

BYLAWS
OF
OVERSEAS COMMUNITY CARE NETWORK of O.C.
A California Nonprofit Public Benefit Corporation

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ARTICLE I
OFFICES

Section 1. Principal Office.

The principal office for the transaction of the business of this corporation is located at: 2901 W Macarthur Blvd Ste 115, Santa Ana CA 92704. The Board of Directors (herein called the “Board”) may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices.

The Board at any time may establish branches or subordinate offices at any place or places where this corporation is qualified to do business.

ARTICLE II
OBJECTIVES AND PURPOSES

Subject to and in accordance with the purposes as set forth in the Articles of Incorporation, this corporation is organized exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law. The specific activities and programs undertaken by this corporation shall be designated by the Board from time to time.

ARTICLE III
NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of this corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

This corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE IV DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any officer or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization (or organizations) organized and operated exclusively for charitable purposes which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future internal revenue law).

ARTICLE V MEMBERS

This corporation shall have no members. Any action which 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.

ARTICLE VI DIRECTORS

Section 1. Powers.

Except as limited by the California Nonprofit Public Benefit Corporation Law, the Articles of Incorporation and these Bylaws, all corporate powers shall be exercised by or under authority of, and the business and affairs of this corporation shall be controlled by, its Board. The Board may delegate the management of the day-to-day operation of this corporation to a management company or other person provided that the business and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the other officers, agents and employees of this corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage and control the affairs and activities of this corporation and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws as the Board may deem best.

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as the Board may deem best.

(d) To borrow money and incur indebtedness for the purposes of this 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 therefor.

(e) 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.

Section 2. Number.

The authorized number of Directors shall be seventeen(17), but this number may be increased to twenty (20) by amendment of the Articles or Bylaws.

Section 3. Annual Election.

At each annual meeting of the directors a Board of Directors shall be elected to hold office until the next annual meeting but, if any such annual meeting is not held or the directors are not elected thereat, the directors may be elected at any subsequent special meeting of directors.

Section 4. Qualification.

Directors need not be residents of the State of California. Not more than 49% of the persons serving on the Board at any time may be interested persons. An interested person is (1) any person being compensated by this corporation for services rendered to it within the previous twelve (12) months, whether as a full time or part-time employee, independent contractor or otherwise, including any reasonable compensation paid to a director as director; and (2) 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 5. Term of Office.

Each director, including a director elected to fill a vacancy, shall hold office until the next annual meeting of directors and until a successor has been elected and qualified.

Section 6. Vacancies.

(a) A vacancy in the Board shall be deemed to exist whenever any authorized position of director is not filled by a duly elected director, whether caused by death, resignation, removal, incapacity, change in the authorized number of directors or otherwise.

(b) Vacancies in the Board, including vacancies resulting from the removal of a director, may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so elected shall hold office until the next annual meeting of the directors or until his or her successor has been elected and qualified.

(c) Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law (restricting the resignation of a last remaining director), any director may resign effective upon giving written notice to the Chairman of the Board, the

President, the Secretary of the Board, unless the notice specifies a later time for effectiveness of such resignation. If the Board accepts the resignation of a director tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective.

(d) No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his or her term of office.

Section 7. Removal.

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 Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law.

Section 8. Regular Meetings.

Regular meetings of the Board shall be held at such time as shall be from time to time fixed by the Board. An annual meeting of the Board shall be held each year on a date and at a time designated by the Board of Directors. The date so designated shall be within fifteen (15) months after the last meeting. Call and notice of such regular and annual meetings is hereby dispensed with.

Section 9. Special Meetings.

Special meetings of the Board may be called by the Chairman of the Board or the President or any Vice President or the Secretary or any two directors.

Section 10. Notice of Meetings.

Regular meetings of the Board may be held without notice if the time and place of the meetings are fixed by these Bylaws or the Board. Special meetings of the Board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. The articles or the Bylaws may not dispense with notice of a special meeting. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records. The notices shall state the time of the meeting and the place, if the place is other than the corporation's principal office.

Notwithstanding the foregoing, notice of a meeting may be waived as provided for in Section 13 of this Article VI.

Section 11. Manner of Giving Notice.

Written notice shall be deemed given when personally delivered to the director or at the time it is deposited in the United States mail, first class postage prepaid, or at the time it is delivered to a common carrier for transmission, addressed to the director at his or her address as

it is shown upon the records of this corporation, or if it is not so shown on such records and is not readily ascertainable, at the principal executive office of this corporation. Notice by telegraph shall be deemed given when it is actually transmitted by the telegraph company. Oral notice shall be deemed given when it is communicated in person or by telephone to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. Notice by voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means shall be deemed given when the communication is made.

