

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**DIRECT RELIEF INTERNATIONAL**  
**A California Nonprofit Public Benefit Corporation**

**September 19, 2008**

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**AMENDED AND RESTATED BYLAWS  
OF  
DIRECT RELIEF INTERNATIONAL**

**A California Nonprofit Public Benefit Corporation**

**ARTICLE I.  
NAME**

The name of this corporation is Direct Relief International (the "Corporation"). The Corporation is organized under the California Nonprofit Public Benefit Corporation Law.

**ARTICLE II.  
OFFICES**

**Section 2.1 Principal Office.** The Corporation's principal office shall be fixed and located at such place as the Board of Directors may determine from time to time. The Board of Directors is granted full power and authority to change said principal office from one location to another, in its discretion. Any such change of location shall be noted in the minutes of the Board of Directors and shall not require any amendment to these Bylaws.

**Section 2.2 Other Offices.** The Board of Directors may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

**ARTICLE III.  
PURPOSES AND LIMITATIONS**

**Section 3.1 Purposes.** This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Without limiting or restricting the foregoing, the specific purposes of the Corporation are (a) to provide appropriate services and medical supplies to indigenous programs which are located in countries around the world and are capable of improving healthcare services in medically less developed areas, and (b) where logistical support capabilities are in place, to provide appropriate assistance to victims of natural or man-made disasters throughout the world, and (c) to aid people with necessary skills to perform volunteer or paid professional services in areas lacking adequate services. In all events, the goods and services provided by the Corporation shall be provided without regard to the political affiliations, religious beliefs, or ethnic identities of persons requesting assistance. Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an

insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

**Section 3.2 Limitations.** The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of lobbying or 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.

**Section 3.3 Dedication of Assets.** The properties and assets of this Corporation are irrevocably dedicated to the fulfillment of the purposes of the Corporation. No part of the net earnings, properties or assets of this Corporation, upon dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or to any Director of this Corporation, except in fulfillment of said purposes. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for religious, charitable, scientific, or educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code.

#### **ARTICLE IV. MEMBERS**

**Section 4.1 No Members.** This Corporation shall have no members.

**Section 4.2 Effect of Lack of Members.** Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval by the Board of Directors. All rights that would otherwise vest under the laws of the State of California in the members shall vest in the Directors of the Corporation.

#### **ARTICLE V. DIRECTORS**

**Section 5.1 Powers.**

**a. General Corporate Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation and of 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 of the Corporation. The persons serving on the Board of Directors are referred to in these Bylaws individually as a Director and collectively as the Directors or the Board.

**b. Specific Powers.** Without prejudice to these general powers, but subject to the same limitations, the Board shall have the power to:

(1) Appoint and remove, at their sole discretion, all officers, agents and employees of the Corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(2) Change the principal office in the County of Santa Barbara, State of California, from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings.

(3) Adopt, make and use a corporate seal;

(4) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the purposes of the Corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

(5) Invest, or cause to be invested, assets of the Corporation in accounts, properties and other capital assets.

(6) Employ persons for such services as may be required on behalf of the Corporation. Such persons shall be appointed by the Board for a designated time.

(7) Expend funds and assets of the Corporation in furtherance of the Corporation's purposes.

(8) Enter into contracts, agreements, instruments, and documents in furtherance of the Corporation's purposes.

(9) Conduct, manage and control the affairs and activities of the Corporation and to make and adopt such rules, policies and regulations therefor which are not inconsistent with the law, the Articles of Incorporation, or these Bylaws, and which they may deem appropriate.

**Section 5.2 Authorized Number; Qualifications of Directors; Restrictions on Interested Persons.**

**a. Authorized Number.** The authorized number of Directors shall not be less than five (5) nor more than thirty-five (35) until changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within the limits specified, by a resolution duly adopted by the Board from time to time.

