

BYLAWS OF HANDS TO HELP SENIORS, INC.

ARTICLES I RECITALS AND DEFINITIONS

Section 1. Name of Corporation. The name of this Corporation shall be Hands to Help Seniors, Inc., and shall be referred to herein as the H2HS.

Section 2. Corporation Is Nonprofit. This Corporation has been formed pursuant to the California Nonprofit Corporation Law as a public benefit corporation.

Section 3. Specific Purpose. The specific and primary purpose of this Corporation shall be to: assist homebound, physically challenged senior citizens with limited financial means to stay in their homes as long as practically possible and to live longer, healthier, higher quality lives by facilitating the provision of and subsidizing the cost of private duty care, companion care, personal care, homemaking services, transportation, assistance with paying bills and home maintenance and providing education and access to resources that will allow such senior citizens to identify and use related programs and services to obtain assistance needed to allow them to stay in their homes.

ARTICLE II PRINCIPAL OFFICE

Section 1. Location of Principal Office. The principal office of the Corporation will be located at such place within the County of Monterey as the Board may from time to time designate by resolution.

ARTICLE III MEMBERSHIP

Section 1. Members. This Corporation shall have no members as that term is defined in section 5056 of the California Nonprofit Corporation Law. Unless otherwise provided herein or in the California Nonprofit Public Benefit Corporation Law, any action which would otherwise require approval by a majority of all members of approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the Board of Directors.

Section 2. Associates. Nothing in this Article III shall be construed as limiting the right of the Corporation to refer to persons associated with it, who participate in any activities of the Corporation, as "members" even though such persons are not members as defined in section 5056 of the California Corporations Code. Such persons shall be deemed to be associated persons with respect to the corporation as that term is defined in section 5332 of the California Nonprofit Public Benefit Corporation Law and no such reference shall constitute

anyone a member of this Corporation.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Corporation Powers. The business and affairs of this Corporation shall be vested in and exercised by, the Corporation's Board of Directors. Subject to the limitations expressed in Article VII, Section 1, the Board may delegate the management of the activities of the Corporation to any person or persons, or committee, provided that notwithstanding any such delegation the activities and affairs of the Corporation shall continue to be managed and all Corporate powers shall continue to be exercised under the ultimate direction of the Board.

Section 2. Number of Directors: Qualifications.

(a) **Number and Qualifications.** The authorized number of directors shall be not less than three (3) nor more than three (3) persons until changed by an amendment to these Bylaws. The exact number of directors shall be fixed, within the limits specified, by resolution of the Board.

Section 3. Term of Office. Directors shall be selected at an annual meeting of the Board by a vote of the Board. Directors shall serve one (1) year terms.

Section 4. Nomination and Election of Directors.

(a) **Appointment of Nominating Committee.** At least sixty (60) days prior to the date of any election of directors, the president shall appoint a nominating committee to select qualified candidates for election to those position on the Board of Directors held by directors whose terms are then expiring. The committee shall make its recommendations at least one (1) day before the election and shall nominate at least one candidate for each position to be filled.

(b) **Election of Directors.** The election of directors shall take place at the annual meeting of the Board, provided, however, that vacancies may be filled prior to the annual meeting date as provided in Section 5, below.

Section 5. Removal of Directors and Filling Vacancies on the Board of Directors.

(a) **Vacancies, Generally.** A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation or removal of a director; or (ii) an increase of the authorized number of directors.

(b) **Resignation of Directors.** Any director may resign, which resignation shall be effective on giving written notice to the president, the secretary, or the Board of Directors,

unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

(c) Filling of Vacancies.

(i) Vacancies on the Board may be filled by the vote of a majority of a quorum of the Board, or if the number of directors then in office is less than a quorum, the vacancy may be filled by (A) the unanimous written consent of the remaining directors, or (B) the affirmative vote of a majority of the remaining members of the Board at a duly held meeting or (C) by the sole remaining director.

