

Homes, Camps, Housing

Section. 1. Odd Fellows Home of California

RESTATED

ARTICLES OF INCORPORATION

ODD FELLOWS HOME OF CALIFORNIA

George Means and Max Holloway certify that:

- (1) They are the President and Secretary, respectively, of the Odd Fellows Home of California, a California Corporation.
- (2) The articles of incorporation of this corporation are amended and restated to read as follows:

ARTICLE I.

NAME

The name of this corporation is:

ODD FELLOWS HOME OF CALIFORNIA.

ARTICLE II.

PURPOSE

- (a) This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It was organized under the California Non Profit Public Benefit Corporation Law for charitable purposes. The general purpose of this corporation is to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, provided that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the primary purposes of this corporation. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.
- (b) The specific charitable and public purposes for which the corporation is organized is to construct, operate and manage homes, houses, condominiums, apartments, residential care facilities, congregate care facilities, intermediate care facilities, convalescent care facilities and skilled nursing facilities for the elderly and handicapped members of the Independent Order of the Odd Fellows, and, if space permits, for elderly and handicapped persons in the general public, all in accordance with the laws of the State of California and the rules, regulations and discipline of the Grand Lodge of California Independent Order of Odd Fellows and The Sovereign Grand Lodge of the Independent Order of Odd Fellows.

ARTICLE III.

DEDICATION OF ASSETS

- (a) The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall inure to the benefit of any director, trustee, officer or member of this corporation or to the benefit of any private individual.
- (b) Upon the winding up and dissolution of this corporation, and after paying or adequately providing for the debts and obligations of the corporation, the

remaining assets shall be distributed as directed by the Grand Lodge of California Independent Order of Odd Fellows or its successor to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes, and which has established and maintained its tax –exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future Internal Revenue Code. (the "Internal Revenue Code")

**ARTICLE IV.
CORPORATE AUTHORITY**

Sec. 1. This corporation is established under the authority of the Grand Lodge of California Independent Order of Odd Fellows, a California nonprofit corporation, and is subject to the laws of the Grand Lodge of California, of the Sovereign Grand Lodge of the Independent Order of Odd Fellows, and the laws of the State of California applicable to non-profit public benefit corporations in this state.

**ARTICLE V.
LIMITATION OF CORPORATE ACTIVITIES**

- (a)** This corporation is organized exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provision of the Articles, the corporation shall not carry on any activities not permitted to be carried on by:
 - (i)** a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, of
 - (ii)** by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code.
- (b)** No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501 (h) of the Internal Revenue Code, and this corporation shall not participate in or interfere in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office, except as provided in Section 501 (h) of the Internal Revenue Code.

**ARTICLE VI.
DIRECTORS**

The number of directors and the manner in which directors shall be chosen and removed from office, their qualifications, powers, duties, term of office, the manner of filling vacancies on the board of directors and the manner of calling and holding meetings of directors shall be as stated in the bylaws. The names and addresses of the persons who were appointed to act as first directors (trustees) of this corporation are:

Bruce P. Griswold	308 Bank of America Building San Jose, California
Earl R. Beecher	28- 15th Avenue San Mateo, California
Jesse D. Tobey	3819 East 60th Street

Huntington Park, California
Howard D. Swindelle 373 Acacia Street
Fairfield, California
Norman D. Smith Box 43
Yermo, California
Hazel I Zimmerman 581 Harvard Street
Fresno, California
Hazel G. Hansen 519 Sandercock Street
San Luis Obispo, California

- (1) The foregoing amendment and restatement of articles of incorporation has been duly approved by the board of directors.
- (2) The foregoing amendment and restatement of articles of incorporation has been duly approved by the required vote of the members. We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 9/9/95

(s) George Means, President

(s) Max Holloway, Secretary

RECITALS

- B.** Grand Lodge of California, Independent Order of Odd Fellows, a California non-profit mutual benefit corporation (the "Grand Lodge"), was founded in 1853 by the Sovereign Grand Lodge of the Independent Order of Odd Fellows, the highest organization within the Order of Odd Fellows in the United States.
- C.** In 1912, the Grand Lodge founded an Odd Fellows retirement home for seniors in Saratoga, California that subsequently was established under California law, under the name Odd Fellows Home of California, as a nonprofit public benefit corporation which now is known as Saratoga Retirement Community. The home was governed by a Board of Trustees (and upon incorporation, a Board of Directors) elected by representatives of the Grand Lodge.
- D.** In 1964 at a Grand Lodge Session, the elected representatives of the Grand Lodge, as a courtesy to its sister organization, the Rebekah Assembly of California, Independent Order of Odd Fellows, a California non-profit mutual benefit corporation (the "Rebekah Assembly"), and to acknowledge Rebekah Assembly members' service to the Order, voted to change the Code of California Laws, the body of law which governs the Grand Lodge, to allow members of the Rebekah Assembly to serve on the Board of Trustees (and later, Board of Directors) of the Odd Fellows Home of California.
- E.** To further service to seniors, the Grand Lodge in 1992 purchased a senior retirement facility in Napa, California that was then established under California law, under the name California Odd Fellows Housing of Napa, Incorporated, a non-profit public benefit corporation and subsequently became known as The Meadows of Napa Valley. This home is also governed by a Board of Directors elected by the Grand

Lodge and the Rebekah Assembly. The Rebekah Assembly and its subordinate Rebekah Lodges, which having the right to elect a minority of the members of the Board of Directors of the Odd Fellows Home of California and the California Odd Fellows Housing of Napa, nevertheless, have no ownership interest in these homes or in any Grand Lodge facilities.

- F.** At the 2001 Grand Lodge Session held in Ontario, California, the elected representatives of the Grand Lodge voted to merge the Odd Fellows Home of California and the California Odd Fellows Housing of Napa, Inc. into a single corporation under the name Odd Fellows Home of California.
- G.** At the 2002 Special Grand Lodge Session held in Napa, California, the elected representatives of the Grand Lodge voted to allow four At-Large Directors from the professional sector, i.e. (legal, accounting, medical, financial) to be added to the Board of Directors of the Odd Fellows Home of California.

**ARTICLES OF INCORPORATION
ODD FELLOWS HOMES OF CALIFORNIA**

George Means and Max Holloway certify that:

- (1) They are the President and Secretary, respectively, of the Odd Fellows Home of California, a California Corporation.
- (2) The articles of incorporation of this corporation are amended and restated to read as follows:

**ARTICLE VI.
NAME**

The name of this corporation is:

ODD FELLOWS HOMES OF CALIFORNIA.

**ARTICLE VII.
PURPOSE**

- A.** This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It was organized under the California Non Profit Public Benefit Corporation Law for charitable purposes. The general purpose of this corporation is to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, provided that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the primary purposes of this corporation. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.
- B.** The specific charitable and public purposes for which the corporation is organized is to construct, operate and manage homes, houses, condominiums, apartments, residential care facilities, congregate care facilities, intermediate care facilities, convalescent care facilities and skilled nursing facilities for the elderly and handicapped members of the Independent Order of the Odd Fellows, and, if space permits, for elderly and handicapped persons in the general public, all in accordance with the laws of the State of California and the rules, regulations and discipline of the Grand Lodge of California Independent Order of Odd Fellows and The Sovereign Grand Lodge of the Independent Order of Odd Fellows.

**ARTICLE VIII.
DEDICATION OF ASSETS**

- A.** The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall inure to the benefit of any director, trustee, officer or member of this corporation or to the benefit of any private individual.
- B.** Upon the winding up and dissolution of this corporation, and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed as directed by the Grand Lodge of California Independent Order of Odd Fellows or its successor to a non-profit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes, and which has established and maintained its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future Internal Revenue Code. (The "Internal Revenue Code")

ARTICLE IX.
CORPORATE AUTHORITY

- A. This corporation is established under the authority of the Grand Lodge of California Independent Order of Odd Fellows, a California non-profit corporation, and is subject to the laws of the Grand Lodge of California, of the Sovereign Grand Lodge of the Independent Order of Odd Fellows, and the laws of the State of California applicable to non-profit public benefit corporations in this state.

ARTICLE X.
LIMITATION OF CORPORATE ACTIVITIES

- A. This corporation is organized exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provision of the Articles, the corporation shall not carry on any activities not permitted to be carried on by:
- (1) a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, of
 - (2) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code.
- B. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501 (h) of the Internal Revenue Code, and this corporation shall not participate in or interfere in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office, except as provided in Section 501 (h) of the Internal Revenue Code.

ARTICLE XI.
DIRECTORS

- A. The number of directors and the manner in which directors shall be chosen and removed from office, their qualifications, powers, duties, term of office, the manner of filling vacancies on the board of directors and the manner of calling and holding meetings of directors shall be as stated in the bylaws. The names and addresses of the persons who were appointed to act as first directors (trustees) of this corporation are:

Bruce P. Griswold	308 Bank of America Building, San Jose, California
Earl R. Beecher	28 - 1501 Avenue, San Mateo, California
Jesse D. Tobey	3819 East 60th Street, Huntington Park, California
Howard Swindelle	D. 373 Acacia Street, Fairfield, California
Norman D. Smith	Box 43, Yermo, California
Hazel I Zimmerman	581 Harvard Street, Fresno, California
Hazel G. Hansen	519 Sandercock Street, San Luis Obispo, California

- B. The foregoing amendment and restatement of articles of incorporation has been duly

approved by the board of directors.

- C. The foregoing amendment and restatement of articles of incorporation has been duly approved by the required vote of the members.
- D. We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 9/9/95

(s) George Means, President

(s) Max Holloway, Secretary

ARTICLE XII.

