

RESTATED BYLAWS
OF
MADERA COUNTY WORKFORCE INVESTMENT CORPORATION,
a California Nonprofit Public Benefit Corporation

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**RESTATED BYLAWS
OF
MADERA COUNTY WORKFORCE INVESTMENT CORPORATION,
a California Nonprofit Public Benefit Corporation**

**ARTICLE I
ORGANIZATION**

1.01 Name. The name of this Corporation is Madera County Workforce Investment Corporation.

1.02 General Purposes and Limitations. This corporation is a California nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (herein, the "Code"). The general purposes of this Corporation are:

(a) To have and exercise all rights and powers, other than those specifically designated in WIOA regulations as responsibilities of the Workforce Development Board, conferred through Titles I through V of the Workforce Innovation and Opportunity Act ("WIOA") which provide guidance for statewide and local workforce investment systems that prepare youth and adults for entry into the labor force and develop self-sufficiency;

(b) To do all other things allowed by a non-profit corporation and utilize funds from all other sources other than government to effectively educate, train, and place individuals with the necessary resources and skills to fulfill employer needs; and

(c) To have and exercise all rights and powers conferred on nonprofit public benefit corporations under the Nonprofit Public Benefit Corporation Law of California as such law is now in effect or may at any time hereafter be amended, provided, however, notwithstanding any of the foregoing statements, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the above-stated purposes of this Corporation.

1.03 Specific Purposes. The specific purposes of this Corporation are to operate in accordance with and under the provisions of Titles I through V of the WIOA and the applicable regulations as set forth in the Code of Federal Regulations (CFR), Chapter 20, Parts 603, 675, and 679-688, as such law and regulations are now in effect or may be amended from time to time, in order to :

(a) Act as the administrative and fiscal entity for the Workforce Development Board and to assist the Workforce Development Board in the implementation of the WIOA in Madera County, California, in a manner that is responsive to the needs of the private sector.

(b) Act as the provider of Career Services for WIOA Adult and Dislocated Worker programs through June 30, 2019, as approved by the State, the County of Madera, and the Workforce Development Board of Madera County.

1.04 Dedication of Assets. The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, and which is qualified for exemption from taxation under Section 23701d of the California Revenue and Taxation Code.

1.05 Nonpartisan Activities. The Corporation shall be nonpartisan. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes and objectives described herein.

ARTICLE II OFFICES

2.01 Principal Office. The principal office for the transaction of the activities and affairs of the Corporation (“principal executive office”) is located at 2037 West Cleveland Avenue, Madera, California, 93637. The Board of Directors may change the principal executive office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

2.02 Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places, within or without the State of California, where the Corporation is qualified to conduct its activities.

ARTICLE III MEMBERSHIP

3.01 Members. This Corporation shall have no members within the meaning of Section 5056 of the California Corporations Code. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the Board of Directors.

3.02 Affiliated Persons. This Corporation may refer to contributors, advisors, or other persons or entities associated with it as “members” even though those contributors, advisors, or other persons or entities are not members, and no reference shall constitute anyone a

member, within the meaning of Section 5056 of the California Corporations Code. The Corporation may confer by amendment of its Articles of Incorporation or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation's Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of Section 5056 of the California Corporations Code.

ARTICLE IV BOARD OF DIRECTORS

4.01 General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation or these Bylaws, the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised by, or under the direction of, the Board of Directors

4.02 Specific Powers. Without prejudice to these general powers and subject to the same limitations, the Board of Directors, in addition to any other powers enumerated in these Bylaws, shall have the power to:

(a) Appoint and remove, subject to any employment agreement and, at the pleasure of the Board of Directors, the Executive Director of the Corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation (if any); and require from them security for faithful service;

(b) Change the principal executive office in the State of California from one location to another; cause the Corporation to conduct its activities within or without the State of California; and designate any place within or without the State of California for holding any meeting of Directors;

(c) Adopt and use a corporate seal and to alter the form of such seal from time to time, as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law;