(d) Removal of Directors for Cause. The Board of Directors shall have the power and authority to remove a director and declare his or her office vacant if he or she has (i) been declared of unsound mind by a final order of court; (ii) been convicted of a felony; (iii) been found by a final order or judgment of any court to have breached any duty under sections 5230 through 5237 of the California Nonprofit Public Benefit Corporation Law (relating to the standards of conduct of directors); or (iv) if the director fails to attend three (3) consecutive regular meetings of the Board of Directors which have been duly noticed in accordance with Article V hereof.

(e) Removal of Directors Without Cause. Except as otherwise provided in subparagraph (d), above, a director may only be removed from office prior to expiration of his or her term by the affirmative vote of a majority of the directors then in office.

ARTICLE V BOARD MEETINGS

Section 1. Place of Meetings; Meetings by Telephone. Regular and special meetings of the Board of Directors may be held at any place within the County of Monterey that has been designated from time to time by resolution of the Board and stated in the notice of the meeting. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Notwithstanding the above provisions of this Section 1, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 2. Annual Meeting of Directors. The Board of Directors shall hold an annual meeting for the purpose of organization, election of directors and officers, and the transaction of other business. The annual meeting shall be held on the first Thursday of May, commencing at 10:00 AM, at the principal office of the Corporation. If the annual meeting date falls on a

legal holiday, the annual meeting shall be held at the same hour and location on the next day following the regular annual meeting date. Notice of this meeting shall not be required.

Section 3. Other Regular Meetings. Other regular meetings of the Board shall be held without call at such time as shall from time to time be fixed by the Board of Directors and communicated to the individual Board members. Notice of the date, time and place of regular meetings shall be communicated to the Board members not less than 72 hours prior to the meeting; provided, however, that notice need not be given to any Board member who has signed a written waiver of notice or consent to holding the meeting as more particularly provided in Section 7 of this Article V.

Section 4. Special Meetings of the Board. Special meetings of the Board of Directors for any purpose may be called at any time by the chairman of the Board, the president, any vice president, the secretary or any two directors.

Section 5. Notice of Meetings.

(a) ***Manner of Giving Notice.*** Notice of the time and place of the annual and any meetings of the Board shall be given to each director by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage prepaid; (iii) by telephone communication, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate such notice promptly to the directors; (iv) by telegram, charges prepaid; or (v) by electronic mail. All such notices shall be given or sent to the director's address or telephone number as show on the records of the Corporation. Notice of a meeting need not be given to any director who signs a written waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at commencement of the meeting, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the Corporation records or made a part of the minutes.

(b) ***Time Requirements.*** Except as provided in Section 3, above, notices sent by first-class mail shall be deposited into a United State mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.

(c) ***Notice Contents.*** The notice shall state the date, time, place, and the general purpose of the meting.

Section 6. Quorum Requirements.

(a) ***Specified Quorum.*** A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 8 of this Article V.

(b) Action of the Board. Except as otherwise provided herein or in the Nonprofit Public Benefit Corporation Law, 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 shall be regarded as the act of the Board of Directors.

(c) Effect of Withdrawal of Directors From Meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting or such greater number as is required by the Articles of Incorporation or these Bylaws.

Section 7. Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present, individually or collectively, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Corporation records or made a part of the minutes of the meeting and shall have the same force and effect as a unanimous vote of the Board. The requirement of notice of a meeting shall also be deemed to have been waived by any director who attends the meeting without protesting before or at its commencement about the lack of notice.

Section 8. Conduct of Meetings. All meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order and shall adhere to the following Order of Business:

- (a) Roll Call
- (b) Reading and approval of the previous meeting's minutes
- (c) Committee Reports
- (d) Officer Reports
- (e) Old/unfinished business
- (f) New business
- (g) Adjournment

Section 9. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place or may adjourn for purposes of reconvening in executive session to discuss and vote upon personal matters, litigation in which the Corporation is or may become involved and orders of business of a similar nature. If the meeting is adjourned for more than 24 hours, notice of adjournment to any other time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Except as hereinabove

provided, notice of adjournment need not be given.

