

BYLAWS OF LITTLE HANDS, A PARENT-CHILD CENTER
A California Nonprofit Corporation

ARTICLE I

NAME

The name of this corporation shall be LITTLE HANDS, A PARENT-CHILD CENTER (the “Corporation”).

ARTICLE II

PRINCIPAL OFFICE

The principal office for the transaction of the business of the Corporation is located at 1300 Fifth Avenue, Belmont, CA 94002 in San Mateo County. The Board of Directors (the “Board”) may change the principal office from one location to another. Any change of this location shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE III

OBJECTIVES

The objectives of this Corporation shall be:

- To operate and conduct a play-based, parent participation nursery school;
- To provide a stimulating, safe and nurturing environment for parents and their children;
- To educate parents of young children on child development and parenting;
- To provide a community of support for parents of young children;
- To do all acts necessary or expedient for the attainment of said purposes permitted by the laws of the State of California.

ARTICLE IV

POLICY

This Corporation shall not discriminate against students or applicants for enrollment on the basis of race, religious creed, color, national origin, ancestry, physical disability, mental disability, medical condition, marital status, sex, age or sexual orientation. This Corporation is an Equal Opportunity Employer. It does not discriminate against employees or applicants for employment on the basis of race, religious creed, color, national origin, ancestry, physical disability, mental disability, medical condition, marital status, sex, age or sexual orientation.

No commercial enterprise nor any political candidate shall be endorsed by the Corporation. Neither the name of this Corporation nor its officers in their official capacities shall be used in connection with a commercial concern or with any partisan interest, for individual profit, or for other than the regular work of the Corporation.

Upon dissolution, none of the Corporation's assets shall inure to any individual but shall be distributed to a fund or foundation whose property is dedicated to exempt purposes as specified in Internal Revenue Code Section 501(c)(3). The property of this non-profit Corporation is irrevocably dedicated to a school of less than college grade and for nursery school purposes specifically.

ARTICLE V

MEMBERSHIP

SECTION 1. QUALIFICATIONS

The parents or any other person responsible for the general care and welfare of any child enrolled in the school shall become a member of this Corporation. Each member shall be entitled to one vote, irrespective of the number of children of any one family enrolled in the school. There shall be allowed and permitted only one membership per family. All members whose children are currently enrolled in Little Hands, a Parent-Child Center shall be considered active members.

Any child to be enrolled in Little Hands, a Parent-Child Center shall be between the ages of six (6) months and thirty-six (36) months as of September 1st of that school year, unless otherwise approved by the Program Director or Executive Director. The exception would be for the Family Class in which siblings up to 5 years old may be enrolled.

A member family shall be willing and able to fulfill the requirements placed upon it by the rules and Bylaws of the Corporation.

A parent or other family member must attend class with a child unless the Program Director or Executive Director of the school waives this requirement.

SECTION 2. ADMISSION OF MEMBERS

Requirements

Any participating adult who attends more than three (3) classes shall have a negative tuberculosis test prior to the beginning of the school year or prior to attendance once the school year has begun and provide a statement signed by a physician stating that the results were negative for tuberculosis, unless waived by the Program Director or Executive Director of the school.

The child shall have a physical examination before entering and shall provide proof of immunizations according to State Law, unless waived by the Program Director or Executive Director of the school.

Each member must submit to the Vice President of Registration all forms specified in the Policy Handbook or required by law before the parent and child will be permitted to attend school.

SECTION 3. DUTIES OF MEMBERS

All members shall attend class and shall perform a job and maintenance work as coordinated by the Jobs Chairperson and Facilities Chairperson. Job and maintenance requirements shall be set forth by the Board. Members of the Board shall be exempt from job and maintenance requirements, and the Board may exempt officers of the Corporation who are not members of the Board from job and maintenance requirements. If a member has opted-out for performance of a job by paying a buyout fee, the member is still responsible for performing maintenance work and other requirements as set for by the Board.

All members shall pay tuition and fees as established pursuant to subsection 1 above on or before the due date of each such payment. The Program Director and Executive Director are authorized to grant full or partial tuition scholarships on a nondiscriminatory basis. Late payments shall be subject to penalties and fines as set forth by the Board.