**b. Qualification.** The Corporation recognizes the diversity of American society and is committed to reflecting such diversity in the selection of its Directors. It shall be

the policy of the Corporation to provide opportunities to all eligible persons without regard to race, religion, color, national origin, citizenship, age, sex, sexual orientation, or political affiliation.

**c. Restrictions on Interested Persons as Directors.** Not more than forty-nine percent (49%) of the persons serving on the Board may be "interested persons". For these purposes, an "interested person" is (i) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as Director; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person. Notwithstanding the foregoing, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation. A Director may not participate in any vote on any proposed transaction with another organization or entity of which such Director is also an employee, principal or director.

**Section 5.3 Election and Term of Office of Directors.** Each Director shall be elected to serve a three-year term on the Board; provided, no person may serve as a Director for more than two consecutive three-year terms. Unless the Board specifies otherwise, the term of each Director (i) shall commence at the annual meeting of the Board next following the Board meeting at which such Director is elected, and (ii) shall expire or terminate on the earliest of (a) the death, resignation, or removal of the Director; (b) the election of a successor Director; or (c) the date of the next annual meeting of the Board following the first date as of which the Director has served on the Board for three years (or six years with respect to any Director who has served for two consecutive three-year terms). Notwithstanding the foregoing, a person who has been a member of the Board for six (6) consecutive years may continue as a member of the Board for one (1) additional year upon the affirmative vote of seventy-five percent (75%) of the Directors present at a duly held annual meeting of the Board, excluding the vote of the person being considered. With the exception of the foregoing sentence, a person who serves two (2) consecutive three-year terms on the Board may not again be elected to the Board within twelve months after the end of the last such term.

**Section 5.4 Vacancies.** Vacancies on the Board shall be filled by a majority of the Directors then in office, whether or not less than a quorum, or by the sole remaining Director as the case may be. A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of any of the following:

- a. The death or resignation of any Director;
- b. If a Director has been declared of unsound mind by a final order of court or convicted of a felony or has been found by final order or judgment of any court to have breached his or her duty as a Director;
- c. The vote of the Directors, at a duly held meeting, to remove a Director, with or without cause; or

d. If the authorized number of Directors is increased or if there has been a failure to elect the full authorized number of Directors at the annual meeting of the Directors.

A Director may resign, which resignation shall be effective on giving written notice to the Chair of the Board or the Vice Chair or the Secretary or to the Board generally, 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 when the resignation becomes effective. Notwithstanding the foregoing, except upon notice to the Attorney General of the State of California, no Director may resign when the Corporation would then be left without any Director in charge of its affairs. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of that Director's term of office.

**Section 5.5 Attendance.** Directors shall be expected to attend all Board meetings and the meetings of all committees to which they are appointed. If a Director is unable to attend any such meeting, he or she shall be expected to notify the Chair of the Board or the chair of the committee, as the case may be, in advance of the meeting. Persistent non-attendance shall be a basis for removal of a Director from the applicable committee and/or the Board upon motion from the Chair of the Board, the Vice Chair of the Board or any two (2) Directors.

**Section 5.6 Place of Meeting; Meetings by Telephone.** Regular meetings of the Board may be held at any place within or outside the State of California that has been designated from time to time upon resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of California as has been designated in the notice of the meeting or if not stated in the notice, or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 5.6, a regular or special meeting of the Board may be held at any place consented to in writing by all of the Directors, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by telephone conference or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meetings.

**Section 5.7 Annual Meeting.** The annual meeting of the Board shall be held on the third Friday in June of each year for the purposes of organization, announcement of Directors and officers, and the transaction of other business (the "Annual Meeting"). Such Annual Meeting, once designated by the Board, may be held without notice.

**Section 5.8 Other Regular Meetings.** In addition to the Annual Meeting, regular meetings of the Board shall be held at least three (3) times per year at such time as shall from time to time be fixed by the Board. Such regular meetings, once designated by the Board, may be held without notice.

**Section 5.9 Special Meetings.**

a. **Authority to Call.** Special meetings of the Board for any purpose may be called by the Chair of the Board or any two officers.



