.

**SECTION 4. FINANCE COMMITTEE**

The Board shall at all times maintain a Finance Committee, comprised of Board members.

The powers and duties of the Finance Committee are to:

(a) Ensure that the Corporation implements and maintains sound fiscal policies;
(b) Ensure that the Corporation has adequate financial controls in place, and that there is compliance therewith;
(c) Oversee development of the Corporation's annual budget; and
(d) Review financial information related to major capital projects.

**SECTION 5. COMPENSATION COMMITTEE**

The Board shall at all times maintain a Compensation Committee, comprised of Board members including the Chairs of the Board, the Finance Committee and the Human Resources Committee.

The powers and duties of the Compensation Committee are to:

(a) Review an annual compensation plan for the Corporation;
(b) Recommend, initially and annually, to the Executive Committee the compensation package for the President, and compensation packages for the other Operating Officers, any subordinate officers, and employees of the Corporation; and
(c) Create procedures for the annual performance review of the President and all other Operating Officers, subordinate officers and employees of the Corporation.

**SECTION 6. HUMAN RESOURCES COMMITTEE**

The Board shall at all times maintain a Human Resources Committee, comprised of Board members.

The powers and duties of the Human Resources Committee are to:

(a) Provide best practices and technical advice to the Human Resources manager on employee relations, policies and procedures, employment law and other subjects the Human Resources manager requests or the Committee deems warranted;
(b) Provide best practices and advice to the Executive Committee as requested on policies and procedures for managing the performance of the President;
(c) Work with the Executive Committee to resolve personnel issues involving the President; and

(d) Act as a direct conduit for the Corporation's employees to the Board and/or the Executive Committee, as necessary and appropriate.

**SECTION 7. OTHER BOARD COMMITTEES**

The Board may from time to time designate by resolution one or more other committees of the Board, and may delegate to such committees any of the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted by the Code.

**SECTION 8. ADVISORY COMMITTEES**

The Board may from time to time designate by resolution one or more advisory committees, which may consist of persons who are not directors. Such committees shall act solely in any advisory capacity to the Board and shall be clearly titled as "advisory" committees.

**SECTION 9. CORPORATE COMMITTEES**

The President, with the approval of the Executive Committee, may from time to time designate one or more committees of the Corporation, establish the duties of each such committee, the meeting place and time, and rules and regulations pertaining to the conduct of such meetings to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

**SECTION 10. MEETINGS AND ACTIONS OF BOARD COMMITTEES**

Meetings and actions of Board committees, other than the Executive Committee, shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning Special Meetings of the Board, except that the time for the regular meetings of a committee may be fixed by resolution of the Board or, if delegated by the Board, the Executive Committee, or by the committee. The Board and Executive Committee may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## ARTICLE 10. INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS

**SECTION 1. RIGHT OF INDEMNITY**

To the fullest extent permitted by law, the Corporation shall indemnify its Directors, Board Officers, Corporate Operating Officers, subordinate officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in Section 5238(a), and including an action by or on behalf of the Corporation, by reason of the fact that the person is or was a person described in Section 5238(a). "Expenses," as used in these Bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

## SECTION 2. APPROVAL OF INDEMNITY

Indemnification shall apply only if (i) the claim giving rise to immunity can also be made directly against the Corporation, (ii) the Corporation maintains a liability insurance policy that covers the claim, and (iii) the policy is found to cover the damages. On written request to the Board by any person seeking indemnification, the Board shall promptly determine if indemnification applies and, if so, the Board shall authorize indemnification.

## SECTION 3. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

## SECTION 4. ADVANCEMENT OF EXPENSES

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding (as that term is used in Section 5238(a) of the California Corporations Code) covered by those Sections of the California Corporations Code specified in Section 1, above, shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

## SECTION 5. INSURANCE

The Corporation shall purchase and maintain insurance to the fullest extent permitted by law on behalf of its Directors, Operating Officers, subordinate officers, employees, and other persons described in Section 5238(a) of the California Corporations Code ("Insured"), against any liability asserted against or incurred by any Insured in such capacity or arising out of the Insured's status as such.

# ARTICLE 11. CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

## SECTION 1. CONTRACTS

The Board may by resolution authorize any Officer or agent of the Corporation, in addition to the Board and Operating Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

## SECTION 2. LOANS

The Board shall not make any loan of money or property to guarantee the obligation of any Director or Officer, unless approved by the California Attorney General.

### SECTION 3. BORROWING

No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in the Corporation's name unless authorized by a resolution of the Board.

### SECTION 4. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for payment of money, and all notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as, from time to time, shall be determined by resolution of the Board.

### SECTION 5. DEPOSITS

All funds of the Corporation shall be deposited from time to time for the credit of the Corporation in such banks, trusts, or other depositories as the Board may select.

### SECTION 6. GIFTS

The Board may at its discretion accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the Corporation.

## ARTICLE 12. CORPORATE RECORDS, REPORTS AND SEAL

### SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office in the State of California the following:

(a) Minutes of all meetings of the Board and committees thereof indicating the time and place of holding such meetings, whether Regular or Special, how called, the notice given, and the names of those present and the proceedings thereof;
(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and
(c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

### SECTION 2. CORPORATE SEAL

The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to make extracts, with the exception of client files.

## SECTION 4. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors, which shall describe the following:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
(e) Any information required by Section 5 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

## SECTION 5. ANNUAL STATEMENT OF SPECIFIC TRANSACTION

The Corporation shall mail or deliver to all Directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction in which the Corporation, or its parent or its subsidiary was a party, and in which any Director or Officer of the Corporation, or its parent or subsidiary has a direct or indirect material financial interest (provided that a mere common directorship shall not be considered a material financial interest).

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand dollars ($50,000.00) or which was one of a number of transactions with the same person involving, in the aggregate, more than fifty thousand dollars ($50,000.00). Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars ($10,000.00) paid during the previous fiscal year to any Director or Officer.

Any statement required at this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

## ARTICLE 13. FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1 and end on June 30 of each year.

## ARTICLE 14. AMENDMENT AND REVIEW OF BYLAWS

Subject to any provision of law applicable to the amendment of bylaws of California Nonprofit Public Benefit Corporations, these Bylaws, or any portion thereof, may be altered, amended, or repealed and new bylaws adopted by approval of the Board. The Board shall review these Bylaws at least once every two (2) years to determine whether any amendments should be made.

## ARTICLE 15. AMENDMENT OF ARTICLES OF INCORPORATION

Any amendment of the Articles of Incorporation may be adopted by the approval of the Board; however, the Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of the Corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the Code.

## CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of The Priority Center, Ending the Generational Cycle of Trauma, Inc., a California Nonprofit Public Benefit Corporation, and that the above Bylaws, consisting of 17 pages, are the Bylaws of the Corporation as adopted at a meeting of the Board held on June 13, 2023.

DATED: ______________________________ Kimberly Valley

Digitally signed by Kimberly Valley
DN: cn=Kimberly Valley, o=American Business Bank, ou=Compliance & Risk, email=kvalley@americanbb.bank, c=US
Date: 2023.07.20 13:28:09 -07'00'

Kimberly Valley, Secretary