(d) Approve an annual operating budget and capital expenditure budget, to 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 trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;

(e) To conduct, manage and control the affairs and activities of the Corporation and to make such rules and regulations therefor not inconsistent with applicable federal and California law, the Articles of Incorporation or the Bylaws as they may deem best;

(f) Pursuant to authority hereinafter granted, to appoint committees and to delegate to such committees powers and authority of the Board of Directors in the management of the activities and affairs of the Corporation, except the power to adopt, amend or repeal Bylaws or Articles, and except as otherwise set forth herein;

(g) Approve any action which, under the California Corporations Code, would require the approval by a majority of statutory members or approval by statutory members; and

(h) Perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, by any agreement with the State of California or the County of Madera, or by these Bylaws.

4.03 Number of Directors. The authorized number of Directors shall be between five (5) and nine (9) until changed by a duly enacted amendment to these Bylaws.

4.04 Qualifications and Appointment of Directors. Qualification for appointment to the Board shall be individuals representing private sector, non-profit, or faith-based organizations serving Madera County , preferably who have workforce development or related knowledge or experience. Members will be identified through a public recruitment process, submission of an application and appointment by the Board.

4.05 Term of Office of Directors. Each Director shall hold office for a term of three (3) years, and may be re-appointed for additional r terms at the discretion of the Board. Reappointments shall be considered at least 60 days prior to term expiration date.

4.06 Vacancies; Removal; Resignation of Directors.

(a) **Vacancy.** Vacancies on the Board of Directors shall be filled by a public recruitment process, submission of an application and appointment by the Board. A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of any of the following: (i) the death or resignation of any Director; (ii) the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (iii) the increase of the authorized number of Directors; (iv) the removal of a Director in accordance with these Bylaws; No reduction of the authorized number of Directors shall have the effect of removing any Director from office before that Director's term of office has expired unless a resignation has been received. If a Director is appointed to fill a vacancy created by a Director leaving the Board prior to the normal expiration of his or her term, the term of such successor Director shall be three years from the date of appointment.

(b) **Removal.** A Director may be removed, either with or without cause, by a three-fourths (3/4) majority vote of all other Directors at the time in office at any regular meeting or special meeting of the Board of Directors. The Board of Directors may set specific attendance guidelines that may cause a Director to be removed for failure to attend Board of Directors' meetings.

Attendance Guidelines: A Board of Director who does not attend three consecutive meetings and does not provide notice, may be subject to removal from the Board.

(c) Resignation. Except as provided below, any Director may resign by giving written notice to the Chair, any Vice Chair or the Secretary, or the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective and begins. If a Director's resignation is effective at a future time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of State of California, no Director may resign if the Corporation would be left without a duly elected Director or Directors.

4.07 Annual Meeting of Directors. The June regular meeting of each calendar year shall be known as the annual meeting. The month of this meeting is subject to change, however, if the Board of Directors fixes another date and all Directors are so notified. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. Each such annual meeting shall be held for purposes of organization, the election of officers, and the transaction of other business. Notice of the annual meeting shall state the matters that the board, at the time notice is given, intends to present for action.

4.08 Other Regular Meetings. Other regular meetings of the Board of Directors will be held at a minimum of 4 times a year and at a location the Board of Directors may fix from time to time. The time and place of such meetings will be stated in the minutes of the previous meeting of the Board of Directors. Notices of regular meetings of the Board shall include an agenda specifying the place, the day, and the hour of the meeting, and a brief general description of each item of business to be transacted or discussed at the meeting.