**b. Notice.**

(1) **Manner of Giving.** Notice of the time and place of special meetings shall be given to each Director (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; or (d) by telegraph, facsimile, electronic mail or other electronic means. All such notices shall be given or sent to the Director's address, telephone number, facsimile number or electronic address as shown on the records of the Corporation.

(2) **Time Requirements.** Notices sent by first class mail shall be deposited into the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, facsimile, electronic mail or other electronic means shall be delivered, telephoned or otherwise given at least forty-eight (48) hours before the time set for the meeting.

(3) **Notice Contents.** The notice shall state the time and place for the meeting and the purpose of the meeting. No other business shall be conducted at the special meeting other than as stated in said notice.

**Section 5.10 Quorum.** One-third (1/3) of the number of currently elected Directors shall constitute a quorum for the transaction of business for any meeting, except to adjourn as provided below.

**Section 5.11 Action by the Board.** Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, especially those set forth in the subparagraphs of this Section 5.11, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present, shall be regarded as the act of the Board. A meeting at which a quorum is present may continue to transact business, notwithstanding withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

**a. Mutual Directors.** No contract or other transaction between the Corporation and any domestic or foreign corporation, firm or association of which one or more of such other entity's directors are Directors is either void or voidable merely because such Director is present at the meeting of the Board or a Board committee which authorizes, approves or ratifies the contract or transaction, provided, that, (i) the material facts of the transaction and such Director's other directorship are fully disclosed or known to the Board or Board committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director(s); and (ii) if the transaction is not approved in accordance with clause (i), then the contract or transaction is just and reasonable to the Corporation at the time it is authorized, approved or ratified. The provisions of this Section 5.11.a. shall not apply, however, to "Self-dealing Transactions" as described in Section 5.17, below.

b. **Self-Dealing Transactions.** Approval of “Self-dealing Transactions” shall be governed by Section 5.17, below.

c. **Creation and Appointments to Committees.** The Board may, by resolution adopted by a majority of the number of Directors then in office, provided that a quorum is present, create one or more committees as further described in Article VI. Appointments to such committees shall be by a majority vote of the Directors then in office.

d. **Indemnification.** Indemnification of agents of the Corporation shall be governed by Section 8.3.b., below.

**Section 5.12 Waiver of Notice.** The transaction of any meeting of the Board, however called and noticed or wherever held, shall be as though it had been taken at a meeting duly held after regular call and notice, if:

a. A quorum is present; and

b. Either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

**Section 5.13 Adjournment; Notice Thereof.** A majority of the Directors present at the meeting, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to Directors who were not present at the time of adjournment.

**Section 5.14 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 that action. Said action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consents shall be filed with the minutes of the proceedings of the Board.

**Section 5.15 Compensation of Directors.** Directors and members of committees of the Board shall serve without compensation, but, at the discretion of the Board, may be reimbursed for expenses incurred for activities of the Corporation, whether or not approved in advance.

**Section 5.16 Honorary Directors, Advisory Directors and Directors Emeriti.** The Board may appoint one or more persons to serve as honorary or advisory members of the Board or as directors emeriti. Such persons:

a. **Meetings.** May attend meetings of the Board upon invitation of the Board, but shall not be entitled to receive notice of, or to attend of right, any such meeting;

b. Voting. Shall not have any of the voting rights conferred upon the members of the Board by these Bylaws or applicable provisions of California law; and

c. Authority. Shall not have any authority to bind this Corporation in any manner, except as the Board otherwise may expressly provide from time-to-time.

