

**AMENDED AND RESTATED BYLAWS OF  
INTERFAITH SHELTER NETWORK OF SAN DIEGO**



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**AMENDED AND RESTATED BYLAWS  
OF  
INTERFAITH SHELTER NETWORK OF SAN DIEGO  
a California Nonprofit Public Benefit Corporation**

These Amended and Restated Bylaws adopted as of March 28, 2024, supersede and replace the Bylaws and all subsequent amendments (if any) of those Bylaws, previously adopted by the Interfaith Shelter Network of San Diego, which prior documents shall be of no further force or effect.

**ARTICLE I  
OFFICES**

Section 1.     Principal Office

The principal office of the Corporation for the transaction of its business shall be located at 3530 Camino Del Rio North #301, San Diego, California 92108, or at such other location within the State of California, as the Board of Directors may establish by resolution.

Section 2.     Other Offices

The Corporation may also have such other offices at such other places, within or outside 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 by resolution.

**ARTICLE II  
PURPOSES**

The general purposes of the Corporation shall be as provided in its Articles of Incorporation. The specific purpose of the Corporation is to work collaboratively through its Rotational Shelter Program with local human services agencies, local governments and local congregations to provide shelter and other services and resources to homeless individuals and families at sites throughout the San Diego region, including congregational shelter sites. In addition, the Corporation's El Nido Transitional Housing Program provides housing, case management, education, counseling, transportation, childcare and other resources and services to homeless battered women with children at an eleven (11)-unit apartment complex owned by the Corporation. The specific purposes of the Corporation further include:

- (a) Participation in local organizations which promote access to shelter, housing, and other resources and services for homeless individuals and families in the San Diego region and in organizations which advocate for an end to domestic violence.
- (b) Increasing participation by local organizations and congregations of all faiths in Corporation programs.
- (c) Increasing participation by local, state, and national funders, both public and private, in financial support for Corporation programs.

(d) Advocacy for policies and programs that will improve the well-being of homeless individuals and families locally, statewide and nationally.

(e) Connecting shelter guests and El Nido participants with resources and services to help them escape homelessness, including jobs, social services and increased income.

### **ARTICLE III MEMBERS**

The Corporation shall have no members. Pursuant to Section 5310(b) of the California Nonprofit Public Benefit Corporation Law, any action that would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of the Corporation, require approval by a majority of all members or approval by the members, shall require only the approval of the Board of Directors.

### **ARTICLE IV DIRECTORS**

#### **Section 1. Number and Composition**

The Corporation shall have a Board of Directors consisting of no fewer than five (5) directors and no more than fifteen (15) directors, who shall be elected in accordance with Section 16 of this Article IV.

#### **Section 2. Restriction on Interested Persons as Directors.**

No more than twenty percent (20%) of the persons serving on the Board of Directors may be "interested persons." An "interested person" is (a) any person compensated by the 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, excluding any reasonable compensation paid to a director as a director; and (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 such person. While individuals who have been compensated by the Corporation for services rendered during the previous twelve (12) months are eligible to serve on the Board of Directors, no individual may serve on the Board of Directors at the same time that such person is being compensated by the Corporation for services rendered to it. However, any violation of this Section shall not affect the validity or enforceability of transactions entered into by the Corporation.

#### **Section 3. Functions and Responsibilities**

Subject to any limitations in the California Nonprofit Public Benefit Corporation Law, the Articles of Incorporation of this Corporation or 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 of Directors.

Section 4. Terms of Office

Each director shall hold office from the effective date of his or her election to director until the end of the third (3<sup>rd</sup>) Annual Meeting (as provided for in Section 16 of this Article IV) following his or her election as director and the appointment of his or her successor, or until he or she resigns or is removed. The Board of Directors at any time may appoint persons to serve as directors for terms shorter than three (3) years, in order that the terms of directors are staggered. Directors may serve a maximum of three (3) consecutive terms.