4.09 Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the Chair, any Vice Chair, the Secretary, or a majority of Directors. Notice for such meetings shall comply with the Ralph M. Brown Act. Additionally, notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail postage prepaid, (c) by telephone, either directly to the Director or to a person at such Director's office who would reasonably be expected to communicate that notice promptly to such Director; (d) by e-mail, either directly to the Director or to a person at such Director's office who would reasonably be expected to communicate that notice promptly to such Director; or (e) by facsimile, either directly to the Director or to a person at such Director's office who would reasonably be expected to communicate that notice promptly to such Director. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation. Notice sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, e-mail or fax shall be delivered, telephoned, e-mailed or faxed at least forty-eight (48) hours before the time set for the meeting. The notice shall state the time of the meeting, the purpose of the meeting, that no other business may be transacted, and the place if the place is other than the principal executive office of the Corporation. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting. The notice

shall be posted at least twenty-four (24) hours prior to the special meeting in a location that is freely accessible to members of the public.

4.10 Emergency Meetings. In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board of Directors may hold an emergency meeting without complying with either the 24-hour notice or the 24-hour posting requirements of Section 4.09 above. For the purposes of this Section, an “emergency situation” shall be defined as those events causing work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both, as determined by a majority of the Directors. All definitions, notice and conduct specified in Government Code Section 54956.5 of the Ralph M. Brown Act is incorporated by reference.

4.11 Place of Meetings; Meetings By Telephone. Meetings of the Board shall be held at any place, within or without the State of California, that has been designated by resolution of the Board of Directors or in the notice of the meeting or, if not so designated, at the principal executive office of the Corporation. Any meeting may be held by conference telephone, as long as such telephonic communications are allowed under the Ralph M. Brown Act and all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

4.12 Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board of Directors, subject to the provisions of the California Nonprofit Public Benefit Corporation Law and the Ralph M. Brown Act, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (b) approval of certain transactions between corporations having common directorships; (c) creation of, and appointments to, committees of the Board of Directors, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

4.13 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If all Directors are absent from any regular or adjourned regular or special or adjourned special meeting, the Chair may declare the meeting adjourned to a stated time and place. However, if more than 50% of the number of Directors required to reach a quorum are present at the meeting, discussion can be had by the Directors on those items set on the agenda and recommendations developed for presentation at the next regularly scheduled Board meeting at which a quorum exists.

4.14 Notice of Adjourned Meeting. Whenever a meeting is adjourned, written notice of the adjournment shall be given in the same manner as provided in Sections 4.08, 4.09 and 4.10 of this Article. A copy of the order or notice of adjournment shall be conspicuously posted within twenty-four (24) hours after the time of adjournment on or near the main public entrance of the building where the regular, adjourned regular, special, adjourned special or emergency meeting was held.

4.15 Compensation and Reimbursement of Directors. Directors and members serving on committees approved by the Board of Directors may not be compensated by the Corporation for their services. However, Directors and members of committees may receive such reimbursement of expenses, as may be fixed or determined by resolution of the Board of Directors to be just and reasonable as to the Corporation at the time that such resolution is adopted; provided that such reimbursement is consistent with the WIOA and relevant policies adopted by any agency with administrative oversight of the Workforce Development Board of Madera County (so long as such policy is not inconsistent with the WIOA or any federal or state statute).

4.16 Voting. Each Director is entitled to one (1) vote on each matter submitted to a vote of the Directors. Voting may be by voice or by ballot, except that any Director shall have a right to have a roll call vote on request, in which case the clerk shall call the roll and record each vote and report the final tally to the Chair.

4.17 Management of Meetings. Meetings of the Board of Directors shall be presided over by the Chair, or in the Chair's absence, by the Vice Chair, or in the absence of both, by the Secretary/Treasurer, or in the absence of all three, by an acting Chair chosen by a majority of the Directors.

4.18 Rules of Order. Meetings shall be governed by Robert's Rules of Order, to the extent that such rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation of the Corporation, or with applicable law.

4.19 Open Meetings. All meetings shall be open to the public and conducted in conformance with California Government Code Section 54950 et seq., commonly referred to as the "Ralph M. Brown Act."

4.20 Closed Sessions. Closed sessions are permitted in a duly noticed meeting for specific purposes controlled by the relevant sections of the Ralph M. Brown Act.