RECITALS

- A. Grand Lodge of California, Independent Order of Odd Fellows, a California non-profit mutual benefit corporation (the "Grand Lodge"), was founded in 1853 by the Sovereign Grand Lodge of the Independent Order of Odd Fellows, the highest organization within the Order of Odd Fellows in the United States.
- B. In 1912, the Grand Lodge founded an Odd Fellows retirement home for seniors in Saratoga, California that subsequently was established under California law, under the name Odd Fellows Home of California, as a nonprofit public benefit corporation which now is known as Saratoga Retirement Community. The home was governed by a Board of Trustees (and upon incorporation, a Board of Directors) elected by representatives of the Grand Lodge.
- C. In 1964 at a Grand Lodge Session, the elected representatives of the Grand Lodge, as a courtesy to its sister organization, the Rebekah Assembly of California, Independent Order of Odd Fellows, a California non-profit mutual benefit corporation (the "Rebekah Assembly"), and to acknowledge Rebekah Assembly members' service to the Order, voted to change the Code of California Laws, the body of law which governs the Grand Lodge, to allow members of the Rebekah Assembly to serve on the Board of Trustees (and later, Board of Directors) of the Odd Fellows Home of California.
- D. To further service to seniors, the Grand Lodge in 1992 purchased a senior retirement facility in Napa, California that was then established under California law, under the name California Odd Fellows Housing of Napa, Incorporated, and a non-profit public benefit corporation and subsequently became known as The Meadows of Napa Valley. This home is also governed by a Board of Directors elected by the Grand
- E. Lodge and the Rebekah Assembly. The Rebekah Assembly and its subordinate Rebekah Lodges, which having the right to elect a minority of the members of the Board of Directors of the Odd Fellows Home of California and the California Odd Fellows Housing of Napa, nevertheless, have no ownership interest in these homes or in any Grand Lodge facilities.
- F. At the 2001 Grand Lodge Session held in Ontario, California, the elected representatives of the Grand Lodge voted to merge the Odd Fellows Home of California and the California Odd Fellows Housing of Napa, Inc. into a single corporation under the name Odd Fellows Home of California.

G. At the 2002 Special Grand Lodge Session held in Napa, California, the elected representatives of the Grand Lodge voted to allow four At-Large Directors from the professional sector, i.e. (legal, accounting, medical, financial) to be added to the Board of Directors of the Odd Fellows Home of California.

**BYLAWS OF
ODD FELLOWS HOMES OF CALIFORNIA, INCORPORATED
A CALIFORNIA NON PROFIT PUBLIC BENEFIT CORPORATION**

ARTICLE I.

NAME

Sec. 1.1 The name of this corporation is:

ODD FELLOWS HOMES OF CALIFORNIA, INCORPORATED

d.b.a. Saratoga Retirement Community and d.b.a. The Meadows of Napa Valley

ARTICLE II.

OFFICE

Sec. 2.1 Principal Office. The principal office for the transaction of affairs and activities of this corporation is located in Saratoga, Santa Clara County, California. The BOARD OF DIRECTORS may change the location of the principal office, but any change shall be noted in the Bylaws.

Sec. 2.2 Other Offices. The BOARD OF DIRECTORS may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE III.

MEMBERS

Sec. 3.1 This Corporation shall have no members.

ARTICLE IV.

DEFINITIONS

Sec. 4.1 "ORDER" shall mean the Independent Order of Odd Fellows.

Sec. 4.2 "GRAND LODGE" shall mean the Grand Lodge of the Independent Order of Odd Fellows of California.

Sec. 4.3 "GRAND MASTER" shall mean the Grand Master of the Grand Lodge of the Independent Order of Odd Fellows of California.

Sec. 4.4 "REBEKAH ASSEMBLY" shall mean the Rebekah Assembly of California an organization duly chartered by the Grand Lodge of in the Independent Order of Odd Fellows of California.

Sec. 4.5 "PRESIDENT" shall mean the President of the Rebekah Assembly of California.

Sec. 4.6 "OFHC" shall mean the ODD FELLOWS HOMES OF CALIFORNIA.

Sec. 4.7 "BOARD" and "BOARD OF DIRECTORS" shall mean the Board of Directors of this Corporation.

ARTICLE V.

POWERS

Sec. 5.1 Powers

(1) Subject to the provisions and limitations of the California Public Benefit Corporation Law, the laws and disciplines of the GRAND LODGE, the Laws of the Sovereign Grand Lodge of the Independent Order of Odd Fellows and other applicable laws, all activities of the corporation shall be exercised directly by or under the directions of the BOARD.

(2) In addition to all other powers conferred by law, the BOARD of this corporation, is empowered:

(a) to construct, operate, maintain, and improve; and to buy, sell, convey, assign,

mortgage, or lease any real estate and personal property necessary and incident to the provision of the facilities specified in the Articles of Incorporation.

(b) to borrow money and issue evidence of indebtedness in furtherance of any and all objects of its business, to secure the same by mortgage, pledge, or other lien.

Sec. 5.2 Number of Directors. The number of Directors shall be fifteen (15), to wit: four (4) Odd Fellow Directors; three (3) Rebekah Directors; the Grand Secretary and Grand Treasurer of the GRAND LODGE; four (4) At-Large Directors, and two Resident Directors.

Sec. 5.3 Election, term, and qualification of Directors.

(1) Subject to the conditions in these Bylaws, Directors, except Resident Directors, shall be elected by the GRAND LODGE and REBEKAH ASSEMBLY as follows:

(a) four (4) Odd Fellows shall be elected by the GRAND LODGE to serve as Directors on the BOARD,

(b) three (3) Rebekahs shall be elected by the REBEKAH ASSEMBLY to serve as Directors on the BOARD.

(c) four (4) individuals, shall be elected by the GRAND LODGE of California to serve as At-Large Directors on the BOARD

(d) two (2) Resident Directors shall be appointed by the BOARD; one appointed from the Saratoga Retirement Community and one appointed from the Meadows of Napa Valley

(2) The Grand Secretary and Grand Treasurer of the GRAND LODGE shall be ex-officio members of the BOARD OF DIRECTORS and shall be counted in the total numbers of Directors in Section 5.2 and have all rights and privileges of a Director including voice and vote.

(3) The term of office for elected Directors shall be three (3) years with approximately one-third of the Directors being elected annually. Resident Directors shall have a term of two years. The Resident Directors shall have staggered terms. The first Resident Director from Saratoga Retirement Community shall serve a term through the close of the Grand Lodge Annual Session in May 2016. Thereafter, the term shall be two (2) years. After 2015, Resident Director from Saratoga Retirement Community shall be appointed in even-numbered years and Resident Director from the Meadows of Napa Valley shall be appointed in odd-numbered years. The first terms will run through the Grand Lodge Annual Session in May 2016 for the Resident Director from the Saratoga Retirement Community and through the Grand Lodge Annual Session in May 2017 for the Resident Director from the Meadows of Napa Valley. Thereafter, the term of the Resident Directors shall commence at the close of the Grand Lodge Annual Session in May every two years, respectively.

(4) The term of elected Directors will commence immediately following their election and installation by the GRAND LODGE, (which is in May of each year) and shall continue until the end of their three year term and until their successor Director is elected and installed by the GRAND LODGE.

(5) Qualifications for Directors:

(a) qualifications for Odd Fellow and Rebekah Director. Each Odd Fellow Director and each Rebekah Director shall have managerial experience in business or

experience in the Health Care Field and must be a member of a Lodge in good standing.

(b) qualifications for At-Large Directors. Each At-Large Director—shall have experience from the professional sector, i.e., legal, accounting, medical, or financial. At-Large Directors do not have to be members of the GRAND LODGE or the REBEKAH ASSEMBLY.

(c) prior to their appointment to fill a vacancy or first election to office all Directors (Odd Fellow Directors, Rebekah Directors, and At-Large Directors) shall have the approval of the Interviewing Committee.

Sec. 5.4 Appointment of Resident Directors: Beginning upon the earlier of (i) the first vacancy on the BOARD for a Resident Director that exists on or after January 1, 2015, or (ii) the next regularly scheduled selection of the BOARD occurring on or after January 1, 2015, the Resident Directors shall be nominated to participate on the BOARD by the association of residents of the each continuing care retirement community or, if a resident association does not exist, a committee of residents, as set forth in Health & Safety Code section 1771.8. The resident association or committee of residents may nominate multiple nominees from which the BOARD may select the Resident Director. The Resident Directors shall be approved and appointed by the BOARD from among the resident association's or committee of resident's nominations. If the BOARD disapproves of the resident association's or committee of resident's nominations, the resident association or the committee of residents shall nominate additional residents for the BOARD's approval or disapproval until the Resident Director positions are filled. The Resident Directors shall be voting members of the BOARD and shall perform his or her duties in a manner that complies with the standards of conduct and fiduciary duties of all other members of the BOARD. Reimbursement of Directors

Sec. 5.5 Compensation and Reimbursement of Directors

(1) No salary shall be paid to Directors for their service nor shall pecuniary benefit inure to them emanating directly or indirectly, from such services or otherwise though they may be reimbursed for their reasonable out of pocket expenditure of monies on behalf of the corporation.

Sec. 5.6 Restriction on interested persons as Directors.

(1) No interested person may serve on the BOARD. An interested person is:

(a) any person compensated by the corporation for services rendered, whether full-time or part-time employee, independent contractor or otherwise;

(b) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law, of such person.

Sec. 5.7 Vacancies on the Board of Directors.

A vacancy shall be deemed to exist when:

(1) a Director dies;

(2) a Director resigns;

(3) a Director is removed;

(4) a Director is convicted of a felony;

(5) a Director, by a final court order, has been declared of unsound mind;

(6) a Director, by final order or judgment of any court, has been found to have breached

any duty under California Corporations Code sections 52305239; or

- (7) a Director has absences, excused or unexcused, in excess of 40% of the total number of meetings in the calendar year from first day of June to the last day of the following May.

Sec. 5.8 Removal of Directors

- (1) The GRAND LODGE shall have the authority to remove Odd Fellow Directors and At-Large Directors. The REBEKAH ASSEMBLY shall have the authority to remove Rebekah Directors.
- (2) Any Director may be removed for cause by the elected body (GRAND LODGE or REBEKAH ASSEMBLY) or upon recommendation of the BOARD. Upon passage of such a recommendation by the BOARD, the Director will immediately be suspended from the BOARD pending a ruling of the elected body (GRAND LODGE or REBEKAH ASSEMBLY), and the Director shall be notified by mail of his/her suspension pending a ruling by the elected body.
- (3) The definition of “cause” shall include but is not to be limited to, the following:
 - (a) **Attendance.** A Director having unexcused absences of two or more consecutive regular BOARD meetings or any absences in excess of 25% of regular meetings in a calendar year may be grounds for removal.
 - (b) **Ethical Conduct.** A Director shall perform the duties of a Director as prescribed, in good faith, in the interest of the ORDER, and in compliance with all applicable laws. A Director shall at all times maintain high ethical standards.
 - (c) **Breach of Confidentiality.** A Director may not disclose or cause to be disclosed any confidential and proprietary BOARD information to anyone not authorized to receive same.

