

BY-LAWS OF
KIDS CHANCE OF CALIFORNIA, INC.

ARTICLE I – REGISTERED OFFICE

1. The initial registered office of the corporation shall be: 77 Beale Street, San Francisco, California, 94120.
2. The corporation may also have office at such other places as the Board of Directors may from time to time appoint or the activities of the corporation may require.

ARTICLE II – PURPOSES AND LIMITATIONS

1. The specific purpose of this corporation is to: Provide educational opportunities and scholarships for families of seriously or fatally injured workers, who are injured while working, and to increase public awareness and raise financial support for the use of such scholarships and assistance.
2. The corporation may, in accordance with applicable laws, solicit and receive contributions and donations from the general public for charitable purposes, expressly including, but not limited to, the specific and primary purposes for which this corporation is formed.
3. The general purposes for which this corporation is formed are to be operated exclusively for charitable purposes.

ARTICLE III – SEAL

1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words “Corporate Seal, California”.

ARTICLE IV – MEMBERS

1. There shall be no members, as such, of the corporation.

ARTICLE V – DIRECTORS, MEETINGS & COMMITTEES

1. The business and affairs of this corporation shall be managed by its Board of Directors, five to thirteen (5-13) in number, who shall be natural persons of full

age, and who need not be residents of California. Each shall be elected by the majority vote of the other members of the Board of Directors at the annual meeting of the Board of Directors of the corporation, if his/her/their term has expired, and each director shall be elected for terms of not more than four (4) years but at least one year and until his/her/their successor shall be elected and shall qualify. The corporation's charitable purpose requires broad participation from various public and private groups. Therefore, directors should be chosen, if possible, from the following groups:

- a. An attorney admitted to practice in California who represents workers' compensation claimants.
- b. An attorney admitted to practice in California who represents employers or workers' compensation insurance carriers.
- c. A management representative of a California employer which insures its workers' compensation obligations.
- d. A labor non-management representative of a California employer.
- e. A management representative of a California employer which self-insures its workers' compensation obligations.
- f. A representative of an insurance company which underwrites workers' compensation claims in California.
- g. A health care representative who is involved with workers' compensation in California.
- h. A representative of a third-party administrator of claims for workers' compensation in California
- i. A representative of an insurance brokerage company that places workers' compensation coverage in California.
- j. Any other qualified individual that the board deems appropriate.

2. The incorporators shall elect the initial Board of Directors of the corporation at the organization meeting.

3. In addition to the powers and authorities these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the

Articles or by these By-Laws directed or required to be exercised or done by any other body.

4. The Board of Directors shall hold at least four (4) regular meetings each year. The meeting of the Board of Directors may be held at such times and at such place or places within California, or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting. An annual meeting of the Board of Directors shall be held within each year when they shall elect Officers, Directors and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six months after the designated time, any member of the Board may call such meeting.

5. Written or personal notice of every meeting of the Board of Directors should be given to each director at least ten days prior to the day named for the meeting.

6. The majority of the directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of the majority of the directors present at the meeting in which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the directors may be taken without a meeting, if a consent or consents in writing setting forth, the action so taken shall be signed by all of the directors in office and shall be filed with the Secretary of the corporation. The members of the Board of Directors present at the duly organized meeting at which a quorum is present can continue to be business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, and those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice if the meeting, if written notice of such second adjourned meeting, stating that those members of the Board of Directors who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of

the Board of Directors at least two days prior to the day named for the second adjourned meeting.

7. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors of the corporation or other individuals. Any such committee, to the extent provided in the resolution of the Board of Directors or in the By-laws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

- a. The adoption, amendment or repeal of the By-Laws,
- b. The amendment or repeal of any resolution of the Board,
- c. Action on matters committed by the By-Laws or resolution of the Board of Directors to another committee of the Board.
- d. The execution of contracts binding the corporation.

All actions and decisions of any such committee are subject to final approval by the Board.

8. Committee Chairs and committee members may be removed by a majority vote of the Board of Directors.

9. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not she/he/ they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.

