

AMENDED AND RESTATED BYLAWS  
OF  
SECOND HARVEST FOOD BANK  
SANTA CRUZ COUNTY

A California Nonprofit Public Benefit Corporation.

1. NAME

The name of the corporation is SECOND HARVEST FOOD BANK SANTA CRUZ COUNTY, a California nonprofit public benefit corporation (the Corporation).

2. PRINCIPAL OFFICE

The principal office of the Corporation is located at 800 Ohlone Parkway, Watsonville, California, or at such other place as may be designated by the Board of Trustees of the Corporation (Board) from time to time.

3. PURPOSE

The principal purpose for which the Corporation is organized is to assist in the acquisition and distribution of food to the needy on a non-profit basis, including but not limited to, acting as a large-scale clearing house for donated, purchased and salvaged food obtained from the government, wholesalers, growers, processors and retailers, and redistributing such food through a network of volunteers and non-profit agencies to those in need. The Corporation seeks in so doing to involve the community in the alleviation of hunger and malnutrition.

4. MEMBERS

a. DETERMINATION OF MEMBERS

The Corporation shall have one class of members designated as regular members. These members shall consist of nonprofit agencies dedicated to the purposes of this Corporation who enter into an agreement with the Corporation to become a member agency (Member Agency Agreement).

b. VOTING MEMBERS

Regular members in good standing shall have the right to vote, as set

forth in these Bylaws, on the election of Trustees, on the disposition of all or substantially all of the Corporation's assets, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the Corporation, and on any other subject matter as may be required by law.

A member shall be considered to be in good standing if such member has executed a Member Agency Agreement provided by the Corporation, is not in default of such agreement, and has not received a notice of suspension or termination from the Corporation.

c. APPROVAL OF NEW MEMBERS

The Board of Trustees in full shall determine policy with respect to the application of and approval of new members. The Board may delegate to the Chief Executive Officer the authority to receive applications for membership from prospective new members and to approve of and report to the Board on such applications for membership.

d. MEETINGS OF MEMBERS

The members may meet annually on such date and at such time and place as shall be designated by the Board. The purpose of such annual meetings shall be to elect Trustees, review financial reports of the Corporation, and any other business which the Board may wish to bring before the membership.

Special meetings of members may be held at such time and place as shall be designated in the notice thereof upon call of the Board, the Chairperson of the Board, or by no fewer than ten (10) members.

e. NOTICE OF MEETINGS

Notice of the annual meeting and any special meetings of members shall be given in writing to the person duly authorized by each member's governing body or such other person as shall be designated in writing to the Corporation. Such notice of meeting shall be given by first-class mail mailed no less than ten (10) nor more than fifty (50) days before the date of the meeting. No notice of the time and place of the meeting shall be required if each member waives such notice in writing

and such waiver is filed with the records of the meeting. Notice of any special meeting of the members shall specify the nature of any business to be considered, as well as the time and place of the meeting.

Notice of either the annual meeting or any special meeting shall specify the purpose of the meeting if the purpose is any of the following:

- 1) Removing a Trustee without cause;
- 2) Filling vacancies on the board;
- 3) Amending the articles of incorporation; or
- 4) Electing to wind up and dissolve the corporation.

f. VOTING BY MEMBERS

Members shall each have one vote which may be cast by only one person who is duly authorized by the member's governing body. Such voting representatives shall register with the Secretary of the meeting, or the Secretary's designee, prior to any members' meeting.

g. VOTING BY PROXY

Any member may execute in writing a proxy authorizing a specified party to cast votes on its behalf. A proxy is valid for eleven (11) months from its date unless it specifies another expiration date, which cannot be more than three (3) years from the date the proxy was executed. A member may revoke a proxy before it expires by giving written notice to the Corporation.

A valid proxy must set forth the general nature of the matter to be voted on in any of the following instances:

- 1) Removing a Trustee without cause;
- 2) Filling vacancies on the Board;
- 3) Changing proxy rights;
- 4) Amending the Articles of Incorporation;
- 5) Selling or disposing of all or substantially all of the Corporation's assets;
- 6) Merging with another corporation; and

7) Dissolving or winding up the Corporation.