Section 5. Qualifications

Any person of sound mind and twenty-one (21) years of age or older may serve as a member of the Board of Directors; provided, however, that no individual shall be elected to the Board of Directors who is a 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 a current director, or who is an employee of, an active participant in, or in any other way is affiliated with, an organization or congregation that is represented by a current director. Nothing contained herein shall preclude an individual who is a director on the date these Amended and Restated Bylaws are approved from serving out his or her current term of office or from being asked to serve another term as allowed by Section 16 of this Article IV.

Section 6. Compensation; Expenses

The Board of Directors shall serve without compensation. Reimbursement of expenses incurred by a director shall be allowed if reasonable in amount and reasonably incurred in connection with his or her service as a director in the conduct of the official business of the Corporation.

Section 7. Place of Meetings and Meeting by Telephone

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board of Directors. In the absence of such a designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board of Directors shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal executive office of the Corporation. Any meeting, regular or special, may be held by conference telephone, video teleconference, 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 the meeting.

Section 8. Regular Meetings

Regular meetings of directors shall be held with such frequency as shall be designated by the Board of Directors from time to time, but not less frequently than four (4) times in each fiscal year of the Corporation.

Section 9. Annual Meeting

The annual meeting (the “Annual Meeting”), which shall be the meeting at which the Board of Directors may elect directors to replace any directors whose terms are expiring in accordance with the provisions of Section 16 of this Article IV, elect officers, and conduct such other business as may properly come before the Board of Directors, shall be held in February of each year, or at such other time as the Board of Directors shall designate.

Section 10. Special Meetings

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair or by any two members of the Board of Directors.

Section 11. Notice of Meetings

A regular or special meeting of the Board of Directors may be held only after each director has received not less than four (4) days’ notice by first-class mail or not less than forty-eight (48) hours’ written notice given personally or by telephone, including a voice messaging system, or by electronic transmission, provided that the director to whom a notice is sent by electronic transmission has provided an address for his or her receipt of electronic transmissions of the type being used for notice, which provision shall constitute the director’s consent to the receipt of notice by electronic transmission, and the electronic transmission otherwise is made in compliance with the provisions of Section 20 of the California Corporations Code. Except as otherwise provided in the preceding sentence, any such notice shall be addressed or delivered to each director at the director’s address as it is shown on the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if an address is not shown on the corporation’s records or is not readily ascertainable, at the place at which the meetings of the directors are regularly held. Written notice by mail shall be deemed to have been given at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Written notice that is personally served or sent by electronic transmission shall be deemed to have been given at the time it is personally delivered or electronically transmitted. Oral notice shall be deemed received at the time it is communicated, in person or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages to the recipient, including the recipient’s designated voice mailbox or address on such system, or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 12. Waiver of Notice and Consent to Hold Meetings

Notwithstanding any other provision of these Bylaws, the transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be 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 written waiver of notice, a consent to holding the meeting or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who

attends the meeting without protesting the lack of notice either before the meeting or at its commencement.

Section 13. Quorum for Meetings

A majority of the number of directors then in office, shall constitute a quorum. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of the Corporation, or by law, no business shall be considered by the Board of Directors at any meeting at which a quorum is not present. However, a majority of the directors present at such meeting, whether or not constituting a quorum, may adjourn any meeting to another time and place, provided, that if the meeting is adjourned for more than twenty-four (24) hours, notice of the time and place of the meeting is given in accordance with Section 11 of this Article IV.

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 these Bylaws, or the Articles of Incorporation of the Corporation.

Section 14. 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 shall be regarded as the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of the 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 material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval by the Board of Directors.

An absent director is not allowed to vote by proxy.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation or with provisions of law.

Section 15. Action by Unanimous 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 all members of the Board of Directors shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board of Directors" 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 of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. 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 unanimous written consent of

the Board of Directors without a meeting and that the Bylaws of the Corporation authorize the directors to so act and such statement shall be prima facie evidence of such authority.

Section 16. Election of Directors; Annual Meeting

At each Annual Meeting at which the term of any director will expire upon the adjournment of the Annual Meeting, the Board of Directors shall elect new members to the Board of Directors to succeed those members whose terms expire. The term of office of all persons elected to the Board of Directors at the Annual Meeting shall commence upon the adjournment of such Annual Meeting. In addition to the election of any members to the Board of Directors to replace members whose terms will expire, the Board of Directors shall elect the officers of the Corporation as provided in Section 2 of Article V.