10. The Board of Directors shall have the authority to fix the compensation of the directors for their services as such, and a director may also be a salaried officer of the corporation. It is anticipated however, that the Board of Directors will serve on a voluntary basis.

11. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member of the Board for cause after an appropriate hearing.

12. The Board of Directors may declare vacant the office of a director if he/she/they is declared of unsound mind by an order of court or is convicted of a felony, or if within sixty days after notice of his/her/their selection, he/she/they do not accept such office either in writing or by attending a meeting of the Board of Directors, or if he/she/they fails to participate in three consecutive meetings of the Board of Directors or if he/she/they fails to fulfill such other requirements or qualification as the By-Laws and/or duly promulgated regulations of the corporation may specify.

13. In addition to conducting the business and affairs of this corporation as set forth in paragraph 1 of this Article, each Director is obligated to:

- a) Make a financial contribution to the corporation each calendar year in which the Director serves for a period of six months or more;
- b) Serve on at least one Committee of the Board of Directors;
- c) Endeavor to solicit charitable contributions to this corporation;
- d) Participate in meetings of the Board of Directors;
- e) Participate in meetings of at least one Committee of the Board of Directors.
- f) Attend at least one event or conference on behalf of the corporation each calendar year to help with promotional activities.

14. In determining whether a Director should be re-elected to a new term as a director, the Board of Directors shall consider whether the director has fulfilled his/her/their obligations set forth in paragraph 14 of this Article.

15. The Board of Directors shall have the authority to elect, by a majority vote, emeritus directors. Former directors are eligible to be elected emeritus directors, provided however, that a Director who has been suspended, expelled or whose Office of Director has been declared vacant for reasons set forth in paragraphs 12 and 13 of this Article is ineligible to be elected emeritus director. An emeritus director shall be elected for a term of one (1) year and is eligible for re-election as emeritus director. An emeritus director is entitled to attend all meetings of the Board of Directors, and to serve on Committees of the Board of Directors, but is not eligible to vote. An emeritus director is not required to meet the obligations of directors as set forth in paragraph 14 of this Article.

ARTICLE VI – OFFICERS

1. The executive officers of the corporation shall be chosen by the directors, and shall be a President, Immediate Past-President, President-Elect, Secretary, Treasurer, and such other officers and assistant officers as the needs of the corporation may require. They shall hold their offices for a term of two years (2).

2. The President shall be the chief executive officer of the corporation; he/she/they shall preside at all meetings of the directors; he/she/they shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or offices of the corporation. He/She/They shall be ex officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

3. The President-Elect shall learn the responsibilities of and prepare to assume the office of President, assist the President in the discharge of the duties of that office, and preside at meetings of the organization in the absence of the President. The President-Elect shall perform such other duties as from time to time may be assigned to him/her/them by the Board of Directors or the President.

4. The Immediate Past-President shall serve as mentor to the President and assist the President in the discharge of the duties of that office. He/She/They shall serve as the Chair of the Board Development Committee in the year(s) following his/her/their term of office as President, and until the incumbent president becomes the immediate past president. He/She/They may also serve as the Chair of the Advisory Council, if possible.

5. The Secretary shall attend all sessions of the Board and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He/She/They shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform

other such duties as may be prescribed by the Board of Directors or President, under whose supervision he/she/they shall be. He/She/They shall keep in safe custody the corporation seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it. He/She/They shall oversee and ensure that the corporation is kept in good standings with all required business filing statements with the government. The Board of Directors may authorize delegation of some or all of the duties of the Secretary to another individual or to a management firm.

6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation in a separate account to the credit of the corporation. He/She/They shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his/her/their transactions as Treasurer and of the financial condition of the corporation. He/She/They shall oversee and ensure that the corporation is kept in good standings with all required annual tax filings with the government. The Board of Directors may authorize delegation of some or all of the duties of the Treasurer to another individual or to a management firm.

7. Vice President of Sponsorship shall serve as chairperson of the Sponsorship Committee and have all the duties and responsibilities of that position as established by the Board of Directors.