ARTICLE V OFFICERS

5.01 Officers. The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, such other officers as may be appointed in accordance with the provisions of this Article. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair. Officers may, from time to time, delegate certain responsibilities to the Executive Director, if any.

5.02 Qualifications of Officers. Officers need not be Directors of the Corporation. The Chair and Vice Chair shall be representatives of private sector business and industry or of the non-profit sector.

5.03 Appointment of Officers. Except such officers as may be appointed under Section 5.05 below, officers shall be chosen every two years by the Board of Directors at the annual meeting through an election process.

5.04 Term of Office. Officers shall serve until that officer resigns or is removed or is otherwise disqualified to serve, or until a successor is elected or appointed under this terms of this Article. Officers shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment.

5.05 Additional Officers. The Board of Directors may appoint, and may authorize the Chair or another officer to appoint, any other officers that the business of the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined from time to time by the Board of Directors.

5.06 Removal and Resignation of Officers.

(a) Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting of the Board of Directors or by unanimous written consent of the Board of Directors, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors. The appointment of a new Chair or Vice Chair shall proceed as if that position was vacant.

(b) Resignation. Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice and, unless otherwise specified in that notice, the resignation need not be accepted to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

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

5.08 Chair. Subject to the control of the Board of Directors, the Chair shall direct, and control the activities and affairs of the Board and its officers. The Chair shall have such other powers and duties as the Board of Directors or these Bylaws may prescribe. In the absence of an executive director, retained either as an employee of the Corporation or as an administrative services contractor of the Corporation, the Chair shall serve as the chief executive officer and direct and control the Corporation's activities and affairs. The Chair shall be given the necessary authority and held responsible for the administration of the Corporation in all its activities and subject only to such policies as may be adopted and such orders as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such action. The Chair shall act as the "duly authorized representative" of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person for that specific purpose. Without prejudice to such general powers as above described, but subject to the limitations, authority and duties of the Chair are hereby expressly declared to be:

- (a) To carry out all policies established by the Board of Directors, and to advise on the formation of those policies;
- (b) To attend meetings of the Board of Directors and its committees;
- (c) To prepare plans for the achievement of the Corporation's long-range objectives and goals as adopted by the Board of Directors;
- (d) To promote effective and economical working relationships with other organizations;
- (e) To represent the Corporation to the public;
- (f) To see that the Corporation is in compliance with applicable laws and regulations and to assure review of and prompt action on reports and recommendations of authorized regulatory and inspecting agencies;
- (g) To oversee, together with the Board, the performance of the Executive Director; and
- (h) To perform any other duty that may be necessary in the best interest of the Corporation.

5.09 Vice Chairs. If the Chair is absent or disabled, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors, these Bylaws, or the Chair.

5.10 Secretary. The Secretary shall:

- (a) Certify and keep at the principal corporate office or such other place that the Board of Directors may order, the original, or a copy, of these Bylaws as amended or otherwise altered to date;
- (b) Keep at the principal corporate office or such other place the Board of Directors may order, a book of minutes of all meetings of the Directors and of all meetings of committees, recording therein the time and place of holding said meeting, whether regular, special or emergency, and, if special or emergency, how authorized, the notice given, the names of those present, the number of Directors present, and the proceedings thereof;
- (c) Be the custodian of records of the Corporation;
- (d) Exhibit at all reasonable times to any Director of the Corporation, the Bylaws and any requested minutes;

(e) Exhibit at all reasonable times to any member of the public any documents or records that by law the public has a right to see; and

(f) 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 this Corporation, or by these Bylaws, or that may be assigned from time to time by the Chair or the Board of Directors.

(g) The Secretary shall not have a vote.

5.11 Treasurer.

The Treasurer shall:

(a) Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions.

(b) Send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board of Directors. The books of account shall be open to inspection by any Director at all reasonable times.