The Board of Directors shall elect the members of the Board of Directors, whether at the Annual Meeting or at any other time where such election is necessary to fill a vacancy on the Board of Directors., The list of nominees may include any existing director whose term is expiring (subject to the term limits set forth in Section 4 of this Article IV) and any other persons otherwise qualified to serve as a director.

Section 17. Removal of Director

The Board of Directors may remove a director at any time, with or without cause, by the vote of a majority of the directors then in office.

Section 18. Vacancies

Vacancies in the Board of Directors may be filled by a majority of directors then in office, whether or not less than a quorum, or by a sole remaining director. A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event of death, resignation or removal of any director, or whenever the authorized number of directors is increased, or if the Board of Directors by resolution declares vacant the office of a director.

Any director may resign effective upon giving written notice to the Chair of the Board or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. 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. 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.

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

Section 19. Board Member Emeritus

There shall be an honorary category of former Board members known as a *Board Member Emeritus* who may be nominated and elected by the Board of Directors at the Annual Meeting. Board Members Emeritus, if any, shall be selected from those former board members who have served on the Board of Directors with distinction and excellence

and meet the other criteria as established by the Board. A simple majority vote of directors present at the Annual Meeting at which a quorum is present is sufficient to approve an appointment.

Board Members Emeritus shall serve three (3) year terms and may be elected for an indefinite number of successive terms for as long as they remain active in the work of the Interfaith Shelter Network and the Board determines that they meet the criteria for continued membership as defined by the Board. They may resign their term or be removed by the Board at any time.

Board Members Emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at any meeting, entitled to hold office, or entitled to vote on any issue that comes before the Board.

## **ARTICLE V OFFICERS**

### Section 1.     Number of Officers

The officers of the Corporation shall be a President, who shall serve as Chair of the Board, a Vice President, who shall serve as the Vice Chair, a Secretary and a Chief Financial Officer, who shall serve as the Treasurer. The Corporation may also have such other officers with such qualifications as the Board of Directors determines. A person may serve simultaneously in any number of offices *except* that the person serving as Chair of the Board shall not simultaneously serve as Vice Chair, Secretary or Treasurer.

### Section 2.     Qualification, Election and Term of Office

At each Annual Meeting at which the term of any officer has expired or will expire upon the adjournment of the Annual Meeting, the Board of Directors shall elect a new officer to succeed the officer whose term has expired. The term of all officers elected at the Annual Meeting shall commence upon the adjournment of such Annual Meeting. Officers may also be elected at other times during the year, at a duly called meeting of the Board of Directors, to fill vacancies created by the expiration of an officer's term, the resignation of an officer, or removal of an officer by the Board. Each of such officers shall serve a three (3) year term of office or 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. Officers may serve a maximum of two consecutive terms.

### 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 are provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

Section 4. The Chair of the Board

(a) The Chair shall be responsible to the Board of Directors for the administration of the affairs of the Corporation within the framework of the policies established by the Board of Directors. Without limiting the generality of the foregoing, and except as otherwise provided herein, the Chair shall have the power to execute and deliver in the name of the Corporation such deeds, mortgages, bonds, contracts and other instruments that may from time to time be authorized by the Board of Directors.

(b) The Chair shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors.

Section 5. The Vice Chair

If the Chair is absent or disabled, the Vice Chair shall perform all duties of the Chair. When so acting, the Vice Chair shall have all powers or and be subject to all restrictions on the Chair. The Vice Chair shall have such other powers and perform such other duties as the Board of Directors or these Bylaws may require.

Section 6. Duties of the 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 places as the Board of Directors may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, 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 of the Corporation.

(e) Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request these 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 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 7. Duties of the Treasurer

Subject to the provisions of Article VIII of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall do, or cause to be done, the following:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- (c) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursement.
- (d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. Any surplus shall be classified according to source and shown in a separate account.
- (e) 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 therefore.
- (f) Render to the Board of Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) 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 8. Removal and Resignation

Any officer may be removed, either with or without cause, by a majority vote of the Board of Directors, at any time, without prejudice to the rights, if any, of such officer under any contract of employment with the corporation. Any officer may resign at any time by giving written notice to the Board of Directors or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the 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.