Section 10. 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, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as an unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For purposes of this section, "all members of the Board" shall not include any "interested director" as defined in section 5233 of the Nonprofit Public Benefit Corporation Law.

Section 11. Compensation. Directors, officers and members of committees shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board of Directors to be just and reasonable. This Section 11 shall not be construed to preclude any director from serving the corporation in any other capacity, such as an officer, agent, employee, or otherwise, and receiving compensation for those services.

ARTICLE VI DUTIES AND POWERS OF THE BOARD

Section 1. Specific Powers. Without prejudice to the general powers of the Board of Directors set forth in Article IV, Section 1, the directors shall have the power to:

- (a) Exercise all powers vested in the Board under the laws of the State of California.
- (b) Appoint and remove all officers of the Corporation, the general manager of the Corporation, if any, and other Corporation employees; prescribe any powers and duties for such persons that are consistent with law, the Articles of Incorporation and these Bylaws; and fix their compensation.
- (c) Appoint such agents and employ such other employees, including attorneys and accountants, as it sees fit to assist in the operation of the Corporation, and to fix their duties and to establish their compensation.
- (d) Adopt and establish rules and regulations governing the affairs and activities of the Corporation, and take such steps as it deems necessary for the enforcement of such rules and regulations, including the imposition of monetary penalties and/or the suspension of voting rights; provided notice and a hearing are provided as more particularly set forth in section 7341 of the Corporations Code.
- (e) Enforce all applicable provisions of these Bylaws.
- (f) Contract for and pay premiums for insurance and bonds (including indemnity bonds) which may be required from time to time by the Corporation.

(g) Pay all taxes, and charges which are or would become a lien on any portion of the Corporation's properties.

(h) Contract for any pay for construction or reconstruction of any portion or portions of the Corporation's properties which have been damage or destroyed and which are to be rebuilt.

(i) Delegate its duties and powers hereunder to the officers of the Corporation or to committees established by the Board, subject to the limitations expressed in Section 1 of Article VII hereof.

(j) Prepare budgets and maintain a full set of books and records showing the financial condition of the affairs of the Corporation in a manner consistent with generally accepted accounting principles, and at not greater than annual intervals prepare an annual financial report, a copy of which shall be delivered to each Director as provided in Article IX.

(k) Appoint such committees as it deems necessary from time to time in connection with the affairs of the Corporation.

(l) Fill vacancies on the Board of Directors or in any committee, except for a vacancy created by the removal of a Board member.

(m) Open bank accounts and borrow money on behalf of the Corporation and designate the signatories to such bank accounts.

(n) Bring and defend actions on behalf of the Corporation so long as the action is pertinent to the operations of the Corporation, and assess the members for the cost of such litigation.

Section 2. Limitations on Powers.

(a) ***Self-Dealing Transactions.*** Notwithstanding the powers conferred on the Board pursuant to Section 1 above and Article IV, Section 1 hereof, this Corporation shall not engage in any transaction which meets the definition of a "self-dealing transaction" as defined in section 5233 of the Nonprofit Public Benefit Corporation Law unless the transaction has been approved by one of the means specified in subparagraph (d) of said section 5233.

(b) ***Transactions Between Corporations Having Common Directorships.*** Unless it is established that the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified, this Corporation shall not enter into a contract or transaction with any other corporation, association or entity in which one or more of the Corporation's directors are directors unless the material facts as to the transaction and the director's common directorship are fully known or disclosed to the Board. The Board must

approve, authorize or ratify any such contract or transaction in good faith and by a vote sufficient without counting the vote of the common director(s).

(c) **Loans to Directors or Officers.** This Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless the transaction is first approved by the California Attorney General. This provision shall not apply to any reasonable advance on account of expenses anticipated to be incurred in the performance of the director's or officer's duties.