**Section 5.17 Self-Dealing Transactions.** As defined in Section 5233(a) of the California Corporations Code, a Self-dealing Transaction means a transaction to which the Corporation is a party and in which one or more of the Directors has a material financial interest, and which does not meet the requirements of Section 5233(d)(1), (2) or (3), which are restated here:

a. The Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated;

b. (i) The Corporation entered into the transaction for its own benefit; and (ii) the transaction was fair and reasonable to the Corporation at the time the transaction was entered into; and (iii) prior to consummating the transaction the Board authorized or approved the transaction in good faith by a vote of a majority of the Directors then in office without counting the vote of the interested Director(s), and with knowledge of the material facts and the Director's interest in the transaction; and (iv) prior to authorizing or approving the transaction, the Board considered and in good faith determined after reasonable investigation under the circumstances that the Corporation could not have obtained a more advantageous arrangement with reasonable effort, or in fact the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances;

c. (i) A Board committee or person authorized by the Board approved the transaction in a manner consistent with Section 5.17.b., above; and (ii) it was not reasonably practicable to obtain approval of the Board prior to entering into the transaction; and (iii) the Board, after determining in good faith that the other conditions of this Section 5.17.c. were satisfied, ratified the transaction at its next meeting by a vote of the majority of the Directors then in office without counting the vote of the interested Director(s).

Notwithstanding the foregoing, the following are not subject to the provisions of this Section 5.17: (i) an action of the Board fixing the compensation of a Director as a Director or officer of the Corporation; (ii) a transaction which is part of a public or charitable program of the Corporation if it is approved or authorized by the Corporation in good faith and without unjustified favoritism, and results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by such program; and (iii) a transaction, of which the interested Director(s) has no actual knowledge, and which does not exceed the lesser of One Percent (1%) of the gross receipts of the Corporation for the preceding fiscal year or One Hundred Thousand Dollars (\$100,000).

## ARTICLE VI. COMMITTEES

**Section 6.1 Executive Committee.** There shall be an Executive Committee composed of the Corporation's officers and such other persons, if any, as are designated by the Board. Each person serving on the Executive Committee shall be elected at the Annual Meeting and shall serve, at the pleasure of the Board, until the next Annual Meeting and until his or her successor has been elected and qualified. Without limiting the powers and authority of the Executive Committee granted herein, the Executive Committee shall evaluate the Corporation's performance and effectiveness towards fulfilling its mission, goals and objectives no less than once every fiscal year. The Executive Committee shall have the authority of the Board, except that the Executive Committee, regardless of any resolution of the Board, may not:

- a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of all or a majority of the Directors;
- b. Fill vacancies on the Board or on any committee that has the authority of the Board;
- c. Establish or fix compensation, if any, of the Directors for serving on the Board or on any committee;
- d. Amend or repeal these Bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- f. Create any other committees of the Board or appoint the members of committees of the Board;
- g. Approve any Self-Dealing Transaction, except as provided in Section 5233(d)(3) of the California Corporations Code (and set forth in Section 5.17 above).

**Section 6.2 Meetings and Actions of Executive Committee.** Meetings and actions of the Executive Committee shall be governed by, held and taken in accordance with the provisions of these Bylaws concerning meetings and other actions of the Board, except that the time for regular meetings of the Executive Committee and the calling of special meetings of the Executive Committee may be determined either by a resolution of the Board or, if there is none, by resolution of the Executive Committee. Minutes of each meeting of the Executive Committee shall be kept and filed with the Corporation's records. The Board may adopt rules for the government of the Executive Committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the Executive Committee may adopt such rules.

**Section 6.3 Other Committees.** The Board may, by resolution described in Section 5.11.c. of these Bylaws, designate and constitute such other committees as it deems necessary or appropriate for conducting the business and affairs of the Corporation; provided no such committee shall possess the power to implement or otherwise undertake any of the actions

described in Section 6.1.a through 6.1.g. Notwithstanding the foregoing, the Board shall appoint the following committees: Audit Committee, Human Resources and Executive Compensation Committee, and such other committees as required by law or as otherwise determined by the Board. Each such committee shall consist of at least two or more Directors, and such non-Directors as determined by the Board, and shall have such power or authority as are conferred by the Board. To the extent any non-Director is appointed to any committee, the majority of the members of such committee shall be Directors. Further, non-Directors shall be entitled to vote on matters brought to a vote by such committee, provided that the matter be a recommendation to another committee or the Board which does not involve final discretionary action by such committee.