SECTION 4. TERMINATION OF MEMBERSHIP

Causes of Termination. The membership of any member shall terminate upon occurrence of any of the following events.

- The voluntary resignation of the member;
- When a membership is issued for a period of time, the expiration of such period of time;
- The death of a member;
- The nonpayment of dues, subject to the limitations set forth in these bylaws;
- The determination by the Board or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation or has engaged in conduct materially and seriously prejudicial to the interests of the Corporation.

Procedure for Expulsion. The Corporation must follow the expulsion procedure mandated by Corporations Code Section 5341 as amended.

ARTICLE VI

MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETING

Meeting of the membership shall be held at any place within or outside the State of California designated by the Board. In the absence of any such designation, members' meetings shall be held at the principal office of the Corporation.

SECTION 2. ANNUAL MEETING

The annual meeting of members shall be held every year on a date fixed by the Board as provided in Section 4 of this Article VI.

SECTION 3. SPECIAL MEETING

A special meeting of the members may be called at any time by any of the following: The Board or the President of the Corporation.

SECTION 4. NOTICE OF MEMBERS' MEETINGS

All notices of meetings of members shall be sent by mail, facsimile, or other means of electronic communications or personally delivered to each member not less than ten (10) days in advance. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the regular meeting, those matters which the Board, at the time of giving the notice, intends to present for action by the members. In the event that a member has provided his/her contact information, notice shall be given. Where no such contact information appears or is given, notice shall be given at the principal office of the Corporation.

The Secretary of the Corporation, or any transfer agent specially designated by the Secretary for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such a person or persons by the President of the Corporation shall be sent to the members forthwith and in any event within twenty (20) days after the request was received.

No meeting of members may be adjourned more than forty-five (45) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Waivers, Consents, and Approvals

The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as those performed at a meeting duly held after regular call and notice, if a quorum is present in person, and if, either before or after the meeting, each of the persons entitled to vote but not present in person signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 5. QUORUM

Percentage required. Thirty-three and one-third percent (33.3%) of the members shall constitute a quorum for the transaction of business at a meeting of the members.

Loss of Quorum. The members present at a meeting duly called may continue to transact business until adjournment, even though enough members withdraw from the meeting to leave less than a quorum present, so long as any action taken (other than adjournment) is approved by the affirmative votes of at least the number of members equal to a majority of a quorum.

SECTION 6. ADJOURNED MEETING

Any members' meeting, annual or special, may be adjourned from time to time by the vote of the majority of the members present.

ARTICLE VII

DIRECTORS

SECTION 1. NUMBER

The Corporation shall have no more than eighteen (18) and no fewer than eight (8) Directors, any amendment hereof shall be approved by a majority of all members.

In addition, each board position may be held by one or more Directors (job share) and shall be filled in accordance with the Bylaws. In the event of job sharing, the Directors sharing shall only have a total of one vote between or among them for each board position.

SECTION 2. QUALIFICATIONS

The Directors of the Corporation shall be residents of the State of California and members of the Corporation.

SECTION 3. TERMS OF OFFICE

Each Director shall hold office as prescribed in these Bylaws for a term of one (1) year from the date of such Director's election. Each Director shall hold office until such Director's successor is elected and qualified under these Bylaws or until the expiration of the term for which elected.

Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, unless the Director has been removed from office.

SECTION 4. NOMINATION

Any person qualified to be a Director under these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

SECTION 5. ELECTION

The Directors shall be elected each year by written ballot as prescribed by these Bylaws. Candidates shall be elected by receiving the highest number of votes up to the number of Directors to be elected (plurality voting).

The Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by these Bylaws.

SECTION 6. COMPENSATION

The Directors shall serve without compensation, other than for reasonable expenses.

SECTION 7. MEETINGS OF THE BOARD OF DIRECTORS

Call of Meetings

Meetings of the Board may be called by the President or any Vice-President or the Secretary or any two (2) Directors.

Place of Meeting

All meetings of the Board shall be held at any place within or outside the State of California designated by the Board. In the absence of any such designation, the Board's meeting shall be held at the principal office of the Corporation.

Time of Regular Meetings

Regular meetings of the Board shall be held, without call or notice, at date(s) and times(s) specified by the Board.