(d) **Standards for Investment.** Except as provided in sections 5240(c) and 5241 of the Nonprofit Public Benefit Corporation Law, in the investment, reinvestment, purchased, acquisition, exchange, sale and management of the Corporations' investments, the Board shall:

(i) Avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Corporation's capital; and

(ii) Comply with additional standards, if any, imposed by the Articles of Incorporation, these Bylaws or the express terms of any instrument or agreement pursuant to which the invested assets were contributed to the Corporation.

ARTICLE VII COMMITTEES

Section 1. Committees of Directors. The Board may, by resolution adopted by a majority of the directors then in office, designate one or more committees to serve at the pleasure of the Board. Committees shall have all the authority of the Board with respect to matters within their area of assigned responsibility, except that no committee, regardless of Board resolution, may:

(a) Take any final action on any matter which, under the Nonprofit Corporation Law of California, also requires approval of the Members.

(b) Fill vacancies on the Board of Directors or on any committee which has been delegated any authority of the Board.

(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 so amendable or repealable.

(e) Appoint any other committees of the Board of Directors or the members of those committees.

(f) Expend Corporation funds to support a nominee for director after there are more people nominated for director than can be elected.

(g) Approve any self-dealing transaction unless authorized by section 5233(d)(3) of the Nonprofit Public Benefit Corporation Law.

Section 2. Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article V of these Bylaws, concerning meetings of directors, with such changes in the contest of those Bylaws 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 determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporation's records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the government of any committee.

Section 3. Permanent Committees. Standing committees of the Board shall consist of the following and shall be constituted as follows:

(a) **Finance Committee.** The Finance Committee shall supervise the Chief Financial Officer in the management of all financial aspects of the Corporation's operations, including, but not limited to, tax and other mandatory governmental reporting, bookkeeping, and account management, and shall periodically report to the Board of Directors on matters designated by the Board from time to time by resolution. The Finance Committee shall be composed of and shall supervise the activities of two subcommittees, the Audit and Compensation Committee and the Appropriations Committee, with duties and composition as follows:

(i) **Audit and Compensation Subcommittee.** The Audit and Compensation Subcommittee shall be responsible for auditing the Corporation's financial records and reports and for reviewing and making recommendations to the Finance Committee on director compensation, and shall periodically report to the Finance Committee on matters designated by that Committee from time to time by resolution. The Audit and Compensation Subcommittee shall be composed of at least three (3) members, at least one (1) of whom shall be a Director. All members shall be appointed by majority vote of the Board to serve for three (3) year terms.

(ii) **Appropriations Subcommittee.** The Appropriations Subcommittee shall be responsible for tracking all inflows of grant funding and other donations to the Corporation and all outflows of grant money from the Corporation, and shall periodically report to the Finance Committee on matters designated by that Committee from time to time by resolution. The Appropriations Subcommittee shall be composed

of at least three (3) members, at least one (1) of whom shall be a Director. All members shall be appointed by majority vote of the Board to serve for three (3) year terms.

(b) Development Committee. The Development Committee shall supervise the Corporation's management team in the conduct of all day-to-day operations and shall be composed and shall supervise the activities of three subcommittees, the Grant Writing Committee, the Application Review Committee, and the Fundraising Committee, with duties and composition as follows:

(i) **Grant Writing Subcommittee.** The Grant Writing Committee shall be responsible for writing grant applications for submission to corporate, private, and other non-governmental potential funding sources, and shall periodically report to the Development Committee on matters designated by that Committee from time to time by resolution. The Grant Writing Subcommittee shall be composed of at least three (3) members, at least one (1) of whom shall be a Director. All members shall be appointed by majority vote of the Board to serve for three (3) year terms.

(ii) **Appropriations Subcommittee.** The Application Review Subcommittee shall be responsible for reviewing applications for grants from the Corporation and assessing their merit under the Corporation's policies and standards, and shall periodically report to the Development Committee on matters designated by that Committee from time to time by resolution. The Application Review Subcommittee shall be composed of at least three (3) members, at least one (1) of whom shall be a Director. All members shall be appointed by majority vote of the Board to serve for three (3) year terms.

