

AMENDED AND RESTATED BYLAWS

OF

FAMILY SUPPORT SERVICES

**A California Nonprofit Public Benefit Corporation
(January 2016)**

Article I Name, Territory & Office

Section A. Name

The name of the corporation is Family Support Services (FSS).

Section B. Territory

The territory served by the corporation shall include Alameda, Contra Costa, and San Francisco counties in the State of California, and may include neighboring counties or other territory as the Board of Directors, at its discretion, may from time to time designate.

Section C. Offices

The corporation's principal office shall be located in Alameda County, California. The county of the corporation's principal office may be changed only by amendment of these Bylaws. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such change of address shall not be deemed an amendment of the Bylaws:

554 Grand Avenue, Oakland, CA 94610 Dated: July 1, 1994

401 Grand Avenue, Oakland, CA 94610 Dated: August 25, 2003

Dated:

(add additional addresses on back of this page)

The Board may at any time establish branch or subordinate offices at any place or places where it is qualified to do business as the Board of Directors may from time to time designate.

Article II Purposes

Section A. Purpose

The primary purpose of this corporation is to provide charitable and supportive assistance to caregivers of high-risk children and other dependents, including biological parents, adoptive parents, and substitute parents such as foster parents and adult extended-family members, that will enhance their ability to care for their children or adults requiring care. The mission of this corporation is to support children, youth, families and communities by providing services that make them stronger. This mission is currently fulfilled through the provision of the following services:

1. Respite / Child Care Program

Respite/Child Care is specialized care designed to give parents and other caregivers a break from the daily demands of caring for their children, many of whom have special needs. These may include children who: have a developmental disability, are medically fragile, substance exposed, abused or neglected or at-risk for abuse or neglect, challenged by other special needs, or are mildly ill.

2. Family Preservation Program

The Family Preservation Program provides home-based, intensive case-management and/or evidence based parenting courses for families experiencing stressors which have been shown to increase the likelihood of child abuse and neglect. Services are individualized to each family's needs and are focused on assuring the safety and well-being of the child and the family. Mental health/therapy services are also available.

3. Kinship Support Services Program

The Kinship Support Services program supports grandparents and other relative caregivers in caring for their relatives' offspring (kin) who cannot be in the care of their biological parents and is an alternative to traditional foster care. The program assists Kinship caregivers with a variety of

services in order to allow children to remain with family members instead of being placed in foster care.

4. Kinship Youth Program

The Kinship Youth Program provides educational and developmental support for youth, ages 8-18, who are being raised by a Kinship caregiver. Staff members work with youth to help them reach their potential, and to become successful students and respectful members of society.

5. OreMi Mentoring Program

OreMi is a mentoring program that creates and supports one-to-one mentoring relationships between community members and foster children or children of incarcerated parents. Caring adults help the mentees overcome feelings of abandonment, low self-esteem and sadness, and can assist with academic improvement and social skills.

6. Other Services

The provision of alternative or additional assistance and services to high-risk children, youth and their caregivers and other dependents, as identified by local community or public officials, can be authorized by the Board of Directors.

The Board of Directors may revise, restructure or cease any of the current services listed in this Article.

Article III Board of Directors

Section A. Number

The corporation shall have a Board of Directors which shall consist of no more than 15 and no less than five members, with the exact authorized number of Directors to be determined by the Board from time to time. This number shall not include honorary, nonvoting, Board members. To the extent feasible, the composition of the Board of Directors will reflect the diversity of the population served.

Section B. Powers

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the Board of Directors shall have and hereby is invested with all the usual and ordinary power of Board of Directors under the laws of the State of California, and shall have the primary and ultimate responsibility for the overall activities of the corporation with full, complete, and absolute power to conduct, manage, and control the affairs of the corporation, and shall make such rules and regulations therefore with respect to planning, policies and procedures, finances, and other matters relating to its activities which are not inconsistent with the Articles of Incorporation and Bylaws of the corporation, or with the laws of the State of California, including, but not limited to, the power to:

1. Appoint, remove, and supervise an Executive Director. It shall prescribe the duties and fix the compensation of the Executive Director. The Executive Director shall serve at the pleasure of the Board and shall, subject to the policies of the Board, employ, discharge, supervise, and manage all other employees.
2. Incur indebtedness and borrow money in the name of the corporation, provided the amount and terms of such indebtedness is authorized, and provided further that any evidence of such indebtedness is executed in the name of the corporation by any two of the following: President, Vice President, Treasurer, and Secretary.
3. Appoint an independent certified public accountant or firm of certified public accountants to audit the books of account and records of the corporation for each fiscal year.

