

BYLAWS
OF
YOLO HEALTHY AGING ALLIANCE

A CALIFORNIA PUBLIC BENEFIT COMPANY

ARTICLE I
OFFICES

Section 1. **PRINCIPAL OFFICE.** The principal office of the corporation for the transaction of business is located in Yolo County, California.

Section 2. **CHANGE OF ADDRESS.** The county of the corporation's principal address can be changed by amendment if these Bylaws and not otherwise. The Board of Directors may, however, change the principal address and effective date below within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____	Dated: _____
_____	Dated: _____
_____	Dated: _____

Section 3. **OTHER OFFICES.** The corporation may also have offices at such other places, within of without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

ARTICLE II
PURPOSE

Section 1. **OBJECTIVES AND PURPOSE.** The objectives and purposes of this corporation shall be: Such charitable, purposes that may qualify this organization as exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986, as

amended from time to time, including but not limited to promoting the welfare of older adults in the community, advocating for the aging community and their caregivers, and educating the public about issues confronting older adults.

ARTICLE III **DIRECTORS**

Section 1. NUMBER. The corporation shall have not less than seven (7) nor more than fifteen (15) directors, with the exact number to be fixed within these limits by approval of the Board of Directors of the members if any, in the manner provided in these Bylaws. The maximum or minimum number of directors cannot be changed, nor can a fixed number be substituted for the maximum and minimum numbers, except by a duly adopted amendment to the Articles of Incorporation or by amendment to this Bylaw duly approved by the Board of Directors or the members if any, in the manner provided by these Bylaws.

Section 2. POWERS. Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this coq be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors

Section 3. DUTIES. It shall be the duty of the Directors to:

(A) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

(B) Appoint and remove, employ and discharge, and except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;

(C) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;

(D) Meet at such times and places as required by these Bylaws;

(E) Register their address with the Secretary of the corporation and notices of meetings emailed or faxed to them at such address shall be valid notices thereof.

Section 4. TERMS OF OFFICE. Effective January 1, 2025, each director shall serve a term of three years. Directors may be re-elected for subsequent three-year terms, with a limit of

two 3-year terms. The board may create exceptions to these limits. A Yolo County Supervisor, as assigned by the Yolo County Board of Supervisors, serves as an Ex Officio member. The 4th District Supervisor will also act as liaison to the Board of supervisors of the County of Yolo. If the District 4 Supervisor declined to serve, the position shall be filled by the usual board appointment process. The initial Directors shall serve for either a term of two or three years, so that approximately half are elected each year at the annual meeting. Directors may be reelected for subsequent three year term.

Section 6. COMPENSATION. Directors shall serve without compensation. However, they shall be allowed a reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation om any capacity other than director.

Section 7. RESTRICTION REGARDING INTERESTED DIRECTORS. Notwithstanding any other provisions of these Bylaws, none of the persons serving on the board may be interested persons. For purpose of this section “interested persons” means either:

- (A) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part- time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to the director as director; or
- (B) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 8. PLACEMENT OF MEETINGS. Meetings shall be held at the principal office of the corporation unless otherwise provided by the board of at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so as long as all directors participating in such meeting can hear one another.

Section 9. REGULAR AND ANNUAL MEETINGS. Regular meetings of Directors shall be held on the third Thursday of each month at 12:00 P.M.

unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day. The Board may change the time and date of regular meetings upon written consent of all directors given before the meeting or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Additional regular meetings of the Directors may be held, at such time and place as may be determined by the Directors. Such regular meetings may be held without notice.

At the annual meeting of directors, directors shall be elected by the Board of Directors in accordance with this Article. Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote, with voting being by ballot only. The annual meeting shall be in March of each year.

Section 10. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the Chairperson of the board, the Vice Chairperson, the Secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

Section 11. NOTICE OF MEETINGS. All meetings of the board, except as otherwise provided herein, shall be held upon four (4) days' notice by email or by telephone or facsimile. Such notices shall be emailed to each director at his or her email address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 12. CONTENTS OF NOTICE. Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

Section 13. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS. The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an

approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 14. QUORUM FOR MEETINGS. A quorum shall consist of a majority of the Board of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. A majority of the directors present at such meeting may vote to adjourn until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 11 of this Article.

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

Section 15. MAJORITY ACTION AS BOARD ACTION. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

Section 16. CONDUCT OF MEETINGS. Meetings of the Board of Directors shall be presided over by the Chairperson of the Board. In his or her absence the Vice Chairperson of the board shall serve as chair, in the absence of each of these persons, the Chairperson shall be chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by, and held and taken in accordance with,

bylaw provisions applicable to meetings and actions of the Board of Directors; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with provisions of law.

Section 17. ACTION BY WRITTEN CONSENT WITHOUT MEETING.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if a majority of all members of the board individually consent in writing, including email, to such action. For the purposes of this Section only, "all member directors of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as a vote taken at a regular meeting. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by majority written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act and such statement shall be prima facie evidence of such authority.

Section 18. VACANCIES. Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. The Board of Directors may also declare vacant the office of a director who has three unexcused absences from regularly scheduled Board meetings in a one year period.

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

Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at

a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

Section 19. NON-LIABILITY OF DIRECTORS. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 20. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS. To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 21. INSURANCE FOR CORPORATE AGENTS. The Board of Directors shall purchase and maintain insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE IV

OFFICERS

Section 1. NUMBER OF OFFICERS. The officers of the corporation shall be Chairperson, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of

Directors, one or more Vice Chairpersons, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chairperson of the Board. One board member shall act as liaison between the Yolo County Commission on Aging and Adult Services and the Yolo Healthy Aging Alliance (YHAA).