(iii) **Fundraising Subcommittee.** The Fundraising Subcommittee shall be responsible for planning and executing fundraising events and programs, and shall periodically report to the Development Committee on matters designated by that Committee from time to time by resolution. The Fundraising Subcommittee shall be composed of at least three (3) members, at least one (1) of whom shall be a Director. All members shall be appointed by majority vote of the Board to serve for three (3) year terms.

ARTICLE VIII OFFICERS

Section 1. Officers. The officers of the Corporation shall be a president, a secretary and a chief financial officer. The Corporation may also have, at the discretion of the Board, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 following. One person may hold two or more offices, except that neither the secretary nor the chief financial officer may serve concurrently as president.

Section 2. Election of Officers. The officers of the Corporation, except such officers

as may be appointed in accordance with the provisions of Sections 3 and 6 following, shall be chosen annually by majority vote of the Board at its first regular meeting following the annual meeting of the Members or the election of directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 3. Subordinate Officers. The Board may appoint, and may empower the president to appoint, such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws and as the Board may from time to time determine.

Section 4. Removal of Officers. Any officer may be removed, either with or without cause, by the Board at any regular or special meeting, or by any officer upon whom such power of removal may be conferred by the Board; provided, however, that no such officer shall remove an officer chosen by the Board.

Section 5. Resignation of Officers. Any officer may resign at any time by giving written notice to the Board or to the president or to the secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 7. President. The president shall be elected by the Board from among the directors. He or she shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the Corporation. He or she shall preside at all meetings of the Board, and shall have the general power and duties of management usually vested in the office of president of a corporation, together with such other powers and duties as may be prescribed by the Board or the Bylaws.

Section 8. Secretary. The secretary shall keep or cause to be kept at the principal office or such other place as the Board may order, a book of minutes of all meetings of directors, with the time and place of holding same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings and the proceedings thereof. The secretary shall keep, or cause to be kept, appropriate current records showing the names and mailing addresses of any persons designated as "members" of the Corporation. He or she shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws or by law to be given, and he or she shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties

as may be prescribed by the Board or by the Bylaws.

Section 9. Chief Financial Officer. The chief financial officer, who shall be known as the treasurer, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books and records shall at all reasonable times be open to inspection by any director. The treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. He or she shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the president and directors whenever they require it, an account of all of his or her transactions as treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws. If required by the Board, the treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

ARTICLE IX FINANCES

Section 1. Checks. All checks or demands for money and notes of the Corporation shall be signed by the president and treasurer, or by such other officer and officers or such other person or persons as the Board of Directors may from time to time designate.

Section 2. Accounts. The Board shall maintain any accounts it shall deem necessary to carry out its purposes.

Section 3. Financial Statements. The Board of Directors shall review the financial affairs of this Corporation to be made at least every 12 months. Such review shall result in a report which shall reflect the financial condition of this Corporation as of the date of the review and shall summarize the financial transactions in which this Corporation was involved during the period between the last of such review and the date of the current review. A copy of the review shall be available for examination by each of the directors of this Corporation. A copy of any annual financial statement and any income statement of the Corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the Corporation as of the end of such period, that has been prepared by Corporation shall be kept on file in the principal office of the Corporation for 12 months.

The income statements, statements of changes in financial position, and balance sheet referred to in this section shall be accompanied by report, if any, of any independent accountants engaged by the Corporation or the certificate of an authorized officer of the

Corporation that the financial statements were prepared without audit from the books and records of the Corporation.

ARTICLE X MISCELLANEOUS

Section 1. Inspection of Books and Records. In accordance with section 6334 of the California Corporations Code, every director shall have an absolute right at any reasonable time to inspect all books, records, documents and minutes of the Corporation and the physical properties owned by the Corporation. The right of inspection by a director includes the right to make extracts and copies of documents.