(c) Deposit, or cause to be deposited, all money and other valuables in the name of, and to the credit of, the Corporation with such depositories as the Board of Directors may designate; disburse the Corporation's funds as the Board of Directors may order; render to the Chair of the Board of Directors, and the Board of Directors, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and have such other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

(d) The Treasurer shall not have a vote.

The Board of Directors may elect to secure in the name of the Corporation and the Treasurer a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of, the Treasurer upon such officer's death, resignation, retirement, or removal from office.

In the event that the Corporation hires a bookkeeper, accountant, accounting firm, or other financial professional, the Treasurer may delegate to such financial professional the daily operational tasks but at all times shall be responsible for supervising their activities.

ARTICLE VI COMMITTEES

6.01 Committees of the Board. The Board of Directors, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or

more committees, each consisting of two (2) or more Directors, and other persons that the Directors may appoint to serve at the pleasure of the Board of Directors. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board of Directors may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board of Directors or on any committee that has the authority of the Board of Directors;
- (b) Amend or repeal bylaws or adopt new bylaws;
- (c) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- (d) Create any other committees of the Board of Directors or appoint the members of committees of the Board of Directors;
- (e) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code; or
- (f) Take any final action in violation of the California Nonprofit Public Benefit Corporation Law.

6.02 Meetings and Actions of Committees. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board of Directors. Minutes of each meeting of any committee of the Board of Directors shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board of Directors, the committee may adopt such rules.

ARTICLE VII EXECUTIVE DIRECTOR

7.01 Employment. The Board may employ and/or appoint an Executive Director who shall be the administrative head of the Corporation.

7.02 Duties: The Executive Director shall be responsible to the Board of Directors. The Executive Director shall be given the authority to carry out the policies established by the Board of Directors. The Executive Director shall have, but not be limited to, the following duties:

- (a) Serve as the administrator of all aspects of the day-to-day operations of the Corporation, including operating policies and procedures;
- (b) Make recommendations to the Board for its consideration regarding broad policies of the Corporation;
- (c) Develop the overall program and services to be provided by the Corporation and its clients;
- (d) Be present either personally or through an appointed representative at all Board meetings and be an ex-officio member of all committees;
- (e) Select, employ, control, and discharge all administrative officers and employees authorized by the Board of Directors, in accordance with established policies and procedures of the Corporation;
- (f) Submit to the Board of Directors an annual budget showing the expected receipts and expenditures;
- (g) Require that all physical properties are kept in good repair and operating condition; and
- (h) Supervise all business and financial affairs such as the maintenance of financial transaction records, collections of accounts, and purchase and issuance of supplies in accordance with principles of prudent business management.

7.03 Performance Evaluation: The Executive Director’s performance will be evaluated annually by the full Board.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

8.01 Agents, Proceedings, and Expenses. For the purposes of this Article, “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 which was a predecessor corporation of this Corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expense” includes, without limitation, attorneys’ fees and any expenses of establishing a right to indemnification under Sections 8.04 or 8.05(b) below.

8.02 Actions Other Than By the Corporation. This Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by, or in the right of, this Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action

brought by the Attorney General or a person granted relator status 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, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of this Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

8.03 Actions By the Corporation. This Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by, or in the right of, this Corporation, or brought under Section 5233 of the California Corporations Code, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that person is or was an agent of this Corporation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if that person acted in good faith, in a manner that person believed to be in the best interests of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 8.03 for any of the following reasons:

(a) In respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to this Corporation in the performance of that person's duty to this Corporation, unless, and only to the extent that, the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for the expenses and then only to the extent that the court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

8.04 Successful Defense By Agent. To the extent that an agent of this Corporation has been successful on the merits in defense of any proceeding referred to in Sections 8.02 or 8.03 above, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

8.05 Required Approval. Except as provided in Section 8.04 above, any indemnification under this Article shall be made by this Corporation only if authorized in the

specific case upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 8.02 or 8.03 above, by any of the following:

(a) A majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

(b) The court in which the proceeding is or was pending, upon application made by this Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this Corporation.