**Section 6.4 Special Meetings of Committees.** Special meetings of any committee designated by the Board may be called at any time by the Chair of such committee upon four (4) days notice pursuant to the notice procedures set forth in Section 5.9.b., above.

**Section 6.5 Quorum for Committee Action.** Unless otherwise provided in the resolution of the Board designating a committee, one-third (1/3) of the authorized number of the members of a committee (including the Executive Committee established pursuant to Section 6.1, above) shall constitute a quorum, and the act of a majority of the members of such committee present at a meeting at which a quorum is present shall be the act of the committee, subject to the limitations set forth in Section 6.3, above.

**Section 6.6 Other Rules.** Except as otherwise provided in this Article VI, meetings and actions of committees of the Board 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 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 each such committee. Minutes of each meeting of each committee of the Board shall be kept and shall be filed with the Corporation's records. Each committee of the Board shall be governed by such rules as are consistent with these Bylaws and as are adopted whether by the Board or by the committee. The Board may adopt rules for the government of any such committee not inconsistent with the provisions of these Bylaws or California law.

## **ARTICLE VII. OFFICERS**

**Section 7.1 Officers.** The officers of the Corporation shall be a Chair, a Vice Chair, a President/Chief Executive Officer, a Secretary, a Treasurer, and a Chief Financial Officer. The President/Chief Executive Officer and the Chief Financial Officer of the Corporation shall also serve, ex officio, on the Board, but shall not be Directors. The Corporation may also have one or more Vice Presidents, one or more assistant Secretaries, one or more assistant Treasurers, and such other officers as may be appointed by the Board in accordance with the provisions of this Article VII. Any number of offices may be held by the same person, except that neither the Secretary, the Treasurer nor the Chief Financial Officer may serve concurrently as either the President or the Chair of the Board. No officer shall be entitled to compensation for services

rendered in his or her capacity as an officer of this Corporation, except however that, in the sole discretion of the Board, the President/Chief Executive Officer and the Chief Financial Officer may be compensated for services rendered in their respective capacities as such an officer of the Corporation. Except as otherwise provided above with respect to the President/Chief Executive Officer and the Chief Financial Officer, all other officers of the Corporation shall be selected from the Board.

**Section 7.2 Election of Officers; Term.** Subject to Section 7.1 with respect to the President/Chief Executive Officer and the Chief Financial Officer, the officers shall be elected annually by the Board at its Annual Meeting. All officers shall serve at the pleasure of the Board. Excepting the President/Chief Executive Officer and the Chief Financial Officer, the officers shall hold their respective offices until their resignation, removal or other disqualification from service, and until their respective successors are elected.

**Section 7.3 Removal of Officers.** Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board.

**Section 7.4 Resignation of Officers.** Any officer may resign at any time upon 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 acceptance of the resignation shall not be necessary to make it effective. Resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

**Section 7.5 Vacancies in Office.** A vacancy occurring 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 election or appointment to that office, provided that such vacancies shall be filled as they occur and not on an annual basis.

**Section 7.6 Responsibilities of Officers.**

**a. Chair of the Board.** The Chair of the Board, if present, shall preside at all meetings of the Board and the Executive Committee and shall exercise and perform such other powers and duties as the Board may assign from time to time. The Chair of the Board shall also serve, ex-officio, as a member of all other committees of the Board, shall count as a quorum for purposes of determining a duly held meeting of such committees, and may vote on any matter brought before such committees.