Section 2. Corporate Seal. The Corporation shall have a seal in circular form having within its circumference the words "Hands to Help Seniors, Inc., Incorporated May 5, 2011 State of California."

Section 3. Amendment or Repeal of Bylaws. Except as otherwise expressly provided herein, these Bylaws may only be amended or repealed, and new Bylaws adopted by the affirmative vote or written ballot of a majority of all the members of the Board; the Corporation.

Section 4. Notice Requirements. Any notice or other document permitted or required to be delivered as provided herein shall be delivered either personally or by first class mail in accordance with the notice requirements of Article V, Section 5 hereof.

Section 5. Annual Statement of General Information. As and when required by section 6210 of the California Nonprofit Corporation Law, the Corporation shall file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the authorized number of directors, the names and complete business or residence addresses of all incumbent directors, the names and complete business or residence addresses of the chief executive officer, secretary and chief financial officer, the street address of its principal office in this state, together with a designation of the agent of the Corporation for the purpose of service of process.

Section 6. Construction and Definitions. Unless the context requires otherwise or a term is specifically defined herein, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, and singular number includes the plural and the plural number includes the singular.

Section 7. Indemnification of Corporate Agents.

(a) Any person who was or is a director, officer, employee or other agent of the Corporation (collectively "Agents") may be indemnified by the Corporation for any claims, demands, causes of action, expenses or liabilities arising out of, or pertaining to, the Agent's service to or on behalf of the Corporation to the full extent permitted by California Corporations code section 5238.

(b) The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability 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 section 5238 of the Corporations Code; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 8. Nonpaid Directors: Alleged Failure to Discharge Duties; No Monetary Liability. Except as provided in section 5233 or 5237 of the California Public Benefit Corporation Law, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any nonpaid director, including any nonpaid director who is also a nonpaid officer, of this Corporation based upon any alleged failure to discharge the person's duties as director or officer if the duties are performed in a manner that meets all of the following criteria;

(a) The duties are performed in good faith.

(b) The duties are performed in a manner such director believes to be in the best interests of the Corporation.

(c) The duties are performed with such care, including reasonably inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 9. Personal Liability of Volunteer Director or Officer for Negligence.

(a) Except as provided in subparagraph (c), below, there shall be no personal liability to a third party on the part of a volunteer director or volunteer executive committee officer of this Corporation caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director or officer, if all of the following conditions are met:

(i) The act or omission was within the scope of the director's or executive committee officer's duties.

(ii) The act or omission was performed in good faith.

(iii) The act or omission was not reckless, wanton, intentional, or grossly negligent.

(iv) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the Corporation, either in the form of a general liability policy or a director's and officer's liability policy, or personally to the director or executive committee officer. In the event that the damages are not covered by a liability insurance policy, the volunteer director volunteer executive committee officer shall not be personally liable for the damages if the Board of Directors and the person had made all reasonable efforts in good faith to obtain available liability insurance.

(b) For purposes of this Section 10, "volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by the way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a director or executive committee officer does not affect that person's status as a volunteer within the meaning of this section.

(c) This section does not eliminate or limit the liability of a director or officer for any of the following:

(i) Any liability with respect to self-dealing transactions as provided in section 5233 of the California Nonprofit Public Benefit Law or any liability with respect to certain prohibited distributions, loans or guarantees as provided in section 5237 of said law.

(ii) In any action or proceeding brought by the California Attorney General.

Section 10. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose of the Corporation.

CERTIFICATE OF SECRETARY

The undersigned, Secretary of the corporation known as Hands to Help Seniors, Inc., does hereby certify that the above and foregoing Bylaws consisting of 13 pages, were duly adopted by unanimous vote of the Directors of the Corporation on the 5th day of May, 2011 and that they now constitute said Bylaws.

Hands to Help Seniors, Inc.

By: _____
Beverly Stricklin, Secretary