Section 12. Place of Meetings.

Meetings of the Board shall be held at any place within or without the State of California which has been designated in the notice of such meeting or which has been designated from time to time by resolution of the Board. In the absence of such designation, meetings shall be held at the principal office of this corporation.

Section 13. Waiver of Notice.

Notice of a meeting need not be given to any director who signs a written waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. No director who so protests shall be considered present at any such meeting. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum is present, and if, either before or after the meeting, each of the directors not present (including each director who protested lack of notice) signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes thereof. All such waivers, consents and approval shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 14. Quorum.

A majority of the authorized number of directors shall constitute 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 shall be the act of the Board, unless the California Nonprofit Public Benefit Corporation Law, the Articles of Incorporation or these Bylaws require a greater number. 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 such a meeting.

Section 15. Adjournment.

A majority of the directors present at a meeting, whether or not a quorum is present, may adjourn the meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to each director who was not present at the time of the adjournment. Notice shall be deemed given as provided in Section 11 of this Article VI.

Section 16. Committees.

(a) The Board may, by resolution adopted by a majority of the authorized number of directors, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board or in the Bylaws, shall have all the authority of the Board, except with respect to:

(i) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of all the members, i.e. in this case, the Board;

(ii) The filling of vacancies on the Board or on any committee;

(iii) The fixing of compensation of the directors for serving on the Board or on any committee;

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

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

(vi) The appointment of other committees of the Board or the members thereof;

(vii) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or

(viii) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

(b) Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee.

(c) The provisions of Sections 8 through 15 (inclusive) and Sections 17 and 18 of this Article VI shall apply to meetings of each committee, substituting the word "committee" wherever the words "Board" or "Board of Directors" appear, unless the context requires otherwise. Subject to the foregoing, the procedures for notice and conduct of meetings

of each committee shall be as prescribed by the Board, or, in the absence of prescription by the Board, as prescribed by the committee.

Section 17. Action by Unanimous Written Consent.

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

Section 18. Telephonic Meetings.

Directors may participate in a meeting through use of conference telephone, electronic video screen communication or other communications equipment. Participation in a meeting through use of conference telephone pursuant to this Section constitutes presence in person at that meeting as long as all Directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment, other than conference telephone, pursuant to this Section 18 constitutes presence in person at that meeting if all of the following apply:

(a) Each Director participating in the meeting can communicate with all of the other members concurrently.

(b) Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by this corporation.

(c) This corporation has adopted and implemented some means of verifying both of the following:

(i) A person participating in the meeting is a Director or other person entitled to participate in the Board meeting.

(ii) All actions of, or votes by, the Board are taken or cast only by the Directors and not by persons who are not Directors.

Section 19. Loans.

This corporation shall not make any loan of money or property to or guaranty the obligation of any director or officer of this corporation or of its parent or any subsidiary, unless such loan or guaranty has been approved by the Attorney General.

Notwithstanding the foregoing, however, this corporation may advance money to an officer or director of this corporation, or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer, provided that in the absence of such advance such officer or director would be entitled to be reimbursed for such expenses by such corporation, its parent or any subsidiary.

Section 20. Fees and Compensation.

Subject to the limitations on “interested persons” in Section 4 of this Article, Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board.

Section 21. Duty of Directors; Reliance on Others.

A director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(a) In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) One or more officers or employees of this corporation whom the director believes to be reliable and competent in the matters presented;

(ii) Counsel, independent accountants or other persons as to matters which the director believes to be within such person’s professional or expert competence; or

(iii) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence;

so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefor is indicated by circumstances and without knowledge that would cause such reliance to be unwarranted.

ARTICLE VII
OFFICERS

Section 1. Enumeration and Qualifications.

The officers of this corporation shall be a Chairman of the Board or a President, or both, a Vice-President, a Secretary, a Treasurer or Chief Financial Officer and such other officers with such titles and duties as shall be determined in the discretion of the Board including, but not limited to, additional Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Any one person may hold two or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board.

Section 2. Election, Removal and Resignation.

Officers shall be chosen by the Board and shall serve and shall be subject to removal, with or without cause, at the pleasure of the Board, subject to the rights, if any, of officers under contracts of employment with this corporation. Any officer may resign at any time upon written

notice to this corporation without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 3. Chairman of the Board.

The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board or prescribed by the Bylaws. Whenever there is no President of this corporation, the Chairman of the Board shall have the powers and duties of the President.

Section 4. President.

The President shall be the General Manager and Chief Executive Officer of this corporation, subject, however, to the control of the Board and committees appointed by the Board. He or she shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to him or her by the Board or the committees appointed by the Board.