Section C. Election: Term of Office

Members of the Board of Directors shall be elected at any regular or special meeting when vacancy exists. Directors shall assume their duties subsequent to the meetings at which they are elected. The term of each director shall be three years. Directors may be elected to serve any number of consecutive terms.

Section D. Leave of Absence

The Board of Directors may grant a director a leave of absence for up to one year due to illness, to pursue an educational opportunity, to accept a temporary position outside of the San Francisco Bay Area, or such other reasons, as the Board deems appropriate. A director on a leave of absence cannot be counted for purposes of a quorum.

Section E. Removal and Resignation

A director may be removed with or without cause by a majority of the directors in office.

Without limiting the above, the Board of Directors may at any time by formal resolution declare vacant the seat of any director who has been absent from three unexcused meetings per annum of the Board of Directors. The Secretary shall keep a current record of each director's attendance at Board of Directors meetings and shall advise the Executive Committee of the name of any director who has three such absences, and it shall be the duty of the Executive Committee to inquire into the reasons for such director's inactivity and recommend to the Board of Directors that the seat of such director be declared vacant if, in its opinion, such action will be in the best interests of the corporation.

Any director may resign effective upon giving written notice to the President, the Vice President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. No director may resign if the corporation would then be left without a duly elected director in charge of its affairs.

Section F. Vacancies

Vacancies on the Board of Directors shall exist: (i) on the death, resignation, or removal of any director, (ii) whenever the number of authorized directors is increased, and (iii) upon the expiration of the term of office of any Director.

Vacancies on the Board of Directors may be filled from nominees recommended by the Governance Committee and approved by a majority vote of the directors present, at any regular or special meeting. A director thus selected shall serve for the unexpired portion of the term, if any. If this unexpired portion is 12 months or less, the person elected to fill such vacancy shall serve a full term of three years in addition to the remaining portion of the predecessor's unexpired term.

Section G. Director Compensation

Directors shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in these Bylaws. Any payments to Directors shall be approved in advance in accordance with this corporation's conflict of interest policy, if any. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving reasonable compensation for such services.

Section H. Restrictions Regarding Interested Directors

Notwithstanding any other provisions of these Bylaws, not more than forty-nine percent of the persons serving on the Board of Directors at any time may be interested persons. For purposes of this Section, "interested persons" means:

1. Any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise.

2. Any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the corporation within the previous 12 months.
3. 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 person described in 1 and 2 above.

Any violation of the provisions of this Section H shall not, however, affect the validity or enforceability of a transaction entered into by the corporation.

Section I. Non-Liability of Directors

The directors shall not be liable for the debts, liabilities, or other obligations of the corporation.

A Director shall perform her or his duties, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, prepared by:

1. One or more Officers or employees of this Corporation whom the Director believes to be reliable and competent in the matters presented.
2. Counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence.
3. A committee of the Board upon which the Director does not serve, as to matters within its designated authority, so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need thereof is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section J. Indemnification

This corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any legal action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this corporation, against expenses, judgments, fines, settlements, attorney's fees, and other amounts actually and reasonably incurred in connection with such proceedings, to the fullest extent permitted under the Law. Notwithstanding any provision of these Bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner, which would jeopardize or be inconsistent with the qualification of the corporation as a tax-exempt organization under the Internal Revenue Code, or which would result in liability under Section 4941 of the Internal Revenue Code.

The indemnification provided by this Section J shall not be deemed exclusive of any other rights to which those indemnified may be entitled. This indemnification shall continue after a person has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

In determining whether indemnification is available to the Director, Officer, or agent of this corporation under California law, the Board shall determine in accordance with Section 5238 of the Corporations Code that such Director, Officer or agent was acting in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Such determination shall be made by a majority vote of Directors who are not parties to the proceeding.