Sec. 5.9 Resignation of Directors. Any Director may resign by giving written notice to the Chairman or Secretary of the BOARD. The Secretary shall notify the GRAND MASTER, Chairman of the Grand Lodge Board of Directors, PRESIDENT, and Secretary of the REBEKAH ASSEMBLY of the resignation. The notice is effective when received, unless a later effective time is specified. If a later time is specified, a successor may be elected to take office when the resignation becomes effective. Except on notice to the Attorney General, a Director may not resign if the OFHC would then be left without a duly elected Director or Directors in charge of its affairs.

Sec. 5.10 Filling Vacancies. The Interviewing Committee shall determine the qualifications of candidates proposed to fill vacancies, and it shall make a written report of its findings to the GRAND MASTER, Chairman of the Grand Lodge Board of Directors, PRESIDENT, Secretary of the REBEKAH ASSEMBLY, and Chairman of OFHC. A vacancy of an Odd Fellow Director shall be filled by the GRAND MASTER with the concurrence of the Grand Lodge Board of Directors. A vacancy of a Rebekah Director shall be filled by appointment by the PRESIDENT with the concurrence of the Executive Committee of the REBEKAH ASSEMBLY. A vacancy of an At-Large Director shall be filled by appointment by the GRAND MASTER with the concurrence of the Grand Lodge Board of Directors. Any appointment to fill a vacancy shall be effective until the next annual session of the GRAND LODGE and REBEKAH ASSEMBLY when the remainder of the term will be filled by the election process described in Section 5.3 of these Bylaws.

- Sec. 5.11 Effect of reducing the number of Directors.** A reduction in the number of authorized Directors shall not have effect of removing any Director before the Director's term of office expires.
- Sec. 5.12 Meetings of the Directors.** The BOARD shall hold regular meetings, at least quarterly, at such time and place as shall be fixed by the Directors for the purpose of transacting corporate business. The first order of business at the first regular or special meeting following the election of Directors at the annual session of GRAND LODGE shall be the election of officers and appointing members to the standing committees.
- Sec. 5.13 Special Meetings.** The Chairman, Vice Chairman, or any three (3) Directors may call special meetings of the BOARD for any purpose at any time.
- Sec. 5.14 Notice of a special meeting shall be given and received by the Directors not less than four (4) days prior to the meeting if delivered by First Class mail and not less than forty-eight (48) hours prior to the next meeting if notice is given personally or by telephone or fax. The notice must state the date, time, place, and purpose of the meeting.**
- Sec. 5.15 Waiver of Notice.** Notice of a meeting need not be given to any Director who, either before or after the meeting signs a waiver of notice, written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approval shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.
- Sec. 5.16 Quorum.** A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly elected meeting of which a quorum is present shall be the act of the BOARD.
- Sec. 5.17 Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and/or place shall be given to the Directors who were not present at the time of adjournment.
- Sec. 5.18 Action without a meeting.** Action required or permitted by law to be taken at the BOARD meeting may be taken without a meeting if the action is taken by all members of the BOARD. The action shall be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes reflecting the action taken. Action is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. All such consents shall be filed with the minutes of the proceedings of the BOARD.
- Sec. 5.19 Meetings by conference telephone.** Members of the BOARD may participate in meetings through the use of conference telephone or similar communications equipment, so long as all persons participating in the meeting can hear one another. Participation by Directors in a meeting in the manner provided in this section constitutes presence in person at the meeting.

Sec. 5.20 Committees of the Board

(1) The BOARD shall establish the following standing committees:

- (a) **Finance Committee:** consisting of three (3) members approved by vote of the Directors.
- (b) **Resident Services Committee:** consisting of three (3) members approved by vote of the Directors.
- (c) **Executive Committee:** consisting of the Chairman, Vice Chairman, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer
- (d) **Audit Committee:** consisting of three (3) members approved by vote of the Directors. The Audit Committee cannot include paid staff and cannot compensate directors. Furthermore the Audit Committee Chair cannot sit on the Finance Committee, and Finance Committee members must comprise less than 50% of the Audit Committee.

(2) **Additional committees.** The BOARD OF DIRECTORS may, by resolution, create one or more additional BOARD committees to serve at the pleasure of the BOARD. Each additional committee must have at least two Directors, but a majority on such additional committees need not be members of the BOARD. Any committee, to the extent provided in the enabling resolution, shall have all the authority of the BOARD, except that no committee, regardless of resolution may:

- (a) fill vacancies on the BOARD of Directors or any committee;
- (b) establish or approve compensation for Directors for serving on the BOARD or a committee;
- (c) amend or repeal Bylaws or adopt new Bylaws
- (d) amend or repeal any resolution of the BOARD of Directors which by its express terms is not amendable or repeal able;
- (e) appoint any other committees of the BOARD of Directors or the members of these committees;
- (f) openly and active endorse, promote or electioneer for any candidate for the BOARD.

(3) **Committee meetings.** Meetings and actions of the committees described in this section shall be governed by and held and taken in accordance with the provisions of this Article V concerning meetings of Directors. Minutes shall be kept of each meeting of any committee and be filed with the minutes of the BOARD.

Sec. 5.21 Advisory committees. In addition to the committees identified above, the BOARD OF DIRECTORS may appoint an advisory committee or committees, a majority of which need not be members of the BOARD. Actions and recommendations of advisory committees shall not be binding on the BOARD.

Sec. 5.22 Interviewing Committee. The Interviewing Committee shall consist of three (3) members, appointed by the BOARD.

- (1) The duties of this committee shall be to interview all candidates who seek to be Directors and At-Large candidates to determine his or her qualifications as a BOARD member.
- (2) The committee shall make a written report of its findings to the GRAND MASTER,

Chairman of the Grand Lodge Board of Directors, PRESIDENT, the Secretary of the REBEKAH ASSEMBLY and Chairman of OFHC.

Sec. 5.23 Standard of Care - General. A Director shall perform the duties of Director, including as a member of any committee on the BOARD on which the Directors may serve, in good faith in a manner such Director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in like situation 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, in each case prepared and presented by:

- (1) one or more officers or employees of the corporation whom the Director believes to be reliable and competent in matters presented;
- (2) counsel, independent accountants or other such person as to matters which the Director believes to be within such person's professional or expert competency in matters presented.
- (3) a committee of the BOARD upon which the Director does not serve, as to matters within the committee's designated authority, which committee the Director believes to merit confidence, 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. Except in the case of a self-dealing (as described in these Bylaws or California Law), a person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

Sec. 5.24 Standard of Care - Investments. Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing this corporation's investments, the BOARD shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the safety of this corporation's capital. The provisions of Section 5.22 of these Bylaws shall apply to this Section.

Sec. 5.25 Self-dealing transactions. Except as provided below, the BOARD shall not approve self-dealing transactions. A self-dealing transaction is one which the corporation is a party and in which one or more Directors has a material financial interest.

Sec. 5.26 Inspection. Every Director shall, at his or her expense, have the absolute right at any time during business hours of the corporation to inspect and copy all books, records, and documents, and to inspect the physical properties of the corporation.

Sec. 5.27 Additional Restrictions. Except for Resident Directors, no active Director shall be a resident of the corporation's retirement facilities while a member of the BOARD.

ARTICLE VI.
OFFICERS

- Sec. 6.1 Officers of the Corporation.** The officers of the corporation shall be a Chairman, Vice Chairman, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer. The corporation may also have, at the BOARD's discretion one or more Vice Chairmen, one or more assistant financial officers and such other officers as may be appointed in accordance with Section 6.3 of these Bylaws.
- Sec. 6.2 Election of Officers.** The officers of the corporation, except those appointed under Section 6.3 of these Bylaws, shall be elected annually by the BOARD and shall serve at the pleasure of the BOARD. Officers must be directors of OFHC, except that the Grand Secretary shall be the Secretary for the BOARD and the Grand Treasurer shall be the Treasurer of the BOARD.
- Sec. 6.3 Other Officers.** The BOARD may appoint or may authorize a BOARD Committee to appoint any other officers from among the BOARD members that the corporation may require. Each officer so appointed shall have the title, hold the office for a period of time, have the authority, and perform the duties specified in the Bylaws or determined by the BOARD.
- Sec. 6.4 Removal of Officers.** Any officer may be removed, with or without cause, by the BOARD at any regular or special meeting.
- Sec. 6.5 Resignation of Officers.** Any officer may resign at any time by giving written notice to the Chairman or Secretary of OFHC. The notice is effective when received, unless a later effective time is specified. If a later time is specified, a successor may be elected to take office when the resignation becomes effective. Any resignation shall not affect the rights, if any, of the corporation under any contract to which the officer is a party. Nor shall the resignation of any officer from the office he or she holds affect his or her position as a Director of the corporation.
- Sec. 6.6 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 by these Bylaws for regular appointments to that office provided, however, that the vacancies may be filled as they occur.
- Sec. 6.7 Chairman.** The Chairman shall preside at the meetings of BOARD and shall exercise and perform such other powers and duties as may from time to time be assigned to the Chairman of the BOARD.
- Sec. 6.8 Vice Chairman.** If the Chairman is absent or disabled, the Vice Chairman shall perform all the duties of the Chairman. When so acting, the Vice Chairman shall have the powers of and be subjected to all restrictions on the Chairman. The Vice Chairman shall have such other powers and perform such other duties as the BOARD or the Bylaws may prescribe.
- Sec. 6.9 Secretary.** The Secretary shall have the following:
- (1) the Grand Lodge Secretary shall keep or cause to be kept, at the Grand Lodge office a book of minutes of all meetings, proceedings, and actions of the BOARD and committees of the BOARD. The minutes of the meetings shall include the time and place the meeting was held, whether the meeting was regular or special, and if special how authorized and how notice was given.
 - (2) the Grand Lodge Secretary shall keep or cause to be kept at the Grand Lodge office, a copy of the articles of incorporation and a copy of the Bylaws of the

corporation.