Special Meetings

Special meetings of the Board may be called by the President or any two (2) Directors. Special meetings shall be held on four (4) days' notice by first-class mail, or twenty-four (24) hours' notice delivered personally, by telephone, by electronic mail or by facsimile or other means of electronic communication.

Notice of the special meeting need not be given to a Director who provides a waiver of notice or consent to holding the meeting or an approval of the minutes thereof in writing, whether before or after the special meeting, or who attends the special meeting without protesting, prior thereto or at its commencement, the lack of notice to that Director. These waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Joint Meeting

A joint meeting of the outgoing and incoming Board shall be held following each election. All official records shall be turned over to the incoming Board members and a record kept of this transaction. Each Board member, whether elective or appointive, shall be required to surrender his or her records promptly and in good order.

Quorum

A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business except as hereinafter provided.

Absence

If a Director is absent from two (2) Board meetings in any one fiscal year, for reasons, which the remaining members of the Board may determine to be insufficient, his or her resignation may be deemed to be rendered and accepted, and he or she may be so notified.

Transactions of Board

Except as otherwise provided in the Articles, in these Bylaws, or by 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 is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if an action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

Conduct of Meetings

Any Director selected by the Directors present shall preside at meetings of the Board. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action, including by electronic consent. 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 the unanimous vote of such Directors.

ARTICLE VIII

DIRECTORS

SECTION 1. POWERS

General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Specific powers. Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

- Select and remove all officers, Agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these Bylaws; and fix their compensation.
- Change the principal office in the State of California from one location to another and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.

- Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trusts, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- Hire all staff and teachers.
- Appoint the Executive Director and Program Director of the Corporation.
- Establish application fees and tuition fees of the Corporation.

SECTION 2. VACANCIES

Events causing vacancy. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following:

- The death or resignation of a Director;
- The vote of the members to remove a Director;
- The increase of the authorized number of Directors; or
- The failure of the members, at any meeting or meetings at which any Director or Directors are to be elected, to elect the number of Directors to elect at such meeting.

Vacancies on the Board may be filled by a majority of the remaining Directors in office, provided such majority represents no less than a quorum, and each Director so elected shall hold office until his or her successor is elected.

Resignations. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board, 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 may elect a successor to take office as of the date when resignation becomes effective.

Vacancies filled by members. The members may elect a Director or Directors at any time to fill any vacancy or vacancies on the Board, but any such election by written consent shall require the consent of a majority of the voting power.

No vacancy on reduction of number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

ARTICLE IX

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, each consisting of two or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- Take any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval or approval of a majority of all the members;
- Fill vacancies on the Board or on any committee which has the authority of the Board;
- Fix compensation of the Directors for serving on the Board or on any committee;
- Amend or repeal Bylaws or adopt new Bylaws;
- Amend or repeal any resolution of the Board, which by its express terms is not so amendable or repealable;
- Appoint any other committees of the Board or the members of these committees;
- Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;
- Approve any transaction (1) to which the Corporation is a party and one or more Directors have a material financial interest; or (2) between the Corporation and one or more of its Directors or between the Corporation and any person in which one or more of its Directors have a material financial interest.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws, concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE X

OFFICERS

SECTION 1. OFFICERS

The officers of the Corporation shall be President, Vice President-Registration, Vice President-Liaison, Secretary, and Treasurer. The Corporation may also have, at the discretion of the Board, such other officers as may be appointed in accordance with the provisions of Section 3 of Article X. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President. All officers must be Directors of the Corporation, except that the Secretary and Treasurer need not be Directors or members of the Corporation.

SECTION 2. ELECTION OF OFFICERS

The officers of the Corporation, except those appointed in accordance with the provisions of Section 3 of the Article X, shall be elected by the members as provided by Articles VII and VIII.

SECTION 3. SUBORDINATE OFFICERS

The Board may appoint, and may authorize the President or another officer to appoint, any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board.