Section 5. Secretary.

The Secretary shall keep or cause to be kept, in books provided for the purpose, the minutes of the meetings of the Board; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records of this corporation and, in general, shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Board or by the President.

Section 6. Treasurer or Chief Financial Officer.

The Treasurer or Chief Financial Officer shall be the financial officer of this corporation; shall have charge and custody of, and be responsible for, all funds of this corporation and deposit all such funds in the name of this corporation in such banks, trust companies or other depositories as shall be selected by the Board; shall receive and give receipts for moneys due and payable to this corporation from any source whatsoever; and in general perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the Board and the President. The Treasurer shall render to the President and the Board, whenever the same shall be required, an account of all his or her transactions as Treasurer and of the financial condition of this corporation. He or she shall, if required so to do by the Board, give this corporation a bond in such amount and with such surety or sureties as may be ordered by the Board for the faithful performance of the duties of his or her office and for the restoration to this corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to this corporation.

Section 7. Assistants and Subordinates.

Any duty to be performed by an officer of this corporation may be performed by his or her duly authorized assistant officer.

ARTICLE VIII
CORPORATE RECORDS

Section 1. Types of Records.

This corporation shall keep adequate and correct books and records of account, and shall keep minutes of the proceedings of the Board and committees of the Board. Such minutes shall be kept in written form. Any other books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 2. Annual Reports.

The Board of Directors shall cause an Annual Report to be sent to each of its directors in accordance with the provisions of Section 6321 of the California Nonprofit Public Benefit Corporation Law.

Section 3. Directors' Right 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 this corporation. Such inspection may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

ARTICLE IX
CORPORATE SEAL; OTHER AUTHORIZATIONS

Section 1. Corporate Seal.

The corporate seal shall be circular in form, and shall have inscribed thereon the name of this corporation, the date of its incorporation, and the word "CALIFORNIA."

Section 2. Execution of Contracts.

The Board, except as in these Bylaws otherwise provided, may authorize any officer or officers or agent or agents to enter into any contract or execute any instrument in the name of and on behalf of this corporation. Such authority may be general, or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind this corporation by any contract or engagement or to pledge its credit, or to render it liable for any purpose or in any amount; provided, however, that nothing contained in this Section 2, ARTICLE IX, shall be construed to prevent any officer of this corporation from performing his or her regular duties in the ordinary course of business pursuant to the authority granted to said officer by these Bylaws.

Section 3. Representation of Shares of Other Corporations.

All shares of any other corporation standing in the name of this corporation shall be voted, represented and all rights incidental thereto exercised by such person as is designated by the

Board. In absence of such designation such shares shall be voted, represented and all rights incidental thereto exercised by the Chairman of the Board, the President, or any Vice President, or any other person authorized to do so by the Chairman of the Board, the President or any Vice President.

ARTICLE X BYLAWS

Section 1. General Scope of the Bylaws.

The particular powers and provisions enumerated in these Bylaws are not intended to be, or to be construed to be, to the exclusion of or a limitation upon the exercise of any right, privilege or power which this corporation may lawfully regulate, or delegate in or by its Bylaws, and as to any matter which may hereafter arise and which is not specifically provided for by these Bylaws, the directors shall have the right to act as the majority of them may determine, provided such action is not contrary to the laws of the State of California governing Nonprofit Public Benefit Corporations.

Section 2. Bylaws to be Kept at Office.

This corporation shall keep at its principal executive office in this State, the original or a copy of its Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 3. 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. Without limiting the generality of the preceding sentence, the masculine gender shall include the feminine and neuter, the singular shall include the plural, the plural shall include the singular and the term “person” shall include both a legal entity and a natural person.

Section 4. Amendments of Bylaws by Directors.

Bylaws may be adopted, amended or repealed by approval of the Board.

ARTICLE XI INDEMNIFICATION

Section 1. Right of Indemnity.

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably

incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the California Nonprofit Public Benefit Corporation Law.

Section 2. Approval of Indemnity.

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Public Benefit Corporation Law, the Board shall promptly decide under Section 5238(e) thereof whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the corporation or the agent or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met.

Section 3. Advance of Expenses.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 1 and Section 2 of this ARTICLE XI in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance.

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer’s, director’s employee’s, or agent’s status as such.

ARTICLE XII
RESTRICTIONS ON DEALING WITH DIRECTORS

Section 1. Self-Dealing Transaction.

A Self-dealing transaction means a transaction:

(a) To which this corporation is a party and in which one or more of its directors has a material financial interest;

(b) Between this corporation and one or more of its directors or between this corporation and any person in which one or more of its directors has a material financial interest.