## ARTICLE VI COMMITTEES

### Section 1. Appointment of Committees

Committees of the Corporation may be standing or special. Subject to any contrary provisions of this Article VI, the Board of Directors shall, by a majority vote of directors then in office, appoint the members of any standing or special committee, as well as a chairman for each standing and special committee.

Each committee shall exercise such power and carry out such functions as are designated by these Bylaws or as delegated from time to time by the Board of Directors.

### Section 2. Executive Committee

The Board of Directors may establish an Executive Committee consisting of the officers of the Corporation, along with such additional members of the Board of Directors as the Board may, from time to time, determine should be appointed to serve as members-at-large of the Executive Committee for a specific term not to exceed one-year. The Executive Committee, if formed, shall:

(a) Meet with such frequency and at such times as the Executive Committee may determine, provided that the Chair of the Board shall have authority to call a special meeting of the Executive Committee, following the procedures for notice and similar matters as apply to Special Meetings of the Board of Directors.

(b) Keep regular minutes of its proceedings, cause them to be filed with the Corporation records, and report the same at the next Board of Directors meeting.

(c) Act on behalf of the Corporation in between meetings of the Board of Directors when emergency action is required that cannot wait until the next regular meeting of the Board of Directors or until a special meeting of the Board of Directors can be called; any such action taken by the Executive Committee shall be subject to the ratification of the Board of Directors.

(d) Exercise all power and authority and perform all duties and responsibilities as may be expressly delegated to it from time to time by the Board of Directors, subject to any limitations imposed by the Board of Directors, except with respect to:

- (i) The power to ratify or approve the actions of the Executive Committee.
- (ii) The filling of vacancies on the Board of Directors or on any committee which has the authority of the Board of Directors.
- (iii) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (iv) The amendment or repeal of any resolution of the Board of Directors.

(v) The appointment of committees of the Board of Directors or the members thereof.

(vi) The approval of any transaction to which the Corporation is a party and in which one or more of the directors has a material financial interest except as expressly provided by the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board of Directors may at any time terminate the Executive Committee, revoke or modify any or all of the authority delegated to the Executive Committee, increase or decrease the number of Executive Committee members, appoint or remove any member-at-large from the Executive Committee, and fill vacancies on the Executive Committee in accordance with the provisions of this Article VI.

### Section 3. Audit Committee.

In the event that the Corporation realizes revenues of Two Million Dollars (\$2,000,000) or more in any fiscal year, the Corporation shall appoint and thereafter maintain an Audit Committee composed of two or more members, all of whom shall be appointed by the Board of Directors. Audit Committee members may but need not be members of the Board of Directors. Notwithstanding the foregoing: (A) neither the Chair of the Board, the Treasurer nor any person employed by the Corporation shall be eligible to serve as a member of the Audit Committee; and (B) persons serving on a finance committee of the Corporation, if one shall exist, shall constitute less than half the members of the Audit Committee. The chairman of the Audit Committee shall not be the same person who is then serving as chairman of a finance committee, if one shall exist. Members of the Audit Committee shall not receive any compensation from the Corporation in excess of compensation, if any, received by directors for service as a director, and no member of the Audit Committee shall have a material financial interest in any entity doing business with the Corporation. Subject to the supervision of the Board of Directors, the Audit Committee shall be responsible for recommending to the Board the retention and termination of the Corporation's independent auditor and, if directed by the Board, shall negotiate the independent auditor's compensation on behalf of the Board. The Audit Committee shall: (A) confer with the auditor to satisfy itself that the financial affairs of the Corporation are in order; (B) review and determine whether to accept the audit; and (C) review and approve, if appropriate, any non-audit services performed by the independent auditor (or other members of the independent auditor's firm), but only if it determines that any such non-audit services conform with the standards for auditor independence set forth in the latest revision of the Government Auditing Standards issued by the Comptroller General of the United States. The Audit Committee shall meet as frequently as it shall determine is necessary or appropriate to satisfy its responsibilities set forth above.

