

BYLAWS

ORIGINAL

OF

END ABUSE LONG BEACH  
(THE LONG BEACH AREA CHILD ABUSE AND DOMESTIC VIOLENCE PREVENTION COUNCIL)

A California Nonprofit Public Benefit Corporation without members  
as amended and restated

ARTICLE I

Organization and Principal Office

Section 1.1 Organization of the Corporation. These Bylaws provide for the conduct and control of the business and affairs of End Abuse Long Beach, a corporation duly organized on August 10, 1993, and existing under the laws of the State of California as a nonprofit public benefit corporation (the "Corporation.")

Section 1.2 Principal Office. The principal place of business of the Corporation shall be such place in the State of California as the Board of Directors may from time to time designate. The Board of Directors may also establish such other offices as they shall determine to be appropriate.

ARTICLE II

Principal Purposes

Section 2.1 Object and Purpose. The objects and purposes of the Corporation are:

Solely to perform educational and charitable functions within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1966 (or any successor statute). To the extent consistent with such objects and purposes, the Corporation's activities shall include participation in group activities relative to such purposes.

Specifically, the Corporation shall encourage and promote activities and programs meant to strengthen and unify the prevention and treatment of (1) child abuse, (2) domestic violence, (3) elder abuse and (4) sexual assault. With regard to these four focus areas, the Corporation shall: encourage and promote cooperation and collaboration among the various community agencies that provide related services; inform those who participate in its activities of new trends, programs and developments; provide educational opportunities for the community focusing on prevention and treatment; and strive to improve the case management skills of those in the community who treat victims of child abuse, domestic violence, elder abuse and sexual assault.

ARTICLE III

Membership

Section 3.1 No Members. This Corporation shall have no members as that term is defined in Section 5056 of the California Corporations Code or successor statute (conferring voting rights), but shall use the term "member" as described in Section 3.3. below.

Section 3.2 Effect of Prohibition. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval by the Board of Directors.

Section 3.3 Definition of Members. This Corporation shall use the term "member," hereinafter in these bylaws and otherwise, to refer to an individual who has remitted to the corporation the annual dues established by the Board of Directors as a member.

No member shall have the right to vote for the election of directors of the Corporation, on a disposition of all or substantially all of the assets of the Corporation, on a merger or dissolution, or on changes to the articles of incorporation or the bylaws of this Corporation. The acceptance of a member shall be left to the discretion of the Board of Directors, but the Directors should consider favorably for acceptance into membership any individual generally located in the greater Long Beach, California area who is currently involved in or who wishes to become involved in, the treatment and prevention of child abuse, domestic violence, elder abuse or sexual assault. However, membership shall not guarantee admission to meetings or sponsored events, which shall remain at the discretion of the Board of Directors.

#### ARTICLE IV

##### Election and Appointment of Directors

Section 4.1 Number and Term. The corporate affairs of the Corporation shall be vested in and conducted by a Board of Directors consisting of at least three (3) and not more than nineteen (19) Directors with one seat preferably filled by a student. The number of Directors shall be fixed from time to time, within the limits specified in this Bylaw, and the Directors shall be nominated and elected as Directors, by the approval of the Board of Directors, as that term is defined in Corporations Code Section 5032 ("approved or ratified by the vote of the board or by the vote of a committee authorized to exercise the powers of the board, except as to matters not within the competence of the committee . . .")

Section 4.2 Term of Office of Directors. Directors shall be elected to serve of a term of a minimum of one year after election. Election of Directors shall take place at the January annual meeting and at any time a seat needs to be filled.

Section 4.3 Vacancies. Any Director may resign, effective upon giving written notice to the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective. Each Director elected to fill a vacancy occurring during the Director's regular term of office shall hold office until the expiration of the term of the replaced Director and until such replacement Director's successor has been elected and qualified.

Section 4.4 Election of Directors. Vacancies in the Board may be filled by a majority vote of the remaining Directors.

A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or been found by final order or judgment of any court to have breached any duty arising under Section 7238 of the California Nonprofit Corporation Law.

The Board of Directors may declare vacant the office of a Director who has missed a total of two out of three consecutive meetings of the Board of Directors of the Corporation.

Section 4.5 No Vacancy or Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 4.6

Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is either (i) any person being compensated by the Corporation for services rendered to it within the previous 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; or (ii) 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 any such person. Any violation of the provisions of this paragraph shall not, however, affect the validity of enforceability of any transaction entered into by the Corporation.