In addition, a proxy to vote on the election of Trustees must list all nominees as of the date notice of the election was given to the members.

In the event the Corporation has 100 or more members, proxies distributed to ten (10) or more members must allow the member to specify on the proxy a choice between approval and disapproval of each matter or group of related matters intended to be acted upon at the meeting.

h. QUORUM

One third (1/3rd) of the voting members, in person or represented by proxy, shall constitute a quorum for the transaction of business at any meeting of the members. At a properly noticed meeting of the Corporation, actions will be approved by a majority vote of the members present or voting by proxy.

i. CONDUCT OF MEETING

The Chairperson shall preside over all meetings of members, except that in his/her absence, the Vice Chairperson or another Board officer shall preside. The Secretary or Board's alternate designee shall act as secretary for all meetings of the members. Should any question arise as to the conduct of the meeting, the rules set forth in Roberts' Rules of Order shall be followed. Meetings may be audio or videotaped.

At each annual meeting, the treasurer or Board's alternate designee shall report on the financial condition of the Corporation. Members shall take such action as set forth above in subparagraph d of Article 4 of these Bylaws.

j. ACTION WITHOUT MEETING

Any action to be taken by members may be taken without a meeting if all of the members consent to the action by a writing filed with the records of the meetings of members. Such consent shall be treated for all purposes as a vote at a meeting of the members at which a quorum was present. This provision shall not preclude action by written ballot as set forth below.

k. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Corporation. Any written ballot shall also indicate that a majority of members in good standing is required to approve the measure submitted. The ballots must specify the time by which they must be received by the Corporation in order to be counted.

#### 1. TERMINATION OF MEMBERS

Subject to the provisions of the Member Agency Agreement, a member may resign from membership at any time. Members may be suspended or terminated as set forth herein.

Subject to the provisions of the Member Agency Agreement, the Board may suspend or terminate the membership of any member who fails to comply with the Bylaws, Member Agency Agreement, or other requirements of the Corporation, as established by the Board. The Board may also terminate members which in the Board's judgment act in a manner which may be detrimental to the reputation or fiscal soundness of the Corporation. Upon making a determination that it intends to terminate a member's membership, the Corporation shall provide written notice of such intention and the reasons therefore by first-class mail to the member's last known address. Such notice shall provide the member at least fifteen (15) days' notice of the termination date, and shall provide the member with the opportunity to be heard by the Board, or by a committee designated by the Board, orally or in writing, not less than five (5) days before the effective date of the termination. Upon receipt of a notice of the Board's intention to suspend or terminate the member's membership, such member shall no longer be considered a member in good standing for purposes of these Bylaws.

## 5. TRUSTEES

### a. POWERS

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Trustees.

#### 1) Appointment of Officers and Hiring of Agents and Chief Executive Officer

The Board shall have the power to appoint or hire and remove, at the pleasure of the Board, all the Corporation's officers, agents, and the Chief Executive Officer; prescribe powers and duties for them that are consistent with law, with the articles of incorporation and with these Bylaws, and fix their compensation and benefits, if any.

#### 2) Duties

The Board shall be responsible for the performance of the duties of the Corporation and shall supervise all officers, agents, and the Chief Executive Officer of the Corporation in the proper performance of their duties. In addition, at its discretion, the Board shall maintain a complete written record of all of its actions.

#### 3) Standard of Care

Each Trustee shall perform his or her duties as a Trustee, including the duties as a member of any committee of the Board on which the Trustee serves, in good faith, in a manner such Trustee believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

#### 4) Committees of the Board

The Board, by resolution adopted by a majority of the Trustees then in office, provided a quorum is present, may create one or more committees, each consisting of one or more Trustees and which may include persons who are not Trustees, to serve at the pleasure of the Board. Any such committee, to the extent

provided in the resolution of the Board, shall have all of the authority of the Board, except that no committee, regardless of Board resolution, may:

- i. fill vacancies on the Board or on the Executive Committee;
- ii. amend or repeal these Bylaws or adopt new bylaws;
- iii. amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable; or
- iv. appoint any other committees of the Board or the members of those committees.