(3) the Grand Lodge Secretary shall give, or cause to be given, notice of all meetings of the BOARD and of committees of the BOARD required by these Bylaws to be given. The Grand Lodge Secretary shall keep the corporate seal in safe custody and shall have such powers and perform such other duties as the BOARD or Bylaws prescribe.

Sec. 6.10 Treasurer. The Grand Lodge Treasurer shall render to the BOARD, upon their request, an account of the financial condition of the corporation. The Grand Lodge Treasurer shall have such other powers, and perform such other duties as the BOARD or these Bylaws may prescribe.

ARTICLE VII.

MISCELLANEOUS

Sec. 7.1 Fiscal Year. The fiscal year of the corporation shall be from the first day of April to the last day of the following March.

Sec. 7.2 Corporate Seal. This corporation shall have a seal, which shall be specified by resolution of the BOARD OF DIRECTORS. The seal may be affixed to any corporate instruments as directed by the BOARD or any of its officers, but failure to affix it shall not affect the validity of the instrument.

Sec. 7.3 Contracts. All contracts entered into on behalf of this corporation that exceed \$10,000.00 but are less than \$50,000.00 may be authorized by Executive Committee. All contracts entered into on behalf of this corporation that exceed \$50,000.00 must be authorized by the BOARD OF DIRECTORS.

Sec. 7.4 Execution of Checks. Except as otherwise provided by law, every check, draft, promissory note, or other evidence of indebtedness of the corporation shall be signed by at least two individuals as are authorized by the BOARD OF DIRECTORS.

Sec. 7.5 Indemnification. This corporation shall indemnify its Directors, employees, and agents, including persons formerly occupying such position, to the fullest extent permitted by law, against all expenses, judgments, fines and other amounts actually reasonably incurred by them in connection with threatened, pending or completed action of proceeding, whether it is civil, criminal, administrative or investigative. In all cases where indemnification is sought, the corporation shall be subject to the following restrictions and requirements:

(1) Where action or proceeding is brought on behalf of the corporation or involves self-dealing transactions, as defined by these Bylaws or California law, the corporation shall not indemnify against amounts paid in settlement or judgment amounts, but shall upon express authorization of the BOARD, indemnify the Director, officer, employee or agent against expenses incurred in defense of an action arising from his/her relation on the corporation. To indemnify in such cases the BOARD must find the person met the statutorily prescribed standard of care by acting:

(a) in good faith,

(b) in the best interests of the corporation, and

(c) with the care including reasonable inquiry, of an ordinary prudent person under the circumstances.

(2) Where the person seeking indemnification under this section has been liable to the corporation, or has settled his/her liability to the corporation, the corporation shall

not indemnify against expenses without approval of the court or Attorney General.

- (3) The BOARD shall determine whether the person seeking indemnification has acted in accordance with the standard of care set forth in these Bylaws by a majority vote of a quorum consisting of disinterested Directors. The termination of any proceeding in a manner adverse to the defendant seeking indemnification shall not create a presumption that such failed to meet the standard of care.
- (4) Where the person seeking indemnification has been successful on the merits in defense or any action or proceeding brought on behalf of the corporation or in defense of any claim or issue involved in such action or proceeding, the corporation shall indemnify against all expenses actually or reasonably incurred.

The corporation shall not advance any money to the person seeking indemnification for the purpose of defending any action or proceeding without the receipt of an undertaking by such person to repay all advances unless it is ultimately determined that he/she is entitled to indemnification.

Sec. 7.6 Insurance. The BOARD may adopt a resolution authorizing the purchase of insurance on behalf of any Director, officer, employee or agent of this corporation against any liability asserted against or incurred by the Director, officer, employee or agent in such capacity or arising out of the Director's, officer's, employee's or agent's status as such, whether or not this corporation would have the power to indemnify the Director, officer, employee or agent against that liability under the law, except the corporation may not purchase insurance to protect self-dealing Directors (as defined in these Bylaws or California law) from liability.

Sec. 7.7 Reports to Directors. The Chairman and Treasurer shall furnish a written report at the first regular meeting of the next fiscal year to all Directors of OFHC containing the following information from the preceding fiscal year:

- (1) the assets and liabilities, including trust funds, of this corporation as of the end of the fiscal year.
- (2) the principal changes of assets and liabilities including trust funds, during the fiscal year.
- (3) the revenue or receipts of this corporation both restricted and unrestricted for particular purposes during the fiscal year.
- (4) the expenses or disbursements of this corporation, both general and restricted purposes during the fiscal year.
- (5) regardless of the gross receipts of the corporation, the Chairman and Treasurer must furnish a written report to all Directors that lists each transaction during the prior fiscal year involving one thousand dollars (\$1,000.00) or more between this corporation or subsidiary and any Director or officer of this corporation or subsidiary. The report must disclose the name of the Director or officer and the relationship to the corporation, the nature of the person's interest in the transaction and where practical, the amount of such interest. The Chairman and Treasurer must also furnish an annual written report to all Directors disclosing the amounts and circumstances of any indemnification or advances aggregating more than one thousand dollars (\$1,000.00) paid during the prior fiscal year to any officer or Director of this corporation. Notwithstanding the foregoing, the written report need not include reimbursement to Directors out-of-pocket expenses incurred on

behalf of the Corporation.

Sec. 7.8 Financial Reports. The Treasurer will see that each BOARD member is given an interim budget report at each regular meeting. The report shall contain the following:

- (1) the amounts budgeted for each budget item for the fiscal year.
- (2) the revenues or receipts for the reporting period and year to date expressed in dollars and cents.
- (3) the expenses and disbursements for the reporting period and the year to date, expressed in dollars and cents.

Sec. 7.9 7.9 Reports to GRAND LODGE. The BOARD shall make an annual report to the GRAND LODGE which shall include:

- (1) an exhibit of the progress made by the corporation during the prior year.
- (2) any proposals for significant future changes.
- (3) a condensed version of the financial report specified in Section 7.8.

ARTICLE VIII.

AMENDMENTS

Sec. 8.1 Amendment of Bylaws. The Bylaws may be amended or repealed and new Bylaws adopted by a two thirds vote of a quorum of the members of the BOARD. Any amended or newly adopted Bylaws shall be subject to ratification by the GRAND LODGE, and it shall take effect upon ratification or at later date if such is specified in the amendment.

Section. 1. Odd Fellow-Rebekah Children's Home of California

HISTORICAL SYNOPSIS OF THE CHILDREN'S HOME

The Rebekah Assembly in annual session of May 1896, adopted a resolution to establish a Home for orphan and half-orphan children of members of the Order. A petition from the Rebekah Assembly requesting permission to establish such a Home was approved by the Grand Lodge at its annual session the same year. The Grand Lodge, in granting the petition, vested the Rebekah Assembly with full power to provide for, and elect Trustees for the Orphans Home to maintain, control, and manage such a Home; and to levy annually, a per capita tax on membership of Rebekah Lodges in this jurisdiction for its maintenance.

The five acre tract located at Gilroy, Santa Clara County, was purchased by Caroline A. Hoxett, from the Bank of Gilroy, and she entered into an agreement with the Board of Trustees, with a reversionary clause that this site be used as a Home for Orphans of Odd Fellows. This was filed with the County of Santa Clara, July 27, 1896. On March 11, 1897, a contract was awarded for the erection of the original building, with the cornerstone being laid May 8, 1897, by the Officers of Rebekah Assembly. The new Home was free of debt when completed and was dedicated as the "I.O.O.F. Orphans Home" of California, on October 27, 1897, the first children being admitted to residence on November 21, 1897.

Some years later, plans were made to build a new and safer building, with other sites being considered. At the 1920 session of the Rebekah Assembly, members voted to keep the Home in Gilroy. At that time, Caroline Hoxett stated she would deliver a clear title to the property when the cornerstone was lain, and on April 8, 1921, the Deed was duly recorded in the Recorder's Office of Santa Clara County, vesting clear title with the Rebekah Assembly. On October 9, 1921, the new Home was dedicated, and the northwest wing was added in 1923. Two additional structures were added and dedicated October 9, 1922.

In 1962, the name of the Home was officially changed to the "Odd Fellow-Rebekah Children's Home of California". In 1997 acquired the d.b.a. (doing business as) Rebekah Children's Services.

**ARTICLES OF INCORPORATION OF
ODD FELLOW-REBEKAH CHILDREN'S HOME
OF CALIFORNIA**

ARTICLE I.

The name of this corporation shall be:

ODD FELLOW-REBEKAH CHILDREN'S HOME OF CALIFORNIA.

ARTICLE II.

The specific and primary purpose for which this corporation is formed is to own, control, conduct, manage and operate homes, hospitals, funds and foundations, for the care, maintenance and support of orphaned, half orphaned, dependent or neglected children, and otherwise to engage in child welfare work, all in accordance with the rules, regulations and discipline of the Grand Lodge of the Independent Order of Odd Fellows of the State of California and the Rebekah Assembly of the State of California.

ARTICLE III.

This corporation is a Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. All corporate property is irrevocably dedicated to the purposes set forth herein. This corporation shall have no members. This corporation elects to be governed by all the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof.

ARTICLE IV.

This corporation is organized exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, for its successor. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or its successor.

ARTICLE V.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, as amended, and this corporation shall not participate in or intervene in (including publishing or distributing statements) in any political campaign on behalf of any candidate for public office.

ARTICLE VI.

The directors of this corporation shall be known and designated trustees. The number of directors to be known as trustees shall be as stated in the bylaw. The names and addresses of the persons who are appointed to act as the first trustees of this corporation are:

Fern E. Ishmael

2310 25th A venue

BYLAWS
ARTICLE I.
NAME

Sec. 1.1 Name.

The name of this corporation is:

The Odd Fellow-Rebekah Children's Home of California,
the d.b.a.: "Rebekah Children's Services" (RCS)

ARTICLE II.
OFFICE

Sec. 2.1 Principal Office.