SECTION 4. VACANCIES OF OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

SECTION 5. RESPONSIBILITIES OF OFFICERS

1. President. The President shall preside at all meetings; appoint chairpersons of standing committees; be an ex-officio member of all committees; cast a vote only when the voting is by ballot in case of a tie vote; and perform usual functions of the office.
2. Vice President for Registration. The Vice President of Registration shall serve as registrar for the school; coordinate all aspects of registration, including thorough upkeep of the registration database; maintain list of registered families, individual class lists, and all pertinent forms; mail registration packets; and coordinate open houses as needed throughout the year.
3. Vice President for Liaison. The Vice President of Liaison shall serve as liaison between the Board and the class liaisons to ensure that all necessary information is exchanged in a timely fashion; he or she is also responsible for all internal communication.

4. Secretary. The Secretary shall keep minutes of all membership and Board meetings and post minutes of Board meetings. The Secretary shall maintain the corporate records. He or she should attend to all correspondence of the Corporation.

5. Treasurer. The Treasurer shall be the custodian of all funds; collect tuition, registration and any assessments; keep a record of all financial statements; deposit funds in a commercial account in a bank approved by the Board; and co-sign checks with the President, Vice President or Executive Director of the school. Any check under the amount of \$350.00 does not need to be co-signed.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

SECTION 1. DEFINITIONS

For the purpose of the Article,

- a) "Agent" means any person who is or was a Director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;
- b) "Proceeding" means any threatened, pending, or completed action, claim, suit or proceeding, whether civil, criminal, administrative, or investigative; and
- c) "Expenses" includes, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or Proceedings against any Agent by reason of his or her position or relationship as Agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

SECTION 2. SUCCESSFUL DEFENSE BY AGENT

To the extent that an Agent of this Corporation has been successful on the merits in the defense of any Proceeding referred to in this Article, or in the defense of any Proceeding therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the Proceeding. If an Agent either settles any such Proceeding or sustains a judgment rendered against him or her, then the provisions of Section 3 through 5 shall determine whether the Agent is entitled to indemnification.

SECTION 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION

Subject to the required findings to be made pursuant to Section 5, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any Proceeding other than the action brought by, or on behalf of, this Corporation, or by any officer, Director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant Director was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an Agent of this Corporation, for all Expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the Proceeding.

SECTION 4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION

a) Claims settled out of court. If any Agent settles or otherwise disposes of a Proceeding brought by or on behalf of this Corporation, with or without court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any Expenses incurred in defending against the Proceeding, unless it is settled with the approval of the Attorney General.

b) Claims and suits awarded against Agent. This Corporation shall indemnify any Agent who was or is a party or is threatened to be a party to any Proceeding brought by or on behalf of this Corporation by reason of the fact that the person is or was an Agent of this Corporation, for all Expenses actually and reasonably incurred in connection with the defense of that Proceeding, provided that both of the following are met:

- i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and
- ii) Upon application, the court in which the Proceeding was brought must determine that, in view of all of the circumstances of the case, the Agent should be entitled to indemnity for the Expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an Agent in Sections 3 and 4 above is conditioned on the following:

- a) Required standard of conduct. The Agent seeking indemnification must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any Proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Agent did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of this Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the Agent must have had no reasonable cause to believe that his conduct was unlawful.

- b) Manner of determination of good faith conduct. The determination that the Agent did act in a manner complying with Paragraph (a) above shall be made by:
- (i) The Board, by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
 - (ii) The members, by an affirmative vote of a majority of the members represented and voting at a duly held meeting of members at which a quorum is present (which affirmative votes also constitutes a majority of the quorum); or
 - (iii) The court in which the Proceeding is or was pending, provided that such determination may be made on application brought by this Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by this Corporation.

SECTION 6. LIMITATIONS

Notwithstanding anything herein to the contrary, no indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5 (b)(iii), in any circumstance when it appears:

- a) That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members adopted prior to the alleged course of action asserted in the Proceeding, or an agreement in effect at the time of the alleged cause of action asserted in the Proceeding in which the Expenses were incurred or other amounts were paid, which prohibits or otherwise limits such indemnification or advancement; or
- b) That the indemnification and advance would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION 7. ADVANCE OF EXPENSES

Expenses incurred in defending any Proceeding may be advanced by the Corporation before the final disposition of the Proceeding on receipt of any undertaking by or on behalf of the Agent to repay the full amount of the advance if it ultimately is determined that the Agent is not entitled to be indemnified as authorized in this Article.