**b. Vice Chair of the Board.** In the absence or disability of the Chair of the Board, the Vice Chair of the Board (and, if more than one, in order of their rank as fixed by the Board or, if not ranked, then the Vice Chair designated by the Chair) shall perform the duties and exercise the powers of the Chair, including sitting ex-officio on all committees when the Chair is not present. When so acting, such Vice Chair shall have all of the powers and shall be subject to all of the restrictions upon the Chair. Each person serving as a Vice Chair shall perform such other duties and have such other powers as the Board and the Chair of the Board shall prescribe.

c. **President.** Subject to the control and supervision of the Board or the Chair of the Board, the President shall be the Chief Executive Officer of the Corporation and shall supervise, direct and control the business, the officers, and the employees of the Corporation. The President shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

d. **Vice Presidents.** In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board, shall perform all of the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or the Bylaws.

e. **Secretary.** The Secretary shall attend to the following:

(1) **Book of Minutes.** The Secretary shall keep, or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and of its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(2) **Notices, Seal, Director Information and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws. The Secretary shall obtain and maintain a accurate, up-to-date record of the names, addresses, telephone numbers, facsimile numbers, electronic mail addresses and any other pertinent contact information relating to all Directors and non-Director committee members.

f. **Treasurer.** If there is a Chief Financial Officer of the Corporation, the Chief Financial Officer shall attend to the following and shall report to and be overseen by the Treasurer. In the absence of a Chief Financial Officer, the Treasurer shall attend to the following:

(1) **Books of Account.** Keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the Corporation's properties and transactions of the Corporation, including accounts of assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements; and send, or cause to be sent, to the Directors such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any Director at all reasonable times.

(2) **Deposit and Disbursement of Money and Valuables.** Deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; disburse the funds of the Corporation as may be

ordered by the Board; render to the President or Chair of the Board, when requested, an account of all transactions and of the financial condition of the Corporation; and have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(3) **Bond.** If required by the Board, the Treasurer and/or the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer and/or Chief Financial Officer upon death, resignation, retirement or removal from their respective offices.

g. **Chief Financial Officer.** The Chief Financial Officer shall have such powers and perform such duties as may be prescribed by the Board or the Bylaws.

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

**Section 8.1 Definitions.** For the purpose of this Article VIII,

a. **Agent** means any person who is or was a director, officer, employee or 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 association or corporation of this Corporation or of another enterprise at the request of the predecessor corporation.

b. **Proceeding** means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, and shall include non-judicial arbitration or mediation.

c. **Expenses** include, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as Agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article VIII.

**Section 8.2 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 VIII, or in the defense of any claim, issue or matter therein, the Agent shall be indemnified against Expenses actually and reasonably incurred by the Agent in connection with the claim. If an Agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 8.3 through 8.5 shall determine whether the Agent is entitled to indemnification.

**Section 8.3 Other Indemnity Situations – Determination of Good Faith.** Except as otherwise provided in Section 8.2, any indemnification under this Article VIII shall be made by



the Corporation only if, in addition to satisfying the requirements set forth in Section 8.4 or 8.5 below, there has been a determination that indemnification of the Agent is proper in the circumstances because the Agent has met the applicable standard of conduct.

a. **Required Standard of Conduct.** The Agent seeking reimbursement must be found, in the manner provided below, that he or she 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 person did not act in good faith or in a manner which he or she reasonably believed to be in the best interests 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 person must have had no reasonable cause to believe that his or her conduct was unlawful.

b. **Manner of Determination of Good Faith Conduct.** The determination that the Agent did act in a manner complying with Section 8.3.a., above, shall be made by:

(1) The affirmative vote of a majority of the votes represented and voting at a duly held meeting of the Board at which a quorum of Directors who are not parties to the Proceeding is present (which affirmative votes also constitute a majority of the required quorum); or

(2) The court in which the Proceeding is or was pending. 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 8.4 Actions Brought by Persons Other Than the Corporation.** Subject to the required findings to be made pursuant to Section 8.3, above, this Corporation shall indemnify any Agent who was or is a party, or is threatened to be made a party, to any Proceeding (other than an action brought by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 (self-dealing), 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, for all Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the Proceeding.

