

**RESTATED BYLAWS
OF
VENTURA COUNTY LEGAL SERVICES, INC.
[Effective Date: June 10, 2015]**

**I.
OFFICES**

- A. Principal Office.** The Board of Directors (herein called the Board) shall determine, and may change, the location of the Corporation's principal office.
- B. Other Offices.** Other offices may be established at any time by the Board.

**II.
MEMBERSHIP**

- A. Members.** The Corporation shall have no members. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the directors.

**III.
DIRECTORS**

- A. Powers.** Subject to limitations of applicable law, the Articles and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to these general powers, but subject to the provisions just stated, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

1. To select and remove all the other officers, agents, and employees of the Corporation, prescribe qualifications, powers, and duties for them that are not inconsistent with law, the Articles, or these Bylaws, fix their compensation, and require from them security or otherwise provide for faithful service.
2. To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefor not inconsistent with law, the Articles, or these Bylaws, as they may deem best.
3. To adopt and use a corporate seal.
4. To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the Corporate name, promissory

notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities for debt.

5. To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage.

B. Number of Directors. The authorized number of directors shall be two until changed by amendment of the Articles or by a Bylaw.

C. Selection and Term of Office. Directors shall be elected at each annual meeting of the Board. Each director shall serve until the next annual meeting of the Board and until a successor has been elected and qualified.

D. Vacancies. Any director may resign effective upon giving written notice to the Board Chair, or the Secretary, unless the notice specifies a later time for the effectiveness of the resignation; provided that, except upon notice to the Attorney General, no director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs. If the resignation is effective at a future time, a successor may be selected before that time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the director(s) whose office is vacant was selected, provided that vacancies to be filled by election by directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors is increased.

The Board 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 found by a final order of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of directors shall have the effect of removing any director before expiration of the director's term of office.

In the event that all Director seats become vacant, the Presiding Judge of the Ventura County Superior Court is empowered and requested to fill those vacancies by appointment.

E. Place of Meeting. Meetings of the Board shall be held at any place within or without the State of California that has been designated from time to time by the Board. In the absence of designation by the Board, the annual and regular meetings shall be held at the principal office of the Corporation.

F. Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. Annual meetings of the Board shall be held without call or notice on December 1 at 6:00 p.m. local time; but if that day is a Saturday, Sunday, or holiday observed by the Corporation at its principal office, then the meeting shall be held at that time on the next day that is observed by the corporation as a full business day.

G. Regular Meetings. Regular meetings of the Board shall be held without call or notice on dates and at times fixed by the Board.

H. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Board Chair, the President, or any two directors.

I. Quorum. A majority of the actual number of directors in office constitutes a quorum of the Board for the transaction of business. 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, unless a greater number is required by law, by the Articles or these Bylaws, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting or by such greater number, if any, required by the Nonprofit Public Benefit Corporation Law, the Articles or these Bylaws.

J. Participation in Meetings by Conference Telephone. Members of the Board may participate in a directors meeting through use of conference telephone, video screen, communication or electronic transmission by and to the corporation. Participation in a directors meeting through use of conference telephone or video screen communication constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another.

K. Waiver of Notice. Notice of a meeting need not be given to any director who provides a waiver of notice or a consent to holding the meeting or an approval of its minutes in writing, whether before or after the meeting, or who attends the meeting without protesting, before or at its commencement, the lack of notice to that director. All waivers, consents, and approvals as to a Board meeting shall be filed with the corporate records or made a part of the minutes of the meeting.

L. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all directors individually or collectively consent in writing to the action. The consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

M. Rights of Inspection. 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 of which such person is a director.

IV.

OFFICERS

A. Officers. The officers of the corporation shall be a Board Chair, a Chief Executive Officer, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board, one or more Vice Chairs, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of these Bylaws. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the Board Chair or Chief Executive Officer.

B. Election. The officers of the Corporation, except officers elected or appointed in accordance with these Bylaws, shall be chosen annually by, and shall serve at the pleasure of, the

Board. Each officer shall hold office until his or her resignation, removal, or other disqualification from service, or until his or her successor shall be elected.

C. Subordinate Officers. The Board Chair may appoint, such other officers as the business of the Corporation may require. Each such officer shall hold office for the period, have authority and perform duties as provided in these Bylaws or as the Board Chair may from time to time determine.

D. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time.

Any officer may resign at any time by giving written notice to the Corporation addressed and sent to the Board, the Board Chair, or the Secretary, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. An officer's resignation shall take effect at the date notice of resignation is received by the addressee or at any later time specified in the resignation and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

E. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to the office, provided that vacancies may be filled as they occur and not on an annual basis.

F. Board Chair. The Board Chair shall, if present, preside at all meetings of the Board and exercise and perform other powers and duties assigned by the Board.

G. Chief Executive Officer. Subject to the powers, if any, given by the Board to the Board Chair, the Chief Executive Officer is the general manager of the Corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the Corporation. The Chief Executive Officer has the general powers and duties of management usually vested in the office of president and general manager of a Corporation and other powers and duties prescribed by the Board.

H. Vice Chairs. In the absence or disability of the Board Chair, the Vice Chairs, if any are appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice Chair designated by the Board, shall perform all the duties of the Board Chair. A Vice Chair so acting shall have all the powers of, and be subject to all the restrictions upon, the Board Chair. The Vice Chairs shall have other powers and perform other duties respectively prescribed for them by the Board.

I. Secretary. The Secretary shall keep or cause to be kept, at the principal office or other place ordered by the Board, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given of the meeting, the names of those present at Board and committee meetings, and the proceedings of the meetings. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporations Articles and Bylaws, as amended to date.

J. Treasurer. The Treasurer is the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties

and business transactions of the Corporation. The books of account shall at all times be open to inspection by any director.

V.

OTHER PROVISIONS

- A. **Construction and Definitions.** Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.
- B. **Amendments.** These Bylaws may be amended or repealed by the approval of the Board.


VI.

INDEMNIFICATION

The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that the person is or was an agent of the corporation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if the person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

CERTIFICATION

I do hereby certify as follows: I am the Secretary/Treasurer of the above named Corporation. The foregoing Bylaws were adopted as the current Bylaws of said Corporation by the Board of Directors of said Corporation on June 10, 2015.



John Vanarelli
Secretary/Treasurer
Ventura County Legal Services, Inc.