SECTION 8. INSURANCE

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of the Corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the Agent, whether or not this Corporation would have the power to indemnify the Agent against such liability under the provisions of this Article.

ARTICLE XII

RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep:

- a) Adequate and correct books and records of account;
- b) Minutes in written form of the proceedings of its members, Board, and committees of the Board;
- c) A record of its members, giving their names and addresses and the class of membership held by each;
- d) All such records shall be kept at the Corporation's principal office.

SECTION 2. MEMBERS' INSPECTION RIGHTS

- a) (i) Any member of the Corporation may inspect and copy the records of member names and addresses and voting rights during usual business hours on five (5) days' prior written demand of the Corporation, stating the purpose for which the inspection rights are requested; or

(ii) Obtain from the Secretary of the Corporation, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of Directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before the later of ten (10) days after the demand is received or the date specified in it as the date by which the list is to be compiled; and
- b) Any member of the Corporation may inspect the accounting books and records and minutes of the proceedings of the members and the Board and committees of the Board, at any reasonable time, for a purpose reasonably related to such person's interest as a member.
- c) Any inspection and copying under this section may be made in person or by an Agent or attorney of the member; the right of inspection includes the right to copy and make extracts.

SECTION 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The Corporation shall keep at its principal office the original or a copy of the articles and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

SECTION 4. INSPECTION BY DIRECTORS

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation. This inspection by a Director may be made in person or by an Agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 5. ANNUAL REPORT TO MEMBERS

- a) Not later than one hundred eighty (180) days after the close of the Corporation's fiscal year, the Board shall cause an annual report to be presented to the members. Such report shall contain the following information in reasonable detail:
- (1) The assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year.
 - (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
 - (3) The revenue of receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
 - (4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
 - (5) Any information required by Section 6 of this Article.
- b) The report required by this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

SECTION 6. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATION

No later than the time the Corporation gives its annual report, if any, to the members, and in any event no later than one hundred eighty (180) days after the close of the Corporation's fiscal year, the Corporation shall prepare and mail or deliver to each member a statement of the amount and circumstances of any transaction of indemnification of the following kind:

- a) Any transaction(s) in which the Corporation, its parent or its subsidiary was a party, and in which either of the following had a direct or indirect financial interest:
- (1) Any Director or officer of the Corporation, its parent or subsidiary (a mere common directorship shall not be considered such an interest); or

- (2) Any holder of more than 10% of the voting power of the Corporation, its parent or its subsidiary; if such transaction involved over \$40,000 or was one of a number of transactions with the same person involving in the aggregate over \$40,000.
- b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation pursuant to Article XI hereof, unless such indemnification has already been approved by the members pursuant to Section 5 (b)(ii) of Article XI.

ARTICLE XIII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, 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 above, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Corporation and a natural person.

ARTICLE XIV

AMENDMENTS

SECTION 1. AMENDMENT BY MEMBERS

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the members or by written consent of these persons. No amendment may extend the term of a Director beyond that for which such Director was elected.

SECTION 2. AMENDMENT BY DIRECTORS

Subject to the rights of members under Section 1 of this Article XIV and the limitations set forth below, the Board may adopt, amend or repeal Bylaws. Such power is subject to the following limitations:

- a) The limitation set forth in Section 1 on the members’ power to adopt, amend or repeal Bylaws shall apply to actions by the Board.
- b) The Board may not amend a Bylaw provision fixing the authorized number of Directors or the minimum and maximum number of Directors.
- c) The Board may not adopt or amend Bylaw provisions concerning the following subjects without the approval of the members:

- (i) Any provision increasing the terms of Directors;
- (ii) Any provision allowing one or more Directors to hold office by designation or selection rather than election by the members;
- (iii) Any provision giving the Board power to fill vacancies on the Board created by removal of Directors;
- (iv) Any provision increasing the quorum for members' meetings;
- (v) Any provision repealing, restricting, creating or expanding proxy rights.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting secretary of LITTLE HANDS, A PARENT-CHILD CENTER, a California nonprofit corporation, and the above bylaws, consisting of 18 pages, are the bylaws of this Corporation as adopted at a vote of the members held on May 3rd, 2013.

Dated: May 3, 2013

Secretary

Amy-Geene Osborn