Payments authorized in the article include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes

actions brought by or in the right of this corporation and certain actions alleging self-dealing or a breach of any duty to assets held in charitable trust.

Section K. Insurance

The corporation shall purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified under Section J against any liability asserted against or incurred on account of her or his status as an agent of this corporation, other than for violating provisions of law relating to self-dealing as described in Section 5233 of the California Nonprofit Public Benefit Corporation Law. The corporation shall also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the corporation against any liability, including without limitation any liability for the indemnification provided in Section J.

Section L. Honorary Directors

The Board of Directors from time to time may designate as honorary nonvoting directors, individuals who have contributed in an outstanding and singular manner to the purposes of the corporation.

Article IV Officers

Section A. Number of Officers

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be deemed necessary by the Board of Directors. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President.

Section B. Qualification, Election, and Term of Office

Any director may serve as an officer of the corporation. Officers shall be elected by the Board of Directors, at alternate Annual Meetings, and each officer shall hold office for two years. Any director may make nominations for each office.

Section C. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors at any time. Any officer may resign at any time by giving notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The above provisions of this Section C shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section D. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the Board President or Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board of Directors may fill the vacancy.

Section E. Duties of the Officers

The duties of the officers of the corporation shall be as follows:

President: The President shall be chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. The President shall serve as an ex-officio member of all committees, The President will appoint committee chairs at the Annual meeting.

Vice President: The Vice President shall perform such duties as the President of the Board may designate. In the absence of the President, the Vice President shall perform all of the duties of the President.

Secretary: The Secretary will insure that the following tasks are completed: recording the minutes of the meetings of the Board of Directors and the Executive Committee, issuing notices of the Board or Executive Committee meetings. The Secretary shall insure that all minutes or copies thereof shall be made available to the officers and directors within a reasonable time. The Secretary shall keep a book of the minutes of the meetings of the Board of Directors and the Executive Committee and shall be the custodian of the records and of the seal of the corporation.

Treasurer: The Treasurer shall perform the following tasks or delegate these tasks, as appropriate:

1. have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit such funds and securities to the credit of the corporation in banks or other appropriate depositories as the Board of Directors may select;
2. receive, and give receipt for, all monies due and payable to the corporation;
3. disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, obtaining proper vouchers for such disbursements;
4. keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
5. make monthly reports and advise the Board of Directors on the financial condition and transactions of the corporation, and make available for inspection upon request by any director the books of account and the financial records of the corporation; and
6. cause to be performed annually or at such times as the Board of Directors may direct an independent audit upon the books of account and financial records of the corporation that shall comply with uniform accounting standards.

Section F. Execution of Instruments

All written contracts and obligations of the corporation shall be signed by the President or Vice President and by the Secretary or Treasurer or by an employee designated by the Board of Directors.

Notwithstanding the previous sentence, the Board of Directors may by resolution at any time limit or otherwise modify the scope of authority of the corporation's officers to sign such written contracts and obligations.

Neither the President nor any other officer of the corporation shall have the authority or power, except by resolution of the Board of Directors, to make it liable for any debt beyond the amount of money which may be at that time in the Treasurer's hands and not needed for the discharge of existing debts or liabilities.

Section G. Compensation

The salaries, if any, of the officers shall be fixed from time to time by resolution of the Board of Directors. Such Compensation shall only be allowed as permitted by law, these Bylaws, and any conflict of interest policy adopted by the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to the corporation which relate to the performance of the charitable and educational purposes of this corporation. As reasonable, all officer salaries shall be approved in advance and in accordance with any conflict of interest policy adopted by the Board. In approving compensation arrangements, the Board shall base its decision on, among other things, information about compensation paid by similarly situated taxable or tax-exempt organization for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations. The decision to compensate any officer, including the vote of each individual making such a decision, and the information relied upon in making that decision and its source shall be documented in writing. As is reasonable, the date and terms of any compensation arrangement shall also be documented in writing. No officer shall be prevented from receiving such salary

by reason of the fact that she or she or he is also a Director of the corporation, provided however, that such compensation shall be solely for her or his services as an officer.