ARTICLE V

Power and Duties of Directors

Section 5.1

Powers of Directors. Subject to the limitations of the Articles, these Bylaws, and the California Nonprofit Public Benefit Association Law, the activities and affairs of the Corporation shall be conducted and all Corporation power shall be exercised by, or under the direction of, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, the Board of Directors shall have power, in addition to all other powers granted to them by law, or these Bylaws:

- a) To establish and maintain a location for the principal place of business for the Corporation;
- b) To prescribe, adopt and amend from time to time such equitable and uniform rules and regulations as, in its absolute discretion, may be deemed essential or convenient for the conduct of the business and affairs of the Corporation;
- c) To establish such services as may be deemed advisable or essential to enable the Corporation properly to carry out its purposes;
- d) To provide ways and means for financing the conduct and business of the Corporation in such manner as may be deemed advisable, through the collection of dues or the levy of assessments for special Corporation projects;
- e) To borrow money and incur indebtedness for the use and benefit of the Corporation, and to cause to be executed and delivered as evidence thereof or security therefor, in the name of the Corporation, promissory notes, bonds, deeds of trust, mortgages, pledges, hypothecations and other evidences of debts and securities;
- f) To adopt, make and regulate the use of a corporate seal, and to alter the form of such seal and of such certificates, from time to time, as in its judgment it may deem best, and ;
- g) To take such action or incur such expenditures as in its judgment will be best to accomplish the primary purposes for which the Corporation was organized as stated in its Articles of Incorporation and in these Bylaws.

Section 5.2

Duties of Directors. It shall be the duty of the Board of Directors, in addition to all other duties imposed by these Bylaws, or by law;

- a) To conduct, manage and control the general business affairs of the Corporation, and supervise all committees, officers, agents and employees, and to see that their duties are properly performed;
- b) To install such system of auditing and accounting as shall be appropriate to enable a determination to be made of the financial condition of the Corporation;

- c) To cause to be kept a complete record of all its acts, and of the proceedings of its meetings, and to make available to interested parties annually a statement showing the condition of the affairs of the Corporation;
- d) To select and appoint an accountant(s) and or accounting firm(s) to serve at the pleasure of the Board of Directors of the Corporation to assist the Corporation in establishing its books of account, and otherwise to advise the Corporation in connection with accounting matters.

Section 5.3 Committees. The President of the Board or the Board of Directors may appoint one or more committees, each consisting of two or more members, at least one director and one member, and delegate to any such committee any of the authority of the Board hereunder. The Board shall have the power to prescribe the manner in which proceedings if any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes if kept of each meeting of any committee shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

## ARTICLE VI

### Officers

Section 6.1 Officers. The officers of this Corporation shall consist of the President, First Vice President, and such number of additional Vice Presidents as may from time to time be determined and appointed by the Directors, the Secretary, and the Treasurer. Any number of offices, except President and Treasurer, may be held by the same person.

Section 6.2 Additional and Alternative Provisions. The President shall have full power and authority to create additional offices and to provide for the duties of an officer to be delegated to another or to an assistant. In case of the absence or inability of a principal officer to act, a secondary officer or assistant may take the place of the principal officer and perform her/his duties with the same power and authority, if so authorized by the Board.

Section 6.3 Selection. The officers of the Corporation shall be chosen by, and shall serve at the pleasure of, the Board of Directors, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall have been elected.

Section 6.4 Removal and Resignation. Any officer may be removed, with cause, by the Board at any time. Any such removal shall be without prejudice to the rights, if any, or the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract of which the officer is a party. Any such resignation shall take effect the date of the receipt of such notice or at any later time as specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## ARTICLE VII

### President

Section 7.1 Powers and Duties. The President shall be the chief executive officer of the Corporation and shall have the power and the duty:

- a) To preside over all regular and special meetings of the Board of Directors;

- b) To call, or provide for the calling, of special meetings of the Board of Directors, to be held at such time or times as s/he shall deem necessary, and shall call such meetings, as hereinafter provided;
- c) To subscribe the name of the Corporation to all deeds, conveyances, mortgages, leases, promissory notes, contracts, obligations, certificates and other papers and instruments in writing that may require the same, when required or authorized to do so;
- d) To supervise and control, subject to the direction of the Board of Directors, all of the committees, officers, agents and employees of the Corporation, and generally direct its affairs;
- e) To serve as an ex officio member of all committees authorized or created by and for the Corporation.

## ARTICLE VIII

### First Vice President

Section 8.1 Duties. The First Vice President shall perform such duties as the Board of Directors may from time to time prescribe and direct. In the absence of the President, the First Vice President shall act in the President's behalf.