The principal office for the transaction of affairs and activities of the corporation is located in Gilroy, Santa Clara County, California. The Board of Directors may change the location of the principal office of the corporation from one location to another within the State of California.

Sec. 2.2 Other Offices:

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE III.
MEMBERS

Sec. 3.1 Members

This corporation shall have no members.

ARTICLE IV.
DEFINITIONS

Sec. 4.1 Grand Lodge.

"Grand Lodge of California" or "Grand Lodge" shall mean the Grand Lodge of the Independent Order of Odd Fellows of the State of California.

Sec. 4.2 Rebekah Assembly.

"Rebekah Assembly" shall mean the Rebekah Assembly of California Independent Order of Odd Fellows, an organization duly chartered by the Grand Lodge of the Independent Order of Odd Fellows of the State of California.

Sec. 4.3 President.

President shall mean the President of the Rebekah Assembly of California Independent Order of Odd Fellows.

Sec. 4.4 Grand Master.

Grand Master shall mean the Grand Master of the Grand Lodge of the Independent Order of Odd Fellows of the State of California.

ARTICLE V.
DIRECTORS

Sec. 5.1 Powers.

Subject to the provisions of the California Nonprofit Benefit Corporation Law, other applicable laws, any limitations in the Articles of Incorporation, these Bylaws, and the rules, regulations, and discipline of the Rebekah Assembly and Grand Lodge, the business and affairs of the corporation shall be managed and all corporate powers and policies shall be established and exercised by or under the direction of the Board of Directors. The Board may delegate management of the day to day operation of the

business of the corporation to a person provided that the business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Sec. 5.2 Number of Directors, Qualifications.

The authorized number of Directors of the corporation shall be thirteen (13). Five (5) of the Directors shall be members in good standing of the Rebekah Assembly and elected by the Rebekah Assembly. Two (2) shall be ex-officio voting members, the current Secretary and Treasurer of the Rebekah Assembly. Four (4) of these Directors shall be members in good standing of the Grand Lodge, elected by members of Grand Lodge, and a member in good standing of a Rebekah Lodge. Two (2) of these directors, shall be elected by Rebekah Assembly of California to serve as At-Large Directors and shall represent the demographic community served by the Rebekah Children's Services; all of whom shall have voice and vote. At-Large Directors do not have to be members of the Grand Lodge or the Rebekah Assembly and shall have the approval of the Interviewing Committee.

The President, Vice President and Warden of the Rebekah Assembly shall be Rebekah Assembly Representatives of the Board with voice, but no vote.

Sec. 5.3 Election and Term of Office of Directors.

At each annual session of the Rebekah Assembly and Grand Lodge, three Directors shall be elected. Two of these Directors shall be elected by the Rebekah Assembly to serve a term of five (5) years, and one, At-Large Director to serve for two (2) years. The other Director shall be elected by the Grand Lodge to serve a term of four (4) years.

The first election of At-Large Directors shall be for two (2) At-Large Directors. The terms of the At-Large Director will be, one (1) for one (1) year, one (1) for two (2) years. Thereafter, the terms will be for two (2) years.

Each Director shall hold office until the expiration of the term for which they were elected or and until their successor has been elected

Sec. 5.4 Fees and Compensation of Directors.

Directors shall serve without compensation though they may be reimbursed for their expenditures on behalf of the corporation, as may be fixed or determined by resolution of the Board of Directors.

Sec. 5.5 Restriction on Interested Persons as Director.

Any person who is "interested" is prohibited from serving as a Director while interested. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, and (b) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, mother-in-law, father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Sec. 5.6 Vacancies on the Board of Directors.

A vacancy or vacancies on the Board of Directors shall be deemed to exist (1) in the event of death, resignation or removal of any Director, (2) if the Board of Directors by resolution declares vacant the office of a Director who has been declared of unsound mind by an order of a court or convicted of a felony and referred to the

electing Grand Body for action.

Sec. 5.7 Removal of Directors.

The Odd Fellow-Rebekah Children's Home of California Board of Directors shall adhere to the conduct of a Director as specified in Roberts Code of California Odd Fellows Laws, *Chapter VII – 4, Article VI, Section 1, of this Code*. The Rebekah Assembly shall have the authority to remove At-Large Directors.

Sec. 5.8 Resignation of Directors.

Any Director may resign by giving written notice to the President or Secretary of the Board, the Secretary shall notify the electing Grand Body. The written resignation shall be effective when notice is given unless it specifies a later time for effectiveness. If the resignation of a Director is effective for a future time, the Board of Directors may recommend a successor to take office when the resignation becomes effective. In the event an At-Large Director resigns notice will be given to the Interviewing Committee by the Board of Directors.

Sec. 5.9 Filling Vacancies.

Vacancies on the Board of Directors of those elected by the Rebekah Assembly including At-Large Directors shall be appointed by the President of the Rebekah Assembly with concurrence by the Executive Committee of the Rebekah Assembly. Vacancies of Directors elected by Grand Lodge shall be appointed by the Grand Master with concurrence by the Grand Lodge Board of Directors. A person elected to fill a vacancy as provided by this Section shall hold office until the net annual election.

Sec. 5.10 No Vacancy or Reduction of Number of Directors.

No reduction of the authorized number of Directors shall have the effect of removing any Directors before that Director's term of office expires.

Sec. 5.11 Meeting of Directors.

Regular meetings of the Board of Directors shall be held at least six times a year on the second Saturday of the month commencing in January each year at Rebekah Children's Services or any other place which has been designated by the Board of Directors. Nothing in this section prevents the Board of Directors from holding meetings in excess of the required six meetings as deemed necessary. The first order of business at the first regular meeting after the annual sessions of the Rebekah Assembly and Grand Lodge shall be the election of officers and the naming of the standing committees. Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed.

Sec. 5.12 Special Meetings.

Subject to provisions of Section 5.13, a special meeting of the Board of Directors for any purpose or purposes may be called at any time by the President of the Board or any five (5) voting members.

Sec. 5.13 Notice.

Notice of special meetings shall be given to the Directors, At-Large Directors, Rebekah Assembly Representatives and Ex-Officio members of the Board not less than four (4) days prior to the meeting if delivered by first class mail, facsimile transmission, or by e-mail, and not less than forty-eight (48) hours prior to the meeting if notice is delivered personally or by telephone. The notice must state the date, time and purpose of the meeting and place of meeting if it is other than the principal office

of the corporation.

Sec. 5.14 Quorum.

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board.

Sec. 5.15 Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another place shall be given prior to time of the adjourned meeting to the Directors who were not present at the time of adjournment

Sec. 5.16 Action Without a Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

Sec. 5.17 Meetings by Conference Telephone.

Members of the Board of Directors may participate in a meeting through the use of conference telephone or similar communications equipment, as long as all Directors participating in such meetings can communicate with all of the other Directors concurrently. Participation in a meeting pursuant to this paragraph constitutes presence at such meetings, for input only and not present to receive gratuities.

Sec. 5.18 Committees of Directors.

The Board of Directors shall establish the following standing committees including but not limited to:

- (a) Budget and Finance Committee of two or more Directors.
- (b) Facilities Committee of two or more Directors.
- (c) Human Resources Committee of two or more Directors.
- (d) Investment Committee (All Investments) of two or More Directors.
- (e) Programs, Performance, and Quality Improvement Committee of two or more Directors.
- (f) Board Governance Committee of two or more Directors.
- (g) Audit Committee of two or more Directors not to include the chair of the Budget and Finance Committee, or any paid employee or any ex-officio voting member.
- (h) Funds Development Committee of two or more Directors.
- (i) Interviewing Committee shall consist of five (5) members, to wit: three Directors from the Board, one from the Executive Committee of the Rebekah Assembly, and one from the Grand Lodge Board of Directors.
- (j) Ex-officio voting members cannot chair a standing committee.

Sec. 5.19 Additional Committees.

The Board of Directors may (by resolution adopted by a majority of the Directors

then in office) create one or more committees, each consisting of two (2) or more Directors; to serve at the pleasure of the Board of Directors. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate member of a committee requires the vote of a majority of the authorized number of Directors. Any such committee shall have authority to act in the manner and to the extent provided in the resolution of the Board of Directors and may have all the authority of the Board of Directors, except with respect to:

- (a) the filling of vacancies on the Board of Directors or in any committee.
- (b) the amendment or repeal of these Bylaws or the adoption of new Bylaws.
- (c) the amendment or repeal of any resolution of the Board of Directors which by its express terms may not be amended or repealed.
- (d) the appointment of any committee of the Board of Directors or members thereof.
- (e) the approval of any self-dealing transaction except as provided in paragraph (3) subdivision (a) of Section 5233 of the Corporation Code.

Sec. 5.20 Committee Meetings.

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of this Article V concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any committee and be filed with the corporate records.

Sec. 5.21 Standard of Care - General.

A Director shall perform the duties of Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation 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 and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of this corporation whom the Director believes to be reliable and competent in matters presented.
- (b) counsel, independent accountants or other such persons as to matters which the Directors believe to be within such persons professional or expert competence, or
- (c) a committee of the Board upon which the Director does not serve, as to matters within the committee's designated authority, which committee the Director believes to merit confidence, so long as in any such case the Directors act in good faith, after reasonable inquiry when the need thereof is indicated by circumstances and without knowledge that would cause such reliance to be unwarranted.

Sec. 5.22 Standard of Care – Investments/Legacy and Operating Reserve Account, and other Investments.

Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing this corporation's investments, the Board shall

avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of this corporation's capital. The provisions of Section 5.20 of these Bylaws shall apply to this section.

Sec. 5.23 Self-Dealing Transactions.

Except as provided below, the Board shall not approve a self- dealing transaction. A self-dealing transaction is one in which the corporation is a party and in which one or more of the Directors has a material financial interest or a transaction between this corporation and any entity in which one or more of its Directors has a material financial interest. The Board may approve a self- dealing transaction if a majority of the Board, not including the self-interested Director, determines that the transaction is fair and reasonable to this corporation and, after reasonable investigation under the circumstances, determines that it could not have secured a more advantageous arrangement with reasonable effort under the circumstances.