Article V Board Meetings

Section A. Duty to Meet

The Board of Directors shall meet at such times and places as required by these Bylaws. Each director shall register his or her mailing address and telephone number with the Secretary of the corporation and notices of meetings given to them at such address or telephone number shall be valid if so given within the time periods specified in these Bylaws.

Section B. Quorum

A quorum shall consist of one-third (1/3) of directors then holding office for the purposes of taking official action at any regular, special or telephone meeting of the Board of Directors. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board, unless the Articles of Incorporation or these Bylaws, or provisions of the Law require a greater percentage or different voting rules for approval of a matter by the Board.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to the withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting, or such greater percentage as may be required by law or the Articles of Incorporation or Bylaws of the corporation.

Section C. Annual Meeting and Other Regular Meetings.

The Board of Directors shall hold regular meetings at such intervals as may be deemed necessary for carrying out the responsibilities of the Board, except that there shall be no fewer than six (6) meetings in each fiscal year. All regular meetings shall take place at a location specified in the notice thereof, as provided in Section D of this Article, within the counties named in Article I, Section B of these Bylaws.

An Annual Meeting (Retreat) of the Board of Directors for the purpose of transacting such business as may properly come before the meeting shall take place each year. At every other Annual Meeting the officers of the corporation shall be elected.

Section D. Special Meetings

Special meetings of the Board of Directors may be called by the President or any two (2) directors. Such meetings shall be held at the place within the county of the corporation's principal office, as set forth in Article I, Section C of these Bylaws, designated by the person(s) calling the meeting, and in the absence of such designation, at the principal office of the corporation.

Section E. Telephone Meetings.

Telephone meetings of the Board of Directors may be called by the President through the use of conference phone or similar communications equipment so long as all directors participating in such meeting can hear one another. Actions taken by the Board of Directors at meetings so held shall constitute valid actions of the directors, provided that the other requirements of Article V are met with respect to such meeting. Participation in a meeting on the telephone of similar communications equipment constitutes presence in person at that meeting if:

1. Each Director participating in the meeting can communicate with all of the other Directors concurrently.
2. Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

3. The corporation adopts and implements some means of verifying (x) that all persons participating in the meeting are Directors of the corporation or are otherwise entitled to participate in the meeting, and (y) that all actions of, or votes by, the Board are taken and cast only by Directors and not by persons who are not Directors.
4. All other requirements applicable to electronic transmission by and to the corporation pursuant to Section 20 and 21 of the California Corporations Code are satisfied.

Section F. Notice of Meetings

Directors shall be given advanced written notice of each meeting of the Board of Directors. The Notice shall state where the meeting will occur, when, and at what time. The specific purpose of the meeting need not be stated in the notice. If sent by first class mail, the notice shall be mailed four (4) days prior to the meeting. If sent by personal delivery, fax, or electronic transmission (e.g., email), the notice shall be delivered at least forty-eight (48) hours before the meeting. If notice is sent electronically, and the corporation is told that the delivery failed two consecutive times or otherwise learns that the notice was not delivered, the corporation shall send notice to the affected director(s) by mail.

Failure to comply with the above notice requirements shall not affect the validity of the transactions at a regular Board meeting if: (a) a quorum is present; and (b) either before or after the meeting, all of the Directors not present at the meeting sign written waivers of notice, consent to holding of the meeting, or approve the minutes. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Notice of a meeting shall also be considered validly given, despite noncompliance with the above notice requirements, to any Director who attends the meeting without protesting before or at the beginning of the meeting about the lack of adequate notice.

Section G. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of the corporation, or the provisions of the California Nonprofit Public Benefit Corporation law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

Section H. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President; in his or her absence, by the Vice President; and in the absence of these persons, by a temporary Chairperson selected by a majority of the directors present at the meeting.

Meetings shall be governed by Robert's Rules of Order, or a modification thereof, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with any applicable provision of law.

Section I. Action without a Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board individually and collectively consent to such action in writing. For purposes of this Section only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation law. Such consents shall be filed with the minutes of the proceedings of the Board. Such action by consent shall have the same force and effect as the unanimous consent of the Board of Directors without a meeting and the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

No major decisions may be made via e-mail. If an emergency occurs on a minor issue that requires an immediate vote, then an e-mail may constitute consent and be approved at the next Board meeting.