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other actions of the Board, except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by resolution of the Board or, in the absence of a Board resolution, by resolution of the committee. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules.

#### 5) Executive Committee

There shall be an Executive Committee chaired by the Chairperson. The Executive Committee shall have the authority of the Board when such power is delegated by the Board and shall be authorized to act in the place of the Board in between regularly scheduled meetings of the Board. In addition, the Board shall delegate to the Executive Committee the responsibility for annual review of the performance of the Chief Executive Officer, with full input from the Board.

#### 6) Nominating Committee

There shall be a Nominating Committee chaired by the immediate past Chairperson, if he or she is willing to so serve, which shall receive recommendations of those parties set forth in subparagraph b, below, as well as

independently obtain nominees for the Board, and which shall recommend to the Board a slate of nominees for the open Trustee positions in a reasonable time period prior to the giving of notice of the annual meeting of members.

7) Financial Review

On at least a quarterly basis, the Board shall review the Corporation's balance sheet, income and expense statement, and statements with respect to reserve accounts.

b. NUMBER AND QUALIFICATION OF TRUSTEES

The authorized number of Trustees shall be no less than seven (7) nor more than twenty-five (25) Trustees.

The voting seats on the Board of Trustees shall be reserved as follows:

- 1) One Trustee recommended by the Santa Cruz Pantry Network.
- 2) One Trustee recommended by the Pajaro Valley Pantry Network.
- 3) Five (5) member agency at-large Trustees.
- 4) Eighteen (18) community at-large Trustees.

The provisions of this Article 5(b) may not be amended without a majority vote of the members.

c. ELECTION, DESIGNATION AND TERM OF OFFICE

All Trustees shall be elected by the members at their annual meeting and each shall hold office for three (3) years or until his/her successor qualifies and is elected. Trustees may be elected for no more than two (2) full consecutive terms. After a year's absence from serving on the Board of Trustees, an individual may again be considered for election to the Board. The Board may take such action as it may deem necessary to ensure that the members of the Board have staggered terms with the goal that at any given time not more than one third of the Board members is concluding their final term on the Board.

d. REMOVAL OF TRUSTEES

- 1) Removal Without Cause



Removal of a member-elected Trustee without cause requires approval by a majority of the members present and voting, except that if the Corporation has fewer than 50 members, approval must be by a majority of all members.

2) Removal With Cause

The Board may remove a Trustee for cause and declare such person's seat vacant only in the following situations:

- i) the Trustee has been declared of unsound mind by a final court order;
- ii) the Trustee has been convicted of a felony;
- iii) the Trustee has been found by a final court order to have breached his or her statutory duty of care under California Corporations Code Sections 5230 through 5238; or
- iv) the Trustee has failed to attend two board meetings within a one year period without providing a reasonable explanation for his or her absence.

e. VACANCIES ON BOARD

A vacancy or vacancies on the Board shall exist on the occurrence of any of the following: 1) the death of any Trustee, 2) the effective date of any Trustee's resignation, 3) the removal of a Trustee with or without cause, or 4) an increase in the authorized number of Trustees.

Except as provided below, any Trustee may resign by giving written notice to the Chairperson or the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

Except on notice to the Attorney General of California, no Trustee may resign if the Corporation would be left without a duly-elected Trustee.

