



## BYLAWS OF GIFT OF LIFE LOS ANGELES, A CALIFORNIA NON-PROFIT CORPORATION

(Revised October 2017)

### ARTICLE I

#### PRINCIPAL PLACE OF BUSINESS

Section 1. The principal office of this Corporation for the transaction of business shall be 5737 Kanan Road, Suite 541, Agoura Hills, CA 91301, or such other place as designated by the Corporation.

Section 2. The purpose of this Corporation is expressly set forth in the Articles of Incorporation, together with the recorded subsequent revisions thereof as filed with the California Secretary of State.

### ARTICLE II

#### BOARD OF DIRECTORS

Section 1. The Board shall consist of at least five members, not to exceed fifteen.

Section 2. Elected directors shall serve a two-year term and can be re-elected. Directors shall take office when approved in the year of their election.

Section 3. The Board shall have the entire, exclusive and complete control and management of the Corporation, except as to matters which, by statute or provisions of these Bylaws or the Articles of Incorporation specify otherwise. The Board may appoint an Executive Director to handle the day-to-day management of the Corporation. The Executive Director shall serve as a non-voting member of the Board.

Section 4. Vacancies in elected directors on the Board shall be filled by a majority vote of the Board members present at the next meeting of the Board.

Section 5. A two-thirds majority of the directors then in office may remove any director at any time, with or without cause.

### ARTICLE III

#### MEETINGS OF THE BOARD OF DIRECTORS

Section 1. The Board shall meet November 15 to select the nominees for the office of Director for the following fiscal year.

Section 2. There shall be at least three regular meetings of the Board. Notice of the time and place for the meeting shall be in writing to each director at least third (30) days prior to such meeting, subject to change based on travel reasons. An agenda of the meeting shall be emailed to all directors prior to the meeting.

Section 3. The Annual Meeting to elect officers and organize the Board for the following fiscal year shall be held at a regular meeting of the Board no later than November 15 of each year.

Section 4. Special meetings of the Board may be called by the President. Notice of the time and place for said meeting shall be given each Director by email or by text message.

Section 5. A quorum for any meeting of the Board of Directors shall be three Directors present and a quorum shall be required at any meeting to ratify and approve any action taken. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to any more stringent provisions of California law, if applicable.

Section 6. Any action that the Board is required or permitted to take may be taken with a meeting if all members of the Board consent by email or text message to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the transaction to which the Corporation is a party and who is an interested director as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent, either email or text, shall be filed with the minutes of the proceedings of the Board.

Section 7. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver need not specify the purpose of the meeting. Notice of a meeting need not be given to any director who attends the meeting and does not protest the lack of notice to him or her, before or at the commencement of the meeting.

Section 8. There shall be voting by proxy allowed at any meeting of the Board of Directors of this Corporation.

## ARTICLE V OFFICERS

Section 1. The officers shall consist of the President, Vice-President, Secretary and Treasurer.

Section 2. All officers shall be elected by the Board at the annual meeting. The President shall serve for a term of two years and can be reelected. All other officers shall serve for a term of one year and can be reelected.

Section 3. The officers shall perform such duties as are ordinarily and customarily incumbent upon their positions, as well as such other duties as may be assigned by the Board. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board. In the absence of the President, the Vice President shall preside. The Secretary shall keep the minutes of the meetings of the Board and thereafter distribute copies of the minutes to the Directors. The Treasurer shall receive, collect and deposit all funds belonging to the Corporation. The Treasurer shall, in accordance with the direction of the Board and these Bylaws, make such financial reports and disbursements as necessary.

ARTICLE VI  
COMMITTEES

Section 1. The title, structure and duties of standing committees shall be those defined by the Board.

Section 2. Subject to the approval of the Board, special committees may be appointed by the Officers and shall perform such duties as may be defined in their creation.

Section 3. All committee members shall be subject to removal by the President and/or Vice President.

ARTICLE V  
PROHIBITED TRANSACTIONS

Section 1. Loans: Without the approval of the Attorney General of California, this Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions: Except as provided in Section 3 below, the Board shall not approve, or permit the Corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this Corporation is a party and in which one or more of its directors has material financial interest, unless the transaction comes within California Corporations Code Section 5253(b).

Section 3. Approval: This Corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This Corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this Corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this Corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determination must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of majority of the directors then in office, without counting the vote of the interested director or directors.

ARTICLE VI  
INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity: To the fullest extent permitted by law, this Corporation shall indemnify its directors, 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, with any proceeding as that term is used in that Section, and including an action by or for the right of the Corporation, by reason of the fact that the person is or was a person described in that section. Expenses, as used in this Bylaw, shall have the same meaning as in section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity: On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board

shall promptly determine under Section 5238(e) whether the applicable standard of conduct set forth in Section 5238(b) has been met and, if so, the Board shall authorize indemnification.

Section 3. 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 covered under Sections 1 and 2 above in defending any proceeding by those Sections 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 determined that the person is ultimately entitled to the indemnified by the Corporation for those expenses.

Section 4. Insurance: The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity arising out of the officer's, director's employee's or agent's status as such.

#### ARTICLE VII FINANCES

Section 1. Corporation moneys shall be expended on the presentation of proper documentation.

#### ARTICLE VIII FISCAL YEAR

Section 1. The Fiscal Year of the Corporation shall begin on the January 1st of each year.

#### ARTICLE IX

Section 1. These Bylaws may be amended by a majority vote of the Board.