**Section 8.5 Action Brought by or On Behalf of the Corporation.** Subject to the required findings to be made pursuant to Section 8.3, above, this Corporation shall indemnify any Agent who was or is a party, or is threatened to be made a party, to any Proceeding brought by or in the right of the Corporation to procure a judgment in its favor, or brought under Section 5233 (self-dealing), or 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, for all Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the

Proceeding. Notwithstanding the foregoing, no indemnification shall be made under this Section 8.5:

a. In respect of any claim, issue or matter as to which the Agent shall have been adjudged to be liable to the Corporation in the performance of such Agent's duty to the 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, such Agent is fairly and reasonably entitled to indemnity for the expenses which such 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.

**Section 8.6 Limitations.** No indemnification or advance shall be made under this Article VIII, except as provided in Sections 8.2 or 8.3.b.(2), in any circumstance when it appears:

a. That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a resolution of the Board, 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 the indemnification would be inconsistent with any condition expressly imposed by a court in approving indemnification.

**Section 8.7 Advance of Expenses.** Expenses incurred in defending any Proceeding may be advanced by this Corporation before the final disposition of the Proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is ultimately determined that the Agent is entitled to be indemnified as authorized in this Article VIII.

**Section 8.8 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 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 that liability under the provisions of this Article VIII.

**Section 8.9 Fiduciaries of Employee Benefit Plan.** This Article VIII does not apply to any Proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an Agent of the Corporation as defined in Section 8.1. Nothing contained in this Article VIII shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

**Section 8.10 Changes to Article VIII.** No provision made by the Corporation to indemnify its Directors or officers for the defense of any Proceeding, whether contained in the Articles of Incorporation, these Bylaws, a resolution of the Board, an agreement or otherwise, shall be valid unless consistent with this Article VIII. Nothing contained in this Article VIII, however, shall affect the right of the Corporation to provide for a different or any indemnification provision under contract or other agreement to persons other than directors or officers of the Corporation, provided that any such indemnification provision, if inconsistent with this Article VIII, shall expressly reference the effect on this Article VIII.

## **ARTICLE IX. CORPORATE RECORDS, REPORTS AND SEAL**

**Section 9.1 Maintenance and Inspection of Articles and Bylaws.** The Corporation shall keep at its principal business office, the corporate seal and the original or a copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by officers and Directors at all reasonable times during office hours.

**Section 9.2 Maintenance and Inspection of Other Corporate Records.** The accounting books and records and minutes of proceedings of the Board and its committees shall be open to inspection upon written demand by any Director on the Corporation at any reasonable time, for a purpose reasonably related to such person's interests as a Director.

**Section 9.3 Annual Report.** The Board shall cause an annual report to be sent to Directors within one hundred twenty (120) days after the end of the Corporation's fiscal year. The 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, during the fiscal year.
- c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- e. Any information required by Section 9.4 of these Bylaws.

The annual report shall be accompanied by any report on it 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 Corporation's books and records.

This requirement of an annual report shall not apply if the Corporation receives less than Twenty Five Thousand Dollars (\$25,000) 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.

**Section 9.4 Annual Statement of Certain Transactions and Indemnifications.** As part of the annual report, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver 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) in 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 Fifty Thousand Dollars (\$50,000), or was one of a number of transactions with the same interested person involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000). For this purpose, an "interested person" is either of the following:

(1) Any Director or officer of the Corporation, its parent or subsidiary (but mere common directorship shall not be considered a material financial interest); or

(2) Any holder or 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 Dollars (\$10,000) paid during the fiscal year to any officer or Director of the Corporation under these Bylaws.

## **ARTICLE X. GENERAL PROVISIONS**

**Section 10.1 Construction and Interpretation.** Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

**Section 10.2 Endorsement of Documents: Contracts.** The Board, through the Executive Committee, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instruments 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, through the Executive Committee, no officer, agent, or other person 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.

**Section 10.3 Representation of Shares of Other Corporations.** The Chair or any other officer or officers authorized by the Board or the Chair