## ARTICLE IX

### Additional Vice Presidents

Section 9.1. Duties. Additional Vice Presidents shall perform such duties as the Board of Directors may from time to time prescribe and direct.

## ARTICLE X

### Secretary

Section 10.1 Custodian of Records. The Secretary shall be the custodian and cause to be kept, all books, papers, instruments and records of the Corporation, unless otherwise ordered, and s/he shall have the power and the duty:

- a) To keep, or cause to be kept, and distribute to all Board members, a full and complete record of the proceedings of the meetings of the Board of Directors;
- b) To keep the seal of the Corporation, if any, and may affix the same to any instrument designated or authorized by the Board of Directors, and to such other instruments and papers executed in the regular course of business which require the affixing of the seal;
- c) To keep, or cause to be kept, the book and other rules of the Corporation, Bylaws, etc.

Section 10.2 Serving of Notices. If designated to do so by the President, the Secretary shall serve all notices and publications required either by law or by the Bylaws of the Corporation, or that may be necessary and proper to be given and published, without other or further authorization, and in case of the Secretary's absence, inability, refusal or neglect to do so, then such notice may be served or publication made, by any person thereunto directed by the President or the Board of Directors.

Section 10.3 Allocation to Treasurer. In the absence of the Secretary, the Treasurer shall act on behalf of the Secretary.

## ARTICLE XI

### Treasurer

Section 11.1 Power and Duties. The Treasurer is the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of accounts shall at all times be open to inspection by any Director.

The Treasurer is authorized and empowered by this Bylaw provision to select and hire a controller to be employed by the Corporation if appropriate in view of the financial conditions of the Corporation. The controller shall perform any and all duties of the Treasurer, as defined in the preceding paragraph of this section, under the direction and supervision of the Treasurer of the Corporation.

The Treasurer shall deposit all moneys and other valuables received in the name of, or to the credit of, the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the Directors, whenever they so request, an account of all transactions and of the financial condition of the Corporation, and shall have other powers and perform such other duties as may be prescribed by the Board.

Section 11.2 Board. If required by the Board of Directors, the Treasurer shall give this Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of duties of this office and for restoration to this Corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

## ARTICLE XII

### Meetings of Directors

Section 12.1 Annual Meetings. Annual meetings of the Board of Directors shall be held for the purpose of organization, election of directors and officers and the transaction of other business. Annual meetings shall be held in January.

Section 12.2 Regular Meetings. Regular meetings of the Board of Directors shall be held a minimum of six (6) times per calendar year.

Section 12.3 Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the President, any Vice President, the Secretary, or any two directors.

Section 12.4 Notice of Meetings. Notice of Special meetings shall state the time and place of the meeting, and the purpose for which it is called. The notice shall be given by the Secretary to each member of the Board of Directors no less than three (3) days before the date of such meeting.

Section 12.5 Business. Any and all business presented may be transacted at any meeting.

Section 12.6 Failure to Attend Meetings. A member of the Board of Directors, or of any Committee may not miss more than two (2) meetings per calendar year, without leave of absence secured from the Board or Committee. The tenure of office of said Board or Committee member shall terminate upon the adoption of a resolution by the Board or Committee.

Section 12.7 Quorum. A simple majority of the Board attending in person shall constitute a quorum for the transaction of all business, including the election of officers, unless otherwise required by law.

Section 12.8 Action by Unanimous Written Consent. Any action which may be taken at a duly noticed meeting of the Board of Directors may also be taken with the same force and effect, by unanimous written consent of a quorum of the Directors.

Section 12.9 Fees and Compensation of Directors. Directors and members of committees shall not be compensated for their services; however, they may receive such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

### ARTICLE XIII

#### Procedures Regarding Meetings

Section 13.1 Presiding Officers. The President and Secretary of the Corporation shall act as Chairperson and Secretary, respectively of each meeting of the Board of Directors.

Section 13.2 Conduct of Meetings. The chairperson of the meeting shall conduct each such meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal, or parliamentary rules or principles of procedure. The chairperson's rulings on procedural matters shall be conclusive and binding unless at the time of the ruling, a request for a vote is made to the Directors entitled to vote and represented in person, in which case the decision of the majority of such Directors shall be conclusive and binding on all Directors. Without limiting the generality of the foregoing, the chairman shall have all of the powers usually vested in the chairman of a meeting.