Any vacancy on the Board may be filled by a majority of the Trustees then in office, whether or not less than a quorum, or by a sole remaining Trustee. Any Trustee appointed to fill a vacancy shall hold office until the expiration of the term of his or her predecessor and until a successor has been appointed and

qualified.

f. COMPENSATION

Trustees shall serve without compensation except that they shall be allowed reasonable advances or reimbursement for expenses incurred in the performance of their regular duties where such reimbursement was either approved in advance, or determined by the Board to have been a reasonable expenditure. Notwithstanding the foregoing, Trustees may be compensated for services other than as Trustees where such arrangements have been approved according to the provisions of subparagraph g(5), below, of this Article Five relating to the approval of actions by non-interested Trustees.

g. MEETINGS OF TRUSTEES

1) Place of Meetings

Meetings of the Board shall be held at any place within or outside of California that has been designated by resolution of the Board or in the notice of the meeting, or if not so designated, at the principal office of the Corporation.

2) Regular Meetings

Regular meetings of the Board shall be at least quarterly or at such time and place as may be fixed from time to time by resolution of the Board. Regular meetings of the Board may be held without notice.

3) Special Meetings

Special meetings of the Board may be called by written notice signed by the Chairperson of the Corporation, or by any two Trustees other than the Chairperson. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. Trustees shall be given at least four days' notice prior to the scheduled time of the meeting if notified by first-class mail, or at least 48 hours' notice if notified personally, by telephone, facsimile or electronic mail provided that notice need not be given to any Trustee who signs a waiver of notice or written consent to the holding of the meeting.

4) Quorum Requirements

A majority of the authorized number of Trustees shall constitute a quorum for the transaction of business, except to adjourn the meeting, as set forth in subparagraph 6, below. The Trustees shall make an effort to decide all matters through the process of consensus or decisions shall be made by the majority vote of the Trustees present. Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the requirements of California Nonprofit Public Benefit Corporation Law, including, without limitation, the requirements relating to (i) approval of contracts or transactions between the Corporation and one or more Trustees or between the Corporation and any entity in which a Trustee has a direct or indirect material financial interest, (ii) creation of and appointments to committees of the Board, and (iii) indemnification of Trustees. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Trustees, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. In the event of a dispute as to procedure, Roberts' Rules of Order shall be followed.

#### 5) Transactions with Interested Trustees

A transaction with a Trustee who has a material financial interest in the transaction (an “interested Trustee”) shall be permitted where the Corporation is acting in its own interest and for its own benefit, the transaction is fair and reasonable to the Corporation at the time entered into, and if approved in advance by the Attorney General, or in the alternative, approved by a vote of the majority of the Trustees then in office, without counting the vote of the interested Trustee or Trustees, and with knowledge of the material facts concerning the transaction and the Trustee’s interest in the transaction. In addition, before authorizing the transaction, the Board must reasonably investigate and consider alternative arrangements and in good faith determine that the Corporation could not obtain a more advantageous arrangement without reasonable effort under the circumstances.

#### 6) Adjourned Meetings

A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. Notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Trustees who were not present at the time of the adjournment.

7) Action Taken Without a Meeting

Any action that the Board is required or permitted to take may be taken without a meeting, if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

6. OFFICERS AND THEIR DUTIES

a. OFFICERS OF THE CORPORATION

The officers of the Corporation shall be a Chairperson, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board, one or more Vice Chairpersons, one or more Assistant Secretaries, one or more Assistant Treasurers, such other officers as may be appointed in accordance with the provisions of these Bylaws. The immediate Past Chairperson and the Chairperson-Elect shall also serve as officers of the Corporation.

b. ELECTION OF OFFICERS

The officers, except as otherwise provided in these Bylaws, shall be elected annually by the Board and shall serve at the pleasure of the Board. The Board shall elect one of its Trustees as Chairperson and one as the chief financial officer (Treasurer); the other officers need not be Trustees. The offices of Chairperson and Secretary may not be held by the same person. The Board may appoint and may authorize the Chairperson, or another officer, to appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority and perform the duties specified in these Bylaws or

determined from time to time by the Board.

c. REMOVAL OR RESIGNATION OF OFFICERS

Any officer may be removed with or without cause by the Board, and also, if the officer was not elected by the Board, by any officer on whom the Board may confer that power of removal. Any officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

d. VACANCIES IN OFFICE

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office; provided, however, that vacancies need not be filled on an annual basis.

e. DUTIES

The duties of the officers shall be as follows:

1) Chairperson

The Chairperson shall preside as chairperson of the Board and at all meetings of members. The Chairperson shall be responsible for all committee appointments, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. Committee appointees may or may not be Board members in the Chairperson's sole discretion.