Section J. Cumulative Voting

In the event that an election of Directors or officers is held, cumulative voting shall not be permitted. Each Director shall cast one vote per candidate.

Article VI Committees

Section A. Committee Formation

The Board may, by resolution adopted by a majority of the Directors, provided that a quorum is present, create one or more committees to serve at the pleasure of the Board, consisting of two (2) or more Directors. Appointments to such committees shall be by a majority vote of the Directors. The Board may appoint one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Such committees may act to the extent of the authority provided in resolution by the Board. Provided however, that such committees, shall **not** have the authority to:

1. Approve any action for which the Law requires Board approval.
2. Fill any vacancies on the Board or on any committee which has the authority of the Board.
3. Amend or repeal the articles of incorporation or these Bylaws or adopt new Bylaws.
4. The fixing of compensation of any officer.
5. Appoint committees of the Board or the members thereof.
6. Approve any self-dealing transactions as defined by Section 5233 of the Law or any successor section thereto, except as provided by law.

Section B. Advisory Committee Formation

The Board, by a majority vote of Directors, may establish one or more advisory committees to the Board. The members of any advisory committee may consist of Directors or non-Directors. Notwithstanding the powers given to other duly-formed committees, advisory committees may not exercise the authority of the Board to make decisions on behalf of the corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. Advisory committees shall be subject to the supervision and control of the Board.

Section C Standing Board Committees

There shall be a minimum of four standing committees of the Board of Directors designated as Executive, Governance, Finance, and Fund Development, each with at least two Director Members. The standing committees shall be responsible for the following:

Executive Committee: The Executive Committee shall consist of all of the President, Vice President, Treasurer, and Secretary of the corporation. The Board may delegate to the Executive Committee the exercise of any powers and duties of the Board regarding the management of the business and affairs of the corporation between meetings of the Board. By a majority vote, the Board may at any time revoke or modify the authority delegated to the Executive Committee, may increase or decrease, but not below two (2), the number of the members of the Executive Committee, and may fill vacancies therein. The Executive Committee shall keep regular minutes of its meetings and cause them to be filed with the records of the corporation and shall report its activities to the Board.

Governance Committee: The Governance Committee provides for the Board's effectiveness and continuing development, recommending to the Board policies and processes designed to provide for effective and efficient governance. The Governance Committee shall:

1. recruit and place in nomination the names of persons to serve as directors of the corporation;
2. track the terms of office for all directors and notify the Board members of those directors whose terms will expire within six months;
3. prepare a slate of officers every other year for the annual meeting in November;
4. orient and mentor new Board members;
5. distribute and collect Board commitment forms;
6. distribute and collect Conflict of Interest Statements from the Board annually, and no later than March of each year;
7. help develop Board members to become better "ambassadors" for the corporation by making them more familiar with FSS's organization;
8. provide ongoing Board education;
9. work with FSS staff to organize files available to the Board on the internet;
10. oversee succession planning;
11. oversee a plan for Board diversity;
12. develop a matrix to be used as a guideline for recruitment and election of Board members,
13. review the Bylaws and recommend any changes to the Board; and
14. work with the Executive Committee to plan a yearly retreat.

Finance Committee: The Finance Committee is responsible for financial oversight of the corporation, including oversight of the accounting books and records, assets, liabilities, and appointment of an independent auditor. The Finance Committee is also responsible for investment portfolio performance. The Finance Committee shall consist of the Treasurer and at least one other Board members. The Financial Committee shall:

1. review investment portfolio performance and make recommendations to the full Board;
2. review the monthly financial statements;
3. review and recommend to the full Board of Directors approval of the annual operating budget;
4. review and recommend to the full Board of Directors approval of annual agency audit, auditor's management letter (if any), and 990 and 190 tax returns;
5. review the status of those programs facing deficits, at risk of reduction of revenue, or termination;
6. review RFP's that are likely to be pursued; and
7. review risk management and contract compliance issues.