Section 13.3. Adjournments. If a quorum is not present at any Regular or Special Meeting of the Board of Directors, or if for any cause, a meeting is not held on the previously scheduled date, or if the business before said meeting is not completed, those in attendance may adjourn from day to day, or from time to time, to reconvene at the place and time specified in the order of adjournment, and may at such adjourned meeting, transact all business that could have been transacted at the original meeting, without other or further notice than contained in the order of adjournment, as recorded in the minute book of the Corporation.

Section 13.4 Admission to Meetings. Admission to meetings or sponsored events shall be at the discretion of the Board of Directors.

### ARTICLE XIV

#### Inspection

Section 14.1 Inspection of Articles and Bylaws. The Corporation shall keep in its principal office in the State of California, the original or a copy of its Articles and of these Bylaws as amended to date, which shall be open to inspection by Directors at all reasonable times during office hours. If the Corporation has no office in the State of California, it shall upon the written request of any Director, furnish to such Director a copy of the Articles or Bylaws as amended to date.

Section 14.2 Inspection of Books and Records. The accounting books and records and minutes of proceedings of the Board and committees of the board shall be open to inspection upon written demand on the Corporation of any director at any reasonable time for a purpose reasonably related to such person's interests as a Director.

### ARTICLE XV

#### Registered Address

Each Director shall file with the Secretary of the Corporation, the physical address and email address to which all mail or notices shall be sent, together with a telephone number. All notices and communications from the Corporation to such Director, as are to be mailed or emailed, whether required by law, or by these Bylaws, shall be addressed to the physical address or email address so given until a change of address in writing is received

in the Corporation office. Unless a registered address be filed with the Secretary by a Director, or noted on the books of the Corporation, all notices to a Director shall be addressed to their last known physical address or email address, without further designation.

## ARTICLE XVI

### Liability of Members

No Director, officer or member of this Corporation, either regular or otherwise, shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of this Corporation.

## ARTICLE XVII

### Donations

The Corporation may accept gifts, legacies, donations and/or contributions in any amount and any form, from time to time, upon such terms and conditions as may be decided by the Board of Directors.

## ARTICLE XVIII

### Amendments

Section 18.1 Amendments. These Bylaws may be amended or repealed by approval of the Board of Directors.

## ARTICLE XIX

### Miscellaneous

Section 19.1 Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and another person, when signed by the President, or Vice President and the Secretary or the Treasurer shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

## ARTICLE XX

### Prohibition Against Sharing Corporate Profits and Assets

Section 20.1 Prohibition Against Sharing Corporate Profits and Assets. No Director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time of the net earnings or pecuniary profit from the operations of the Corporation, provided however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive any of the corporate assets on dissolution of the corporation.



WRITTEN CONSENT OF DIRECTORS  
AMENDING AND RESTATING BYLAWS

We, the undersigned, are all of the persons names as the initial directors in the Articles of Incorporation of End Abuse Long Beach (The Long Beach Area Child Abuse and Domestic Violence Prevention Council",) a California Nonprofit Public Benefit Corporation, and pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of nine (9) pages, as the Bylaws of this Corporation.

Dated: 5/20/10

Paula Savage Cohen, President

Janine Limas Hageman, 1<sup>st</sup> Vice President

Jean Fromm, Secretary

Mary Van Valkenburgh, Treasurer

Paul Sharpe, V.P. Programming

Tory Cox, Director

Kimberly Crawford, Director

Vicki Doolittle, Director

Ginny DuRivage, Director

Marci Fukuroda, Director

Sandra Gaia-Rae, Director

Yolanda R. Green, Director

Helene Handler, Director

Erika Jewell, Director

Lorena Ponce, Director

Tiombe Preston, Director

TuLynn Smylie, Director

Marion Solovei, Director

Kathleen Watkins, Director

*[Handwritten signatures of the directors listed on the left, each written over a horizontal line.]*

CERTIFICATE OF SECRETARY

OF

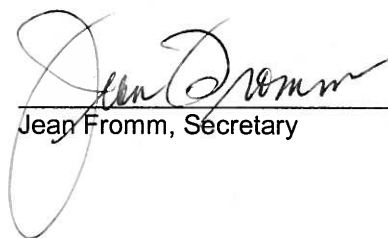
END ABUSE LONG BEACH

(THE LONG BEACH AREA CHILD ABUSE AND DOMESTIC VIOLENCE PREVENTION COUNCIL)

a California Nonprofit Corporation

I hereby certify that I am the duly elected and acting Secretary of End Abuse Long Beach (The Long Beach Area Child Abuse and Domestic Violence Prevention Council) and that the foregoing Bylaws, consisting of nine (9) pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors held on: May 20, 2010.

---



Jean Fromm, Secretary