Section 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE:

Any person may serve as officer of this corporation.. Officers shall be elected by the Board of Directors at the annual meeting Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first:

Section 3. SUBORDINATE OFFICERS. The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 4. REMOVAL AND RESIGNATION. Any officer may be removed, with cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section 5. VACANCIES. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 6. DUTIES OF CHAIRPERSON. The Chairperson shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or

which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 7. DUTIES OF VICE-CHAIRPERSON. In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the Vice-Chairperson shall perform all the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairperson. The Vice-Chairperson shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 8. DUTIES OF SECRETARY. The Secretary shall:

(A) Certify and keep at the principal office of the corporation the original or a copy of these Bylaws as amended or otherwise altered to date;

(B) Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;

(C) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(D) Be custodian of the records;

(E) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the directors of the corporation;

(F) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9. DUTIES OF TREASURER. Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

(A) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request;

(B) Render to the Chairperson and directors, whenever requested, an account of the financial condition of the corporation;

(C) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;

(D) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 10. COMPENSATION. Officers shall not be compensated for their services. Officers may be reimbursed for expenses they have expended on behalf of the corporation.

ARTICLE V **COMMITTEES**

Section 1. EXECUTIVE COMMITTEE. The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation and to act between YHAA meetings when it is not reasonable to call a special meeting, except with respect to:

(A) The filling of vacancies on the board or on any committee which has the authority of the board;

(B) The fixing of compensation of the directors for serving on the board or on any committee;

(C) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(D) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable;

(E) The appointment of committees of the board or the members thereof;

(F) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its directors then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its directors, and fill vacancies therein from the directors of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 2. OTHER COMMITTEES. The corporation shall have two standing advisory committees to advise the corporation on the conduct of its affairs. There shall be a committee comprised of individuals from Yolo County and the various cities that are within the area served by the corporation to work on advocacy for older adults and their caregivers in the County. There shall also be a committee composed of non profit, for profit and community providers and governmental agency representatives that focuses on collaboration between agencies serving older adults in the County. The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees. The corporation shall coordinate and work closely with the Yolo County Commission on Aging and Adult Services.

Section 3. MEETINGS AND ACTION OF COMMITTEES.

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE VI

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. EXECUTION OF INSTRUMENTS. The Board of

Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver 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, 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 monetarily for any purpose or in any amount.

Section 2. CHECKS AND NOTES. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation may be signed by the Chairperson, the Vice Chairperson, the Secretary, or the Treasurer of the corporation.

Section 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE VII

CORPORATE RECORDS, REPORTS AND SEAL

Section 1. MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep at its principal office in the State of California:

(A) Minutes of all meetings of directors, committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(B) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(C) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. CORPORATE SEAL. The Board of Directors may adopt,

use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. DIRECTORS' INSPECTION RIGHTS. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 4. RIGHT TO COPY AND MAKE EXTRACTS. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 5. ANNUAL REPORT. The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, which report shall contain the following information in appropriate detail:

(A) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(B) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(C) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year;

(D) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

(E) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the corporation shall begin on January 1 and end on December 31 of each year.

ARTICLE IX
AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a two-thirds majority vote as follows:

(A) To change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors.

ARTICLE X
AMENDMENT OF ARTICLES

Section 1. AMENDMENT OF ARTICLES. Any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

ARTICLE XI
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the amended Bylaws of the corporation named in the title thereto and that such amended Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: June 18, 2015

Alysa Meyer, Secretary

Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect Yolo Healthy Aging Alliance's (hereinafter "Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- A. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- B. A compensation arrangement with the Organization or with any entity or individual With which the Organization has a transaction or arrangement, or
- C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- A. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- B. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- C. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- A. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- B. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- A. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

CONFLICT OF INTEREST ANNUAL STATEMENT

Name: _____

Contact address: _____

Position: _____

Date: _____

This annual statement is delivered in connection with the Conflict of Interest Policy of the Yolo Healthy Aging Alliance, as currently in effect.

AFFIRMATION: I hereby affirm that:

1. I have received a copy of the Conflict of Interest Policy of the Yolo Healthy Aging Alliance.
2. I have read and understood such policy;
3. I have agreed to comply with such policy;
4. I understand that the corporation is a charitable organization and that in order to maintain its federal tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, the corporation must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Signature: _____

Mail to: Jim Provenza, Chair
Yolo Healthy Aging Alliance
County of Yolo
625 Court Street
Woodland, CA 95695

ARTICLES OF INCORPORATION
OF
YOLO HEALTHY AGING ALLIANCE

ONE: The name of this corporation is YOLO HEALTHY AGING ALLIANCE.

TWO: 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. The specific purposes for which this corporation is organized are such charitable and educational purposes that may qualify it as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including promoting the welfare of older adults in the community, advocating for the aging community and their caregivers, and educating the public about issues confronting older adults.

THREE: The name and address in the State of California of this corporation's initial agent for service of process are as follows:

Jin Provenza, Supervisor to District 4
County of Yolo
625 Court Street
Woodland, CA 95695

FOUR: (a) This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

(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, or in opposition to, any candidate for public office.

FIVE: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, of provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit 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.

Date: _____

Jim Provenza
Incorporator