Fund Development Committee: The Fund Development Committee is responsible for developing fundraising strategies, including seeking creative funding sources, as well as:

1. working to promote fundraising as a primary focus of the Board and the Executive Director;
2. assuring that solicitation campaigns have a specific focus;
3. assisting in finding new and additional sources of revenue;
4. enlisting the Board in determining expansion of service possibilities such as partnering with other groups of similar focus;
5. planning and overseeing fundraising and marketing events;
6. organizing and overseeing annual fundraising events;
7. overseeing and facilitating FSS staff assigning with fundraising projects; and
8. utilizing select groups of non-Board members to assist with fundraising efforts.

Article VII Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the 30th day of June in each year.

Article VIII Amendments to Articles and Bylaws

Section A. Amendments

The Articles of Incorporation and these Bylaws may be amended by the action of the Board of Directors. Proposed amendments must be submitted to all directors in writing ten (10) days prior to the Board meeting at which they are considered for adoption. Amendments shall be approved by a two-thirds (2/3) majority vote of directors present at a duly noticed meeting of the Board of Directors at which a quorum is present.

Section B. Limitation On Certain Amendments

Notwithstanding the previous section, this corporation shall not amend its Articles of Incorporation to alter any statement of the names and addresses of the first directors of the corporation or 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 California Nonprofit Corporation Law

Article IX Non-Discrimination

No person shall be denied participation on the Board of Directors, opportunity for employment, or receipt of any assistance from the corporation on the basis of race, color, national origin, gender, sexual orientation, marital status, age, religion, physical or mental disability or disabled veteran status.

Article X Prohibition Against Sharing Corporate Profits and Assets

No director, officer, employee, or other person connected with the corporation, or any private person, shall receive at any time any 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 of reasonable compensation for services performed for the corporation in effecting its charitable purposes, if such compensation is otherwise permitted by these Bylaws; and no such person shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets upon dissolution of the corporation.

Article XI Distribution of Assets on Liquidation or Dissolution

Upon the corporation's liquidation or dissolution, the Board of Directors shall, after paying or adequately providing for the corporation's liabilities, distribute the corporation's assets to one or more organizations exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or any amendment or successor thereof. The corporation's assets may not be distributed or inure directly or indirectly to the benefit of any director, officer, employee or other person connected with the corporation, or to any other individual, or to any corporation, trust or organization whose net earnings inure to the benefit of any individual.

Article XII Membership

This corporation has no and shall have no voting members within the meaning of the California Corporations Code. The Board may, in its discretion, admit individuals to one or more classes of nonvoting members, the classes shall have such rights and obligations as the Board finds appropriate.

Article XIII Corporate Records and Reports

Section A. Maintenance of Corporate Records:

The corporation shall keep the following records:

1. minutes of all meetings of Directors, committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the name of those present and the proceedings thereof;
2. 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
3. a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

Section B. Directors' Inspection Rights:

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation. Any inspection under the provisions of this Article may be made in person or by an agent or attorney.

Section C. Annual Report.

Within one hundred and twenty (120) days after the end of the Corporation's fiscal year, the President shall furnish or cause to be furnished a written report to all Directors containing the following information:

1. the assets and liabilities, including the investment funds, of the Corporation as of the end of the fiscal year;
2. the principal changes in assets and liabilities, including investment funds, during the fiscal year;
3. the revenue or receipts of the Corporation for the fiscal year, and
4. the expenses or disbursements of the Corporation during the fiscal year.

Any transaction during the previous fiscal year involving more than \$50,000 in which the Corporation was a party and in which any Director or Officer of the Corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and the transactions in the aggregate involved more than \$50,000.

The amount and circumstances of any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any Director or Officer of the Corporation pursuant to these Bylaws, unless such indemnification has already been approved pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

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

Any statement required by 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 persons' interest in the corporation, and, where practical, the amount of such interest.

Article XIV. Construction and Definitions.

Section A. Construction.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the feminine gender includes the masculine and the neuter, and singular includes the plural, the plural includes the singular, and the term "persons" includes both a legal entity and a natural person.

Section B Electronic Transmission

Subject to any guidelines and procedures that the Board may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or e-mail, provided that the transmission creates a record that can be retained, retrieved, and rendered into clear legible tangible form.

CERTIFICATION

This is to certify that the foregoing is a true and correct copy of the Amended and Restated Bylaws of Family Support Services, and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the 28th of January 2016.