2) Past Chairperson and Chairperson-Elect

The immediate Past Chairperson, if he or she is willing to so serve, may serve as a Board member, and shall be responsible for chairing the Nominating Committee, if he or she is willing to so serve. The Chairperson-Elect may also serve as a Board member, and it is desirable that the Chairperson-Elect shall have served a previous year as an officer of the Corporation prior to serving in this capacity.

3) Vice Chairperson

In the absence or disability of the Chairperson, the Vice Chairpersons, if any, in order of their rank as fixed by the Board or, if not ranked, a Vice Chairperson designated by the Board shall perform all of the duties of the Chairperson. When so acting, a Vice Chairperson shall have all of the powers of and be subject to all of the restrictions on the Chairperson. The Vice Chairpersons shall have such other powers and perform such other duties as prescribed by the Board or these Bylaws.

4) Secretary

The secretary shall keep or cause to be kept, at the Corporation's principal office, the following:

a) A book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members. The minutes of meetings shall include the time and place of holding, whether annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at Board and committee meetings.

b) A copy of the Articles and Bylaws, as amended to date.

Except as otherwise provided in these Bylaws, the Secretary shall give, or cause to be given, the notices required by these Bylaws for meetings of members, of the Board and of committees of the Board. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

5) Chief Financial Officer/Treasurer

The Chief Financial Officer, as such term is defined by the relevant provisions of the California Nonprofit Corporations Law (herein referred to as Treasurer), shall keep and maintain, or cause to be maintained, adequate and correct books and accounts of the properties and transactions of the Corporation, and shall send or cause to be sent to the members and Trustees such financial statements and

reports as are required by law, these Bylaws, or the Board. The books of account shall be open to inspection by any Trustee at all reasonable times.

The Treasurer shall deposit, or delegate authority to the Chief Executive Officer to deposit, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board, shall disburse, or delegate authority to the Chief Executive Officer to disburse, the funds of the Corporation as may be ordered by the Board, shall render to the Chairperson and the Board, when requested, an account of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

The treasurer shall have responsibility to monitor financial contributions made by members of the Board.

f. JOINT SIGNATURES

The Board may establish policies with respect to the signing of checks up to a certain maximum amount by the Chief Executive Officer and one or more staff members. Checks or other negotiable instruments in excess of such maximum amount issued by the Corporation shall require the joint signatures of the Chief Executive Officer and any one of the following officers: the Chairperson, the Treasurer, or the Secretary.

g. COMPENSATION

Officers shall not receive any compensation for any service rendered to the Corporation as an officer, provided that any officer may be reimbursed for actual out-of-pocket expenses incurred in the performance of his or her duties where such reimbursement was either approved in advance, or determined by the Board to have been a reasonable expenditure.

7. INDEMNIFICATION AND INSURANCE

a. RIGHT OF INDEMNITY

To the fullest extent permitted by law, the Corporation shall indemnify its Trustees, officers, employees, agents 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 that code section, and including an action by or in 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 Article 7 shall have the same meaning as in Section 5238(a) of the California Corporations Code.

**b. APPROVAL OF INDEMNITY**

On written request to the Board by any person seeking indemnification under Section 5238(b) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Sections 5238(b) or (c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Trustees who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Trustees who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Sections 5238(b) or (c) has met and, if so, the members present at the meeting in person by proxy shall authorize indemnification.

**C. 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 any person seeking indemnification under this Article of these Bylaws in defending any proceeding covered by these paragraphs shall be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

**d. CONTRACTUAL RIGHTS OF NONTRUSTEES AND NONOFFICERS**



Nothing contained in this Article shall affect any right to indemnification to which persons other than Trustees and officers of this Corporation may be entitled by contract or otherwise.

e. **INSURANCE**

The Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of the officers, Trustees, employees and other agents of the Corporation against any liability asserted against or incurred by any such person in such capacity or arising out of any such person's status as such, whether or not this Corporation would have the power to indemnify any such person against that liability under the provisions of this Article.