8.06 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding upon receipt of an undertaking by, or on behalf of, the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

8.07 Other Contractual Rights. No provision made by a corporation to indemnify its Directors or officers for the defense of any proceeding, whether contained in the Corporation's Articles of Incorporation or Bylaws, a resolution of the Board of Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and officers of this Corporation may be entitled by contract or otherwise.

8.08 Limitations. No indemnification or advance shall be made under this Article, except as provided in Sections 8.04 or 8.05(b) above, in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles of Incorporation, Bylaws, or an agreement in effect at the time of the accrual 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 indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

8.09 Insurance. Upon and in the event of a determination by the Board of Directors of this Corporation to purchase such insurance, this Corporation shall purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against, or incurred by, the agent in such capacity or arising out of the agent's status as such whether or not this Corporation would have the power to indemnify the agent against the liability under the provisions of this Article; provided, however, that this Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Corporations Code.

ARTICLE IX CONFLICTS OF INTERESTS

9.01 Disqualifying Financial Interest. Subject to California law regarding conflicts of interest, including, without limitation, Government Code Sections 1090 et seq. and 87100 et seq., as amended, any member of the Board of Directors must obtain the Board of Directors' approval pursuant to Sections 9.02 and 9.03 below and disqualify himself or herself from making, participating in the making of, or attempting to influence any decisions of the Board of Directors or a committee of the Board of Directors if it is reasonably foreseeable that the decision is one in which the Director has a material financial interest.

9.02 Prior Board of Directors' Approval. Subject to California law regarding conflicts of interest, including, without limitation, Government Code Sections 1090 et seq. and 87100 et seq., as amended, the Board of Directors may approve a proposed transaction in which a Director or Directors may have a material financial interest if after reasonable investigation and prior to consummating the transaction or any part thereof, with knowledge of the material facts concerning the transaction and the Director or Directors' interest in transaction, the Board of Directors determines in good faith by vote of a majority of Directors then in office without counting the vote of the interested Director or Directors, that:

- (a) The proposed transaction is for the Corporation's own benefit;
- (b) The proposed transaction is fair and reasonable as to the Corporation; and
- (c) The Corporation cannot obtain a more advantageous arrangement with reasonable efforts under the circumstances.

9.03 Board of Directors Ratification. Subject to California law regarding conflicts of interest, including, without limitation, Government Code Sections 1090 et seq. and 87100 et seq., as amended, the Board of Directors may ratify a transaction entered into between the Corporation and a Director or Directors in which the Director or Directors had a material financial interest if at the next meeting of the Board of Directors, the Board of Directors determines in good faith by vote of a majority of Directors then in office without counting the vote of the interested Director or Directors, that:

- (a) A committee or person authorized by the Board of Directors approved the transaction;
- (b) The Corporation entered into the transaction for its own benefit;
- (c) The transaction was fair and reasonable as to the Corporation at the time the Corporation entered into the transaction; and
- (d) It was not reasonably practicable to obtain approval of the Board of Directors prior to entering into the transaction.

9.04 Disqualifying Non-Financial Interest. Any member of the Board of Directors must likewise disqualify himself or herself when there exists a personal non-financial interest which will prevent the member from applying disinterested skill and undivided loyalty to the Corporation in making or participating in the making of decisions.

9.05 Procedure of Disqualification. A Director required to disqualify himself or herself pursuant to Sections 9.01 or 9.04, above, shall (a) immediately disclose the interest, (b) recuse himself or herself from any participation in the matter, (c) refrain from attempting to influence any other Director, and (d) leave the room during any proceedings on the matter in question. The Director may be counted in determining whether a quorum is present.

9.06 Director Contracts or Grants with the Corporation. Pursuant to Government Code Section 1091.2, as amended, the prohibition against “financially interested” public officials in Government Code Section 1090 shall not apply to any contract or grant made by the Board, except where both of the following conditions are met:

(a) The contract or grant directly relates to services to be provided by any Director or the entity the Director represents, or financially benefits the Director or the entity he or she represents; and

(b) The Director fails to recuse himself or herself from making, participating in making, or in any way attempting to use his or her official position to influence a decision on the grant or grants.