8. Vice President of Scholarship shall serve as chairperson of the Scholarship Committee and have all the duties and responsibilities of that position as established by the Board of Directors.

9. Vice President of Conferences & Events shall serve as chairperson of the Conferences & Events Committee and have all the duties and responsibilities of that position as established by the Board of Directors.

ARTICLE VII – DIRECTORS-AT-LARGE

1. Directors-at-large shall be nominated by a current director or founding sponsor to serve one or two year terms for the purpose of enhancing broad participation in

the workers' compensation community or as needed to fulfill board requirements and address overall organizational goals.

ARTICLE VIII – VACANCIES

1. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

2. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a director until his successor is elected by the other members of the Board of Directors.

ARTICLE VIX – BOOKS AND RECORDS

1. The corporation shall keep an original or duplicate record of the proceedings of the directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the corporation and an original or a duplicate register, giving the names of the members of the Board of Directors, and showing their respective addresses. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided herein shall be kept at the registered office of the corporation in the State, or at its principal place of business wherever situated.

2. Every member of the Board of Directors shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the register, books and records of account, and records of the proceedings of the directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member of the Board of Directors. In every instance where an attorney or other agents shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member of the Board of Directors. The demand under oath

shall be directed to the corporation at its registered office in the State, or at its principal place of business wherever situated.

ARTICLE X – TRANSACTION OF BUSINESS

1. The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds (2/3) of the members in office of the Board of Directors. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

2. The Board of Directors, except as in these Bylaws or otherwise provided may authorize any Officer or Officers, agent or agents to enter into any contracts or execute any instruments in the name of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors or by these Bylaws, no Officer, agent or employee of the corporation shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount. Promissory notes and other evidences of indebtedness shall be brought before the Board of Directors for approval.

3. Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever the amount to directors or officers of the corporation.

4. All checks or demands for money and notes of the corporation shall be signed by such officers as the Board of Directors may from time to time designate.

5. The rules contained in Roberts Rules of Order (latest revision) shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with law or the Articles of Incorporation, Bylaws or special rules of order of the corporation.

ARTICLE X I– ANNUAL REPORT

1. The President and Treasurer shall present annually to the Board of Directors a report showing in appropriate detail the following:
 - a. The assets and liabilities of the corporations as of the end of the fiscal year immediately preceding the date of the report.
 - b. The principal changes in assets and liabilities during the year immediately preceding the date of the report.
 - c. The revenue or other receipts of the corporation for both unrestricted and restricted for particular purposes, for the year immediately preceding the date of the report.
 - d. The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report. This report shall be filed with the minutes of the annual meeting of the Board of Directors.

ARTICLE XI I– NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, by facsimile transmission, electronic mail or by telegram, charges prepaid, to this address appearing on the books of the corporation, or supplied to him by the corporation for the purpose of notice. If the notice is sent by mail, facsimile, electronic mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, in the facsimile machine or electronic mail server (with confirmation of delivery) or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, date and hour of the meeting and any other information required by statute or these By-Laws. When a special meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which the adjournment is taken.
2. Whenever any written notice is required to be given under the provisions of the statute or the Articles or By-Laws of this corporation, a waiver thereof in

writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice, Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XIII – INDEMNIFICATION

1. To the fullest extent permitted by law, this corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238 of the California Corporations Code, including persons formerly occupying any such position 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 Section 5238(a) of the California Corporations Code.

ARTICLE XIV – MISCELLANEOUS PROVISIONS

1. One or more persons may participate in a meeting of the Board of Directors by means of conference telephone, electronic mail or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person to such meeting.

2. The fiscal year shall begin on the first day of January.

3. The purposes of the corporation shall be conducted in a manner that does not discriminate against any individual for any reason.

4. Upon dissolution of the corporation, all remaining assets must be used exclusively for exempt, charitable, purposes.

ARTICLE XV – AMENDMENTS

1. By-Laws may be adopted, amended or repealed by the vote of members of the Board of Directors at any regular or special meeting duly convened after notice of that purpose.