### Section 4. Other Committees

The Board of Directors may also appoint standing committees whose duties and authority shall be established by resolution of the Board of Directors. The Corporation shall have such special committees as the Board of Directors shall approve, by a majority vote of directors then in office, from time to time for such specific reasons as the Board of Directors shall designate. These additional committees shall have such powers, duties and functions as the Board of

Directors shall designate and shall recommend actions for the approval of the Board of Directors as required.

Section 5. 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 make such provisions applicable to the committee and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. 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. A majority of the authorized number of members of any such committee shall constitute a quorum for the transacting of business.

Section 6. Vacancies

Vacancies in any committee shall be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

**ARTICLE VII  
INDEMNIFICATION**

The Corporation shall, to the maximum extent permitted by the California Nonprofit Public Benefit Corporation Law, indemnify each of its agents (as that term is defined in Section 5238 of the California Nonprofit Public Benefit Corporation Law) against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation.

The Board of Directors may authorize the purchase and maintenance by the Corporation of insurance on behalf of any agent of the Corporation against 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 is empowered to indemnify the agent against such liability under the provisions of this Article VII.

For purposes of this Article VII, an "agent" of the Corporation includes any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or was a director, officer, employee or agent of a corporation which was a predecessor corporation of the Corporation or another enterprise at the request of such predecessor corporation.

**ARTICLE VIII  
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

Section 1.     Execution of Instruments

The Board of Directors may by resolution either 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, or withdraw such authorization, and such authority may be general or confined to specific instances.

Section 2.     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 3.     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 the Corporation.

**ARTICLE IX  
CORPORATION RECORDS AND REPORTS**

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 the Board of Directors and all committees of the Board of Directors, indicating the time and place of holding such meetings, whether regular or special and, if special, how authorized, the notice given, the names of those present and the proceedings thereof.

(b) Adequate and correct books and records of account, including account 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, of the Corporation at all reasonable times during office hours.

Section 2.     Director's Inspection Rights

Every director shall have the right at any reasonable time to inspect all books, records and documents related to the Corporation and each of its subsidiary corporations, and within the limits set by law pertaining to confidentiality, and to inspect the physical properties of the Corporation. This inspection by a director may be made in person or by an agent or attorney.

Section 3. Annual Statement of Specific Transactions

The Corporation shall mail or deliver to all directors within one hundred twenty (120) days after the close of its fiscal year a statement which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

Any transaction in which the Corporation or its subsidiary was a party, and in which any director or officer of the Corporation, or its subsidiary had a direct material financial interest.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000) or which was one of a number of transactions with the same person involving, in the aggregate, more than fifty thousand dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any director or officer, pursuant to the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

**ARTICLE X  
FISCAL YEAR**

The Corporation shall have a fiscal year ending on such date as shall be established and may be changed from time-to-time by resolution of the Board of Directors.

**ARTICLE XI  
AMENDMENTS**

Section 1. Bylaws

Subject to any provision of law applicable to the amendment of Bylaws of nonprofit public benefit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of a majority of the members of the Board of Directors then in office provided that amendments have been submitted in writing at least 30 days prior to the meeting at which proposed amendments will be considered.

Section 2. Articles

Any amendment of the Articles of Incorporation may be adopted by the approval of two-thirds (2/3's) of the members of the Board of Directors then in office provided that amendments

have been submitted in writing at least 30 days prior to the meeting at which proposed amendments will be considered.

**ARTICLE XII  
CONFLICT OF INTEREST**

Section 1.     Conflict of Interest Policy

The Board of Directors shall adopt and periodically review and amend, as the Board of Directors shall deem appropriate, a conflicts of interest policy governing the actions of directors, officers and key employees of the Corporation.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the Interfaith Shelter Network of San Diego, a California nonprofit public benefit corporation; and

That these Amended and Restated Bylaws comprised of 16 pages, including this page, constitute the Bylaws of said Corporation, as duly adopted by the required vote of the Board of Directors by following the procedures outlined in Section 15. Action by Unanimous Written Consent Without Meeting.

Executed on March 28, 2024, San Diego, California

  
Secretary