ARTICLE X RECORDS AND REPORTS

10.01 Records and Reports. The Corporation shall keep:

(a) Adequate and correct books and records of account;

(b) A book of minutes of all meetings of Directors and all meetings of committees, recording therein the time and place of holding said meetings, whether regular, special or emergency, and if special or emergency, how authorized, the notice given, the names of those Directors present, the number of Directors present, and the proceedings thereof; and

(c) A copy of the Articles of Incorporation and Bylaws, as amended, to date.

10.02 Inspection of Articles and Bylaws. All material required to be made available for inspection by the public under the Freedom of Information Act or the California Public Records Act, as amended, the Articles of Incorporation, the Bylaws, books of account, and the minutes of the meetings of the Directors, and standing committees, and ad hoc committees shall be open to inspection on the written demand of any member of the public at any reasonable time. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make copies. Demand of inspection other than at a

meeting shall be made in writing to any officer of the Corporation. The Corporation may charge a reasonable fee for making copies in accordance with applicable law.

10.03 Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

10.04 Annual Report. The Board shall cause an annual report to be sent to the Directors within one hundred twenty (120) days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the Corporation for both general and restricted purposes.
- (e) An independent accountants' report or the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.
- (f) Any information required by Section 10.05 below.

This requirement of an annual report shall not apply if the Corporation receives less than Twenty-Five Thousand and No/100 Dollars (\$25,000.00) in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing.

10.05 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to the Board of Directors of the Corporation, or as a separate document if no annual report is issued, the Corporation shall annually furnish to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the Corporation's fiscal year:

- (a) Any transaction (i) which the Corporation, its parent, or its subsidiary was a party; (ii) in which an "interested person" had a direct or indirect material financial interest; and (iii) which involved more than Twenty-Five Thousand and No/100 Dollars (\$25,000.00), or was one of a number of transactions with the same interested person involving, in the aggregate, more than Twenty-Five Thousand and No/100 Dollars (\$25,000.00). For this purpose, an "interested person" is either of the

following: (i) Any Director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or (ii) any holder of more than ten percent (10%) of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than Ten Thousand and No/100 Dollars (\$10,000.00) paid during the fiscal year to any officer or Director of the Corporation under Sections 8.01 through 8.03 of these Bylaws, unless that indemnification has already been approved by the Directors under Section 5238(e)(2) of the California Corporations Code.

ARTICLE XI GENERAL CORPORATE MATTERS

11.01 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 preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

11.02 Amendment by Directors. These Bylaws or Articles of Incorporation of this Corporation may be amended or repealed, or new Bylaws or Articles adopted, by the affirmative vote of a majority of the authorized number of Directors on the Board of Directors. No amendment may extend the term of a Director beyond that for which such Director was elected.

11.03 Authority to Bind Corporation. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors no officer, agent or employee 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 in any amount.

11.04 Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer’s, Director’s, employee’s, or agent’s status as such.

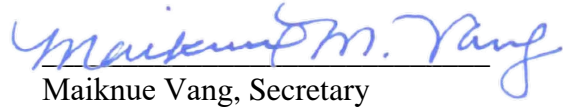
ARTICLE XII
FISCAL YEAR

12.01 Date of Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

CERTIFICATE OF ADOPTION

I certify that I am the duly appointed and authorized Secretary of MADERA COUNTY WORKFORCE INVESTMENT CORPORATION, California nonprofit public benefit corporation, that the above Restated Bylaws, consisting of eighteen (18) pages, are the Restated Bylaws of this Corporation as approved and ratified by Board of Directors of this Corporation on , and that said Restated Bylaws have not been amended or modified since the date thereof.

Executed on at Madera, California.


Maiknue Vang, Secretary