Sec. 5.24 Interviewing Committee for At-Large Directors

- (1) **Committee:** Shall consist of five (5) members, per section 5.18. Each June these members will be elected to serve for the current term.
- (2) **Duties:** The duties of this committee will be to interview At-Large Director candidates to determine their qualifications as a Board member. The Interviewing Committee shall make a written report of its findings to the Board of Directors for approval. A report will be submitted to President of the Rebekah Assembly and Secretary of Rebekah Assembly of the nomination of At-Large Directors to be submitted at Sessions. The committee also submits qualifications to be read at Sessions.
- (3) **Filling Vacancies:** The Interviewing Committee will determine the qualifications of the candidates proposed to fill At-Large Director's vacancies. The committee will follow the policies established and applications required in the Board policies of the Rebekah Children's Services Board of Directors.
 - (a) The committee shall make a written report of its findings to the Board of Directors before an At-Large Director can be recommended for appointment by the President of Rebekah Assembly.
 - (b) A report shall be filed by March 15th for the Annual sessions, and/or in the event of a vacancy.
 - (c) Candidate applications may be submitted to or apply through the Rebekah Children's Services Board of Directors. All applications must be forwarded to the committee for consideration.

**ARTICLE VI.
OFFICERS**

Sec. 6.1 Officers.

The officers of the corporation shall be a President and a Vice President, from the Board of Directors, the Secretary of the Rebekah Assembly, and the Treasurer of the Rebekah Assembly. The corporation may also have, at the discretion of the Board, other such officers as may be appointed in accordance with the Bylaws. Neither the Secretary nor the Treasurer may serve concurrently as the President of the Board.

Sec. 6.2 Election of Officers.

The officers of the corporation, except those appointed under these Bylaws, shall be elected annually by a majority of the Board and shall serve at the pleasure of the Board.

Sec. 6.3 Removal of Officers.

All officers elected by the Board serve at the pleasure of the Board of Directors and any officer elected by the Board may be removed, either with or without cause, by the Board of Directors at any regular or special meeting of the Board of Directors or, by any officer upon whom such power of removal may be conferred by the Board of Directors

Sec. 6.4 Resignation of Officers.

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of receipt of that notice 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. Any resignation is without prejudice to the right, if any, of the corporation under any contract to which the officer is a party.

Sec. 6.5 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.

Sec. 6.6 President.

The President of the Board of Directors shall preside at the meetings of the Board of Directors and exercise and perform such other powers and duties as may from time to time be assigned by the Board of Directors or as may be prescribed by these Bylaws.

Sec. 6.7 Vice President.

In the absence or disability of the President, the Vice President, shall perform the duties of the President. When so doing a Vice President shall have all the powers of and be subject to all the restrictions of the President. The Vice President shall have such other powers and perform such other duties as the Board of Directors of the Bylaws may prescribe for them.

Sec. 6.8 Secretary.

The Secretary shall keep or cause to be kept, at the principal office of the corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and committees. The minutes shall show the time and place of each meeting, whether regular or special, and if special, how authorized and notice given, the name of those present at Director's meetings, and the proceedings thereof.

The Secretary shall give or cause to be given, notice of all meetings of the Board of Directors required to be given by law or these Bylaws. The Secretary shall keep the seal of the corporation, if one be adopted, in safe custody and shall have such powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws, and will countersign all checks when available.

Sec. 6.9 Treasurer.

The Treasurer shall pay or cause to be paid all orders drawn upon the corporation and approved by the Board of Directors.

**ARTICLE VII.
EMPLOYEES**

Sec. 7.1 Chief Executive Officer (CEO).

A Chief Executive Officer (CEO) as an employee shall be hired by the Board of Directors and serve at the pleasure of the Board of Directors. The Chief Executive Officer, subject to the authority of the Board of Directors shall have general powers and duties as may be prescribed by the Board of Directors and these By-Laws. The Chief Executive Officer is not part of the governing body and has voice but no vote.

Sec. 7.2 Director of Finance.

The Director of Finance as an employee shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transaction of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings. The books of account shall at all reasonable times be open to inspection by any Director.

The Director of Finance shall deposit or cause to be deposited 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 of Directors. The Director of Finance shall disburse or cause to be disbursed the funds of the corporation as may be ordered by the Board of Directors or Chief Executive Officer, whenever they request it, an account of all of his or her transactions as Director of Finance and of the financial condition of the corporation, and shall have such powers and perform such other duties as may be prescribed by the Board of Directors and Chief Executive Officer or by these bylaws. The Director of Finance is not part of the governing body and has no voice or vote.

Sec 7.3 Definition.

No Employee is considered an officer or a member of the Board of Director's of the governing body and has no voice or vote in the Corporation.

**ARTICLE VII.
MISCELLANEOUS**

Sec. 8.1 Fiscal Year.

The fiscal year runs from July 1 through June 30.

Sec. 8.2 Corporate Seal.

The corporation may have a seal which shall be specified by resolution of the Board of Directors. The seal may be affixed to any corporate instruments as directed by the Board of Directors or any of its officers, but failure to affix it shall not affect the validity of the instrument.

Sec. 8.3 Contracts.

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or within the agency power of an officer, 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 for any amount.

Sec. 8.4 Section 8.4 Execution of Checks.

From time to time, the Board of Directors shall determine by resolution that in addition to the Treasurer of Rebekah Assembly, the Secretary of the Rebekah Assembly, the Chief Executive Officer Rebekah Children's Services, the Director of Finance, Controller, or President of the Board of Directors may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness that are issued in the name of or payable to the corporation and only the persons so authorized shall sign or endorse those instruments.

Sec. 8.5 Indemnification.

The corporation shall indemnify its Directors, At-Large Directors, Officers, Ex-officio, employees and agents, including persons formerly occupying such position to the fullest extent permitted by law, against all expenses, judgment, fines and other amounts actually and reasonably incurred by them in connection with any threatened, pending or completed action or proceeding, whether it is civil, criminal, administrative or investigative.

In all cases where indemnification is sought, the corporation shall be subject to the following restrictions and requirements.

- (a) Where action or proceeding is brought on behalf of the corporation or involves self-dealing but shall, upon the express authorization of the Board, indemnify the Director, At-Large Directors, Officer, Ex-officio, employee or agent against expenses incurred in defense of an action arising from his or her relation to the corporation. To indemnify in such cases the Board must find the person met the statutory prescribed standard of care by action (1) in good faith, (2) in the best interest of the corporation, and (3) with the care including reasonable inquiry, of an ordinarily prudent person under similar circumstances.
- (b) Where the person seeking indemnification under this section has been liable to the corporation, or has settled his or her liability to the corporation, the corporation shall not indemnify against expenses without the approval of the court or Attorney General of California.
- (c) The Board shall determine whether the person seeking indemnification has acted in accordance with the standard of care set forth in subsection (a) of the section by a majority vote of a quorum consisting of disinterested Directors. The termination of any proceeding in a manner adverse to the defendant seeking indemnification shall not create a presumption that such person failed to meet the standard of care.
- (d) Where the person seeking indemnification has been successful on merits in defense of any action or proceeding brought on behalf of the corporation or in defense of any claim issue involved in such action or proceeding, the corporation shall indemnify against all expenses actually or reasonably incurred.
- (e) The corporation shall not advance any money to the person seeking indemnification for the purpose of defending against any action or proceeding without the receipt of an undertaking by such person to repay all advances unless it is ultimately determined that he or she is entitled to indemnification.

Sec. 8.6 Insurance.

The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any Director, At-Large Directors, Officer, Ex-officio, employee or agent of the corporation against any liability asserted against or incurred by the Director, Officer, Ex-officio, or employee or agent in such capacity or arising out the Director's, At-Large Directors, Officer's, Ex-officio's, employee's or agent's status as such, whether or not this corporation would have the power to indemnify the Director, At-Large Directors, Officer, Ex-officio, employee, or agent against that liability under the law; except, the corporation may not purchase insurance to protect self-dealing Directors from liability.

Sec. 8.7 Reports to Directors.

The Chief Executive Officer and Director of Finance shall furnish a written report at the second regular meeting of the next fiscal year to all Directors of this corporation containing the following information for the preceding fiscal year:

- (a) the assets and liabilities, including trust funds, of this corporation as of the end of the fiscal year:
- (b) the principal changes of assets and liabilities including trust funds, during the fiscal year.
- (c) the revenue or receipts of this corporation both restricted and unrestricted for particular purposes during the fiscal year.
- (d) the expenses or disbursements of this corporation, both general and restricted purposes during the fiscal year.

Regardless of the gross receipts of the corporation, the Director of Finance must furnish a written report to all Directors that lists each transaction during the prior fiscal year involving Ten Thousand Dollars (\$10,000.00) or more between this corporation or subsidiary and any Director or Officer of this corporation or subsidiary. The report must disclose the name of the Director or Officer and the relationship to the corporation, the nature of the persons interest in the transaction and where practical the amount of such interest. The Director of Finance must also furnish an annual written report to all Directors disclosing the amounts and circumstances of any indemnification or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the prior fiscal year to any officer or Director of this corporation.

Sec. 8.8 Financial Reports.

The Director of Finance shall provide each Board member with an interim budget report at each regular meeting. The report shall consist of the following:

- (a) the amounts budgeted for each item for the fiscal year.
- (b) the revenues or receipts for the reporting period and year to date expressed in dollars and cents and as a percentage of the budgeted amount.
- (c) the expenses or disbursements for the reporting period and the year to date, expressed in dollars and cents and as a percentage of the budgeted amount.
- (d) the Director of Finance shall submit a copy of the annual Audit Report to each member of the Board and the Rebekah Assembly Secretary within 120 days of the close of the fiscal year.

Sec. 8.9 Reports to the Rebekah Assembly.

Not later than two weeks following a Board of Directors meeting, the Secretary

shall mail or Email to each member of the Board of Directors, the Executive Committee of the Rebekah Assembly and the Grand Lodge Board of Directors, a complete copy of the Minutes of the Board of Directors meeting.

The Board of Directors shall make an annual report to the Rebekah Assembly which shall include:

- (a) a exhibit of the progress made by the corporation during the prior year.
- (b) any proposals for significant future changes.
- (c) a copy of the financial report specified in Section 8.8

Directors shall prepare a budget for the next fiscal year. Copies of the budget shall be sent together with the Annual Report provided in Section 8.8 (d) to the Rebekah Assembly and the Grand Lodge at their next annual session, and become effective upon approval.

Sec. 8.10 Amendments of Bylaws.

Bylaws may be adopted, amended or repealed by the Board of Directors, with the approval of the Rebekah Assembly and the Grand Lodge at their next annual session, and become effective upon approval.

Sec. 8.11 Maintenance and Inspection of Bylaws.

The corporation shall keep at its principal office the original or a copy of these Bylaws and make them available for inspection by any interested party during regular office hours.

**ARTICLE IX.
GENERAL MATTERS**

Sec. 9.1 Approval of Loans to Officers.

(A) The corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer.

Sec. 9.2 Maintenance and Inspection of Other Corporate Records.

(A) The accounting books and records and the minutes of proceedings of the Board of Directors, and committees of the Board of Directors shall be kept at such place or places as are designated by the Board of Directors or, in absence of such designation, at the principal office of the corporation. The minutes shall be kept in written form, and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

Sec. 9.3 Inspection.

(A) Each elected Director shall at his or her own expense, have the absolute right at any reasonable time during the business hours of the corporation to inspect and copy all books, records, and documents of every kind, and to only inspect client incident reports or personnel records in compliance with State and Federal laws, and to inspect the physical properties of the corporation and each of its subsidiary corporations.

Sec. 9.4 Property and Finances:

- (1) **Property Control Of.** The property of the Odd Fellow Rebekah Children's Home of California, shall be under the control of the Board of Directors.
- (2) **Investments of Funds.** Funds for the benefit and use of the Odd Fellow Rebekah Children's Home of California shall be held in such investments as may be authorized under the Laws of the State of California, regulating the investment of

trust funds.

- (3) Sources of Income. The operation and maintenance of Rebekah Children's Services shall be financed by four main sources:
 - (a) Rebekah Assembly Endowment Fund Interest and 50% of Dividends.
 - (b) assessments as set forth in *Chapter VIII – 20, Section 16 (1), of this Code*.
 - (c) funds received from parents, guardians and public or private agencies in full or partial payment for services rendered; and,
 - (d) donations from members of the Order and other supportive individuals, groups or agencies.
- (4) **Operating Fund.** The Board of Directors shall establish, maintain and control a fund known as the “Odd Fellow Rebekah Children’s Home Operating Reserve Account”.
- (5) **Endowment Fund.** A trust fund titled the "Rebekah Assembly Endowment Fund" has been established to generate funds for the operation and maintenance of the Odd Fellow Rebekah Children's Home of California. The Rebekah Assembly Endowment Fund is operated and administered as set forth in *Chapter XXII – 4, Section 3 (B), of this Code*.
- (6) **Other Funds.** The Board of Directors may establish and administer such other funds related to the care of the children and operation and maintenance of the Home as they deem advisable.
- (7) **Disbursement of Funds.** Funds shall only be disbursed upon direction of the Board of Directors. Funds received from public agencies for placement of specific children shall be expended for the purpose designated. Restricted funds received shall be used for the purpose(s) designated by the donor. Funds from all other sources shall be used for initiation of constructive and creative programs and providing a well maintained home for all children receiving services.
- (8) **Property.** Sale of Real or personal property given, devised or bequeathed to the Odd Fellow Rebekah Children's Home of California d.b.a. of Rebekah Children's Services may be retained at the discretion of a majority of the Board of Directors, and the Rebekah Assembly. No portion of the real property at the site of the Home may be sold or disposed of and shall be administered as set forth in *Chapter IX – 4, Article XI, of this Code*.

Sec. 9.5 Visitation.

- (A) Visitation of Lodges and groups of members of the Odd Fellows and Rebekah Lodges are welcome and desired. Lodges and groups desiring to visit the Home should give notice so appropriate arrangements may be made for their convenience.

Section. 3. Odd fellow-Rebekah Youth Camp.

A. Articles of Incorporation.

**CALIFORNIA ODD FELLOW & REBEKAH YOUTH CAMP
ARTICLES OF INCORPORATION
CALIFORNIA ODD FELLOW-REBEKAH YOUTH CAMP
(Non-Profit Corporation)
KNOW ALL MEN BY THESE PRESENTS**

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the laws of the State of California.

WE HEREBY CERTIFY:

One: The name of said corporation shall be:

CALIFORNIA ODD FELLOW-REBEKAH
YOUTH CAMP. (a corporation).

Two: The primary purpose for which said corporation is formed is: To accumulate a fund; to own and/or operate a recreational youth camp and other related activities in connection therewith.

Three: This corporation shall be further authorized:

- (a) to purchase, acquire, own control, operate, manage, lease, sell, encumber, transfer, dispose of and otherwise deal with property of any kind, real or personal.
- (b) to receive, take title to, hold, use, expend, operate and control any property transferred to this corporation by devise, bequest or gift.
- (c) to enter into and perform any and all contracts, and businesses which may, in the opinion of the directors of the corporation, be incidental, proper, necessary, or conducive to the attainment of the above purposes.
- (d) the foregoing shall be construed as a statement of the purpose of this corporation and the enumeration thereof shall not be held to limit or restrict in any manner the general power now or hereafter conferred on this corporation by the laws of the State of California.

Four: This corporation shall be non-stock closed membership corporation, and shall not be conducted for gain or profit; no part of the earnings of the corporation shall inure to the benefit of any member or individual, or any and all excess above the requirements therefore shall be devoted to the uses hereinafter specified.

Five: This corporation is being formed as a non-profit corporation pursuant to the General Non-Profit Corporation Law of California.

Six: The County in the State of California where the principal office for the transaction of the business of this corporation is to be located is the City of Sonora, County of Tuolumne.

Seven: The number of the directors of this corporation shall be eleven ; the undersigned directors, members of the Independent Order of Odd Fellows of California or the Rebekahs shall be first Board of Directors, and shall hold office until the election of their successors, death, resignation, or termination of

membership in the Independent Order of Odd Fellows of California or the Rebekahs in any manner; upon any vacancy occurring in said Board of Directors the Standing Committee of the Independent Order of Odd Fellows of California shall elect a new director to hold office under the above conditions until the next annual session of the Grand Lodge thereof.

Eight: The names and addresses of the first Board of Directors are:

Agnes B. Altnordhoff, Los Angeles, California

Bonnie J. Kilgore, Hayward, California

Ruth L. Akers, Stockton, California

Earl Chandler, Compton, California

Edward W. Christensen, Stockton, California

Irene B. Gregory, Clements, California

Robert G. Smith, Stockton, California

Thad Smith, Big Creek, California

John F. Benyman, Bridgeport, California

Kathleen C. Miller, Fresno, California

W. P. Lane, Mountain View, California

Nine: Upon the dissolution of this corporation, the assets thereof shall be applied by the directors hereof to some charitable purpose or such fund or corporation whose purposes shall be substantially identical to the purposes of this corporation.

IN WITNESS WHEREOF, we have hereunto set out hands and seals this 30th day of August, 1958.

Signed by the Above Directors

Attest: Chas. H. Henderson, Grand Secretary.

B. By-Laws, Odd Fellow-Rebekah Youth Camp.

**BY-LAWS
of
CALIFORNIA ODD FELLOW-REBEKAH YOUTH CAMP
ARTICLE I.**

The name of this corporation shall be:

CALIFORNIA ODD FELLOW REBEKAH
YOUTH CAMP (a corporation).

ARTICLE II.

The corporate powers of this corporation shall be vested in a board of eleven Directors, any six (6) of whom shall constitute a quorum for the transaction of business. This Board shall be under the direct supervision of the Grand Lodge of California I.O.O.F.

ARTICLE III.

(1) Directors to be elected as listed below:

- (a) Grand Lodge - Four Directors, each to a four-year term, one each year.
- (b) Rebekah Assembly - Three Directors, each to a three-year term, one each year
- (c) Grand Encampment - One Directors to a three-year term.
- (d) Grand Ladies Encampment Auxiliary - One Director to a three-year term.
- (e) Department Council - One Director to a three-year term.
- (f) Department Association LAPM - One Director to a three-year term.

(2) The term of a Director shall begin immediately after election and continue for the term provided, unless terminated by death, resignation, or termination of membership in the Order. Each Director must be a member of the Grand Body for which they represent at the time of election or selection.

(3) The Grand Junior Lodge and Theta Rho Assembly shall provide one member each to serve as an ex-officio Director.

ARTICLE IV.

Vacancies in the Youth Camp Board of Directors shall be filled as required in the Laws and Regulations of each Grand Body.

ARTICLE V.

The Directors shall have the power:

- (1) to appoint and remove, at pleasure, all officers, agents and employees of the corporation, and to make rules and regulations for the guidance of the officers and management of the affairs of the corporation. To prescribe the duties of all officers, agents and employees, fix their compensation, and require from them, if necessary, security for faithful services.
- (2) to conduct, manage and control the affairs and business of the corporation, and to make all rules and regulations proper or necessary for that purpose.
- (3) to incur indebtedness in the name of the corporation. The terms and amount of such indebtedness shall be entered on the minutes of the Board, and the note or obligation given for the same, signed officially by the President and Treasurer or such other officers as the Directors shall designate, shall be binding on the corporation.

ARTICLE VI.

It shall be the duty of the Directors to cause to be kept a complete record of all their minutes and acts. They shall render a full statement of assets, liabilities and general condition of affairs to the annual session of the Grand Lodge of the Independent Order of Odd Fellows of California and the Rebekah Assembly of California.

It shall further be the duty of the Directors to supervise all officers, agents and employees, and see that their duties are properly performed.

ARTICLE VII.

The officers shall be: President, Vice President, Secretary and Treasurer. The officers shall be elected by and hold office at the pleasure of the Board of Directors.

ARTICLE VIII.

The president shall preside over all meetings of the Board of Directors. The President, or any two of the Directors, may call special meetings of the Directors at any time, and notice of such called meetings shall be given by leaving a written notice at the last known place of business or residence of each Director at least three days before the time of the meeting, or a notice of such meeting by mail, the same to be mailed at least five days before the time of the meeting. Such service of notice shall be entered on minutes of the corporation; and the said minutes, upon being read and approved at a subsequent meeting of the Board, shall be conclusive upon question of service.

ARTICLE IX.

The Board of Directors shall elect a secretary.

- (1) It shall be the duty of the secretary to keep a record of the proceedings of the Board of Directors.
- (2) He shall keep the corporate seal and shall affix same to all papers requiring a seal.
- (3) The secretary shall serve all notices required either by law or by the By-Laws of the corporation; and in case of his absence, inability, refusal or neglect to do so, then such notices may be served by any person thereunto directed by the president or vice-president of the corporation.

ARTICLE X.

The Treasurer shall receive and keep all the funds of the corporation, and account to it for all receipts and disbursements.

ARTICLE XI.

These By-Laws may be amended by a vote of the Board of Trustees approved by the Grand Lodge of the Independent Order of Odd Fellows of California and the Rebekah Assembly of California.

Section. 4. California Odd Fellows Foundation

A. Articles of Incorporation

ARTICLE I.

The name of this corporation shall be:

CALIFORNIA ODD FELLOWS
FOUNDATION, A NON-PROFIT CORPORATION.

ARTICLE II.

The purposes for which this corporation is formed are:

- (a) the specific and primary purposes are to operate and manage condominiums, apartments, dwellings and other related facilities for the aged and handicapped in accordance with the rules, regulations and discipline of the Grand Lodge of the Independent Order of Odd Fellows of the State of California and as specified by HUD regulations.
- (b) the general purposes and powers are to have and to exercise all rights and powers conferred on non-profit corporations under the laws of California, including the right to develop, contract, rent, buy or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.
- (c) no substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE III.

This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of California. This corporation does not contemplate pecuniary gain or profit to the members thereof and it is organized for non-profit purposes.

ARTICLE IV.

The principal office for the transaction of the business of this corporation is located in the County of Santa Clara, California.

ARTICLE V.

The names and addresses of the persons who are to act in the capacity of directors, and who shall be designated as "Trustees", and who shall serve until the selection of their successors are:

Name	Address
KENNETH M. PROCTOR	1363 Lincoln Avenue San Rafael, California
ROBERT IRVING	3116 Hampshire Drive Sacramento, California
HARRY PLATEK	2063 46t A venue San Francisco, California
GEORGE E. HANNAFORD	7670 Folsom Boulevard Folsom, California

GERALD H. CLARK	I24 "D" Street, Campbell, California
PEARL BRENT	201 Maine Street, Apt. R-5 Vallejo, California
BETTY MOATES	1975 Kobara Lane San Jose, California

ARTICLE VI.

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the By-Laws.

ARTICLE VII.

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever incur to the benefit of any director, officer or member thereof or to the benefit of any private persons. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, or provision of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code.

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the country in which the corporation has its principal office, upon petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

ARTICLE VIII.

The name of the unincorporated association which is being incorporated is
CALIFORNIA ODD FELLOWS FOUNDATION.

IN WITNESS WHEREOF, the undersigned, being the president and secretary, respectively, of CALIFORNIA ODD FELLOWS FOUNDATION, the unincorporated association which is being incorporated hereby, have executed these Articles of Incorporation.

KENNETH M. PROCTOR, President
GERALD H. CLARK, Secretary
(State of California)ss.
(COUNTY OF SANTA CLARA)

A. By-Laws, California Odd Fellows Foundation.

**ARTICLE I.
PREAMBLE**

The purposes for which this corporation is formed are:

- (A) the specific and primary purpose of the California Odd Fellows Foundation Inc. (COFF) (hereafter referred as the corporation), is to develop, operate and manage housing and other related properties for the aged and handicapped as well as services.
- (B) these facilities and services are to be developed, operated and managed in accordance with the rules and regulations of the Grand Lodge of the Independent Order of Odd Fellows of the State of California (hereafter referred as Grand Lodge), the applicable regulations of the US Department of Housing and Urban Development (hereafter referred as HUD), and all other applicable State and Federal laws.
- (C) the general purposes and powers are to have and to exercise all rights and powers conferred on non-profit corporations under the laws of California, including the right to develop, contract, rent, buy or sell personal or real property, with permission of Grand Lodge, provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.
- (D) no substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, unless the objective of such propaganda or legislation is to further the specific and primary purposes of the Corporation as herein described. The Corporation shall not participate, in any way, on behalf of any candidate for public office.

**ARTICLE II.
PRINCIPAL OFFICE**

The principal office of the Corporation shall be at 14520 Fruitvale Avenue, Saratoga, California, County of Santa Clara.

**ARTICLE III.
MEMBERS**

The members of this Corporation are all of the members in good standing and officers of the Grand Lodge of the Independent Order of Odd Fellows of the State of California and Rebekah Assembly of California.

**ARTICLE IV.
GOVERNING BODY**

- A. The governing body of this Corporation is a board of seven directors, consisting as follows:
 - (a) three of the directors shall be elected by the representatives of the Grand Lodge of the Independent Order of Odd Fellows of California during their annual session;
 - (b) two of the directors shall be elected by the representatives of the Rebekah Assembly of California during their annual session; and

- (c) the Grand Secretary and the Grand Treasurer of the Grand Lodge, Independent Order of Odd Fellows of California, shall be members of the board in the Capacity of director ex-officio, with voice and vote.
- B.** The terms of office of the directors are as follows:
 - (a) the term of office of the directors elected by the Grand Lodge shall be three (3) years, and each year one (1) director shall be elected for a term of three (3) years.
 - (b) the term of office of the directors elected by the Rebekah Assembly shall be two (2) years, and each year one (1) of the Rebekah directors shall be elected for a term of two (2) years; and
 - (c) Two (2) individuals, regardless of gender or membership in the Order, with documented experience in the fields of Construction (Licensed Contractor of any Construction Trade), Law, Accounting or Finance shall be elected by the Grand Lodge of California as a Director At-Large to serve for a term of three (3) years.
 - (d) the terms of the Grand Secretary and Grand Treasurer correspond with the term upon which they hold office in the Grand Lodge.
- C.** Any vacancy on the Board of Directors shall be filled by appointment of the Grand Master of the Grand Lodge of the Independent Order of Odd Fellows in California, on advice of the Corporation's Board of Directors and the advice of the Grand Lodge Board of Directors. Should such vacancy occur with the Rebekah Directors, appointment will be made by the President of the Rebekah Assembly as prescribed in *Chapter VIII – 13, Section 14 (C), of this Code*, and upon the advice of the Corporation's Board of Directors and Executive Committee of Rebekah Assembly. The appointee to hold office until the next session of the Grand Lodge or Rebekah Assembly. At the next session of the Grand Lodge or the Rebekah Assembly, a director shall be elected to fill the unexpired term.
- D.** The Corporation directors shall not receive any compensation for their services as directors, except that the directors may be reimbursed for their necessary, actual and reasonable expenses incurred in the exercise of the duties of their offices.
- E.** All directors of the Corporation must be members of the Grand Lodge of the Independent Order of Odd Fellows of California or of the Rebekah Assembly of California.

**ARTICLE V.
OFFICERS**

- A.** The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer.
- B.** The Grand Secretary and the Grand Treasurer of the Grand Lodge of the Independent Order of Odd Fellows of California, shall respectively be the Secretary and Treasurer of the Corporation.
- C.** Annually, at its first regular meeting following the Grand Lodge of the Independent Order of Odd Fellows of California and Rebekah Assembly annual session, the Corporation's directors shall elect a President and a Vice President, to hold office for one (1) year or until the election and qualification of their successor.

ARTICLE VI.

CHAPTER V MEETINGS

- A. The annual session of the Grand Lodge of the Independent Order of Odd Fellows of California shall constitute the annual meeting of the Corporation, and the business of the Corporation may be introduced, considered and acted upon at any time during said annual session.
- B. Any special session of the Grand Lodge shall also constitute a special meeting of the Corporation.
- C. At any annual or special meeting of the Corporation, as established in paragraph (A) and (B) herein, ten members shall constitute a quorum.
- D. No notice to the members is required of the Corporation's annual meeting. Notices of special meetings shall be given as required by the notice requirements for special sessions of the Grand Lodge, Independent Order of Odd Fellows of California.
- E. The Corporation's regular meeting shall be held at the Corporation's principal office, and at a time to be prescribed by the Board of Directors, on the **SUNDAY** following the **FOURTH SATURDAY** of any month, at least six times a year, or at such other day or place determined by the board. Nothing in this section prevents the Corporation's Board of Directors from holding meetings in excess of the required six meetings as deemed necessary. Notice shall be given by the Corporation's secretary to the directors in advance of the meetings, according to law. At any meeting of the Board of Directors four (4) members of the board shall constitute a quorum.
- F. At all meetings of the corporation's members and the Board of Directors, the members or the directors must be present in order to vote. Voting by proxy shall be not be allowed at any meetings.

ARTICLE VII. AMENDMENTS

These By-Laws may be amended, repealed, or otherwise modified only by vote of the Corporation's membership; provided, however, that in case of emergency these By-Laws may be amended, to the extent permitted by law, by vote of the Corporation's Board of Directors, ratified by The Board of Directors of the Grand Lodge, of the Independent Order of Odd Fellows of California, but any such amendment shall be submitted to the approval of the Corporation's membership at the next annual meeting of the Grand Lodge following the Grand Lodge Board of Director's ratification.

ARTICLE VII. SEAL

The Corporation shall have an official Seal in the form of two concentric circles. Between the inner and outer circles shall appear the words, California Odd Fellows Foundation. In the center of the inner circle shall be the three links emblem of the Independent Order of Odd Fellows. Above the three links, and within the inner circle, shall appear the word, Incorporated, and below the three links and within the inner circle, shall appear the date the Corporation was incorporated.

These amendments to the California Odd Fellows Foundation BY-laws have been adopted by the Members of the Corporation during the Grand Lodge, Independent Order of Odd Fellows of California 153' Annual Session in Modesto, California on the 2nd of May 2005.

Gerald A. Poarch Corporate Secretary