8. **RECORDS AND REPORTS**

a. **INSPECTION RIGHTS**

Subject to Division 2, Part 2, Chapter 13, Article 3 (commencing with Section 6330) of the California Corporations Code and unless the Corporation provides a reasonable alternative as provided below, any member may do either or both of the following and for a purpose reasonably related to the member's interest as a member:

1) inspect and copy the records of members' names, addresses and voting rights during usual business hours on five (5) days' prior written demand on the Corporation, stating the purpose for which the inspection rights are requested; or

2) obtain from the Secretary of the Corporation, upon written demand and tender of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of Trustees as of the most recent record for which it has been compiled or as of the date specified by the member after the date of demand. The demand shall state the purpose for which the list is required. The list shall be made available on or before the later of ten (10) days after demand is received or after the date specified therein as the date by which the list is to be compiled.

3) the Corporation may, within ten (10) business days after receiving

a demand under this Article 8, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand. If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member or if it provides a reasonable alternative under this Article, it may deny the member access to the membership list.

4) any inspection or copying under this election may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

b. MAINTENANCE AND INSPECTION OF ARTICLES OF INCORPORATION AND BYLAWS

The Corporation shall keep at its principal executive office in the State of California the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the member at all reasonable times during office hours.

c. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The accounting and books and records and minutes of proceedings of the members and the Board of Trustees and committees shall be kept at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or any other form capable of being converted into written, typed or printed form. The minutes, and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the members' interests as a member. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts.

d. INSPECTION BY TRUSTEES

Every Trustee shall have the absolute right at any time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation. The inspection may be made in person or by the Trustee's agent or attorney.

e. ANNUAL REPORT

The Corporation shall provide an annual report to its members and Trustees not later than 120 days after the close of its fiscal year, such report containing the following information in reasonable detail:

- 1) the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- 2) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- 3) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- 4) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
- 5) any information required by California Corporations Code Section 6322.

The report required by this Article shall be accompanied by a report thereon of independent accountants, or if there is no such report, then certificate of the Treasurer or other authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

f. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

As part of the annual report provided to the members and Trustees, the Corporation shall prepare therein a statement of the following

- 1) Any transaction:
  - i) in which the Corporation is a party,

ii) in which an "interested person" had a direct or indirect material financial interest;

iii) which involved more than \$50,000 or was one of a number of transactions with the same interested person involving in the aggregate, more than \$50,000.

For purposes of this Article, an "interested person<sup>1</sup>" is either a Trustee or officer of the Corporation. The statement shall include a brief description of the transaction, the names of the interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

2) Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Trustee of the Corporation under Article 7 of these Bylaws unless that indemnification has already been approved by the members under Section 5238(e) of the California Corporations Code.

#### 9. DESIGNATION OF FISCAL YEAR

Unless the board determines otherwise, the fiscal year of the corporation shall end each year on June 30th.

#### 10. AMENDMENTS

##### a. AMENDING THE BYLAWS

The Bylaws may be amended by a majority vote of the Board except that a vote of the members shall be required to change the composition of the Board as set forth in Article 5(b).

##### b. AMENDING THE ARTICLES

The Articles may be amended by a majority vote of the Board.

#### CERTIFICATE OF SECRETARY

I certify that I am the duly-elected and acting Secretary of SECOND

HARVEST FOOD BANK SANTA CRUZ COUNTY, a California nonprofit public benefit corporation, and the above Amended and Restated Bylaws, consisting of 22 pages, are the Bylaws of this Corporation as adopted by the members on March 13, 1997, and amended on June 18, 2009 and February 17, 2011.

Executed on February 17, 2011, in Santa Cruz County, California.

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Phil Dundas  
Secretary