A mere common directorship does not constitute a material financial interest within the meaning of subdivision (a). A resolution of the Board fixing the compensation of directors or officers of this corporation is not governed by this section.

Section 2. Requirements for a Self-Dealing Transaction.

This corporation shall not be a party to a self-dealing transaction unless either

(a) The Attorney General (or the court in an action in which the Attorney General is an indispensable party) has approved the transaction; or

(b) The transaction meets all of the following requirements:

(i) This corporation entered into the transaction for its own benefit;

(ii) The transaction was fair and reasonable as to this corporation at the time this corporation entered into the transaction;

(iii) Prior to consummating the transaction or any part thereof the Board authorized or approved the transaction in good faith by a vote of a majority of the directors then in office without counting the vote of the interested director or directors, and with knowledge of the material facts concerning the transaction and the director's interest in the transaction. No action by a committee of the Board shall satisfy this paragraph; and

(iv) Prior to authorizing or approving the transaction the Board considered and in good faith determined after reasonable investigation under the circumstances that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances or this corporation in fact could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; or

(c) The following facts are established:

(i) A committee or person authorized by the Board approved the transaction in a manner consistent with the standards set forth in paragraph (b) of this section.

(ii) It was not reasonably practicable to obtain approval of the Board prior to entering into the transaction; and

(iii) The Board, after determining in good faith that the conditions of subparagraphs (1) and (2) of this paragraph (c) were satisfied, ratified the transaction at its next meeting by a vote of the majority of the directors then in office without counting the vote of the interested director or directors.

ARTICLE XIII
RESTRICTIONS ON DEALING WITH DIRECTORS OFFICERS

During any period when this corporation is deemed to be a “private foundation” as defined in the Internal Revenue Code of 1986, as amended from time to time (hereinafter referred to as the “Code”), this corporation

- (a) Shall distribute so much of its income for each taxable year (and principal, if necessary) at such time and in such manner as not subject this corporation to tax upon undistributed income imposed by the Code;
- (b) Shall not engage in any act of self-dealing as defined in the Code;
- (c) Shall not retain any excess business holdings as defined in the Code;
- (d) Shall not make any investments which will subject this corporation to any tax upon investments which jeopardize charitable purpose imposed by the Code; and
- (e) Shall not make any expenditures which will subject this corporation to any tax upon taxable expenditures imposed by the Code.

ARTICLE XIV
EMERGENCY PROVISIONS

Section 1. General.

The provisions of this ARTICLE XIV shall be operative only during a national emergency declared by the President of the United States or the person performing the President’s functions, or in the event of a nuclear, atomic or other attack on the United States or a disaster making it impossible or impractical for this corporation to conduct its business without recourse to the provisions of this ARTICLE XIV. Said provisions in such event shall override all other Bylaws of this corporation in conflict with any provisions of this ARTICLE XIV, and shall remain operative as long as it remains impossible or impracticable to continue the business of this corporation otherwise, but thereafter shall be inoperative; provided that all actions taken in good faith pursuant to such provisions shall thereafter remain in full force and effect unless and until revoked by action taken pursuant to the provisions of the Bylaws other than those contained in this ARTICLE XIV.

Section 2. Unavailable Directors.

All directors of this corporation who are not available to perform their duties as directors by reason of physical or mental incapacity or for any other reason or whose whereabouts are unknown shall automatically cease to be directors, with like effect as if such persons had resigned as directors, so long as such unavailability continues.

Section 3. Authorized Number of Directors.

The authorized number of directors shall be the number of directors remaining after eliminating those who have ceased to be directors pursuant to Section 2.

Section 4. Quorum.

The number of directors necessary to constitute a quorum shall be the number bearing the same proportional relationship to the number of directors remaining pursuant to Section 2 as the quorum established in ARTICLE VI, Section 14 bears to the authorized number of directors set forth in ARTICLE VI, Section 2.

Section 5. Directors Becoming Available.

Any person who has ceased to be a director pursuant to the provisions of Section 2 and who thereafter becomes available to serve as a director shall automatically resume performing the duties and exercising the powers of a director unless the term of office of such person has expired in accordance with its original terms and a successor has been selected and qualified.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected, qualified and acting Secretary of OVERSEAS COMMUNITY CARE NETWORK of O.C., a California nonprofit public benefit corporation, and that the above and foregoing Bylaws were adopted as the Bylaws of said corporation as of the 28th day of October, 2017, by the Board of Directors of this corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 28th day of October, 2017.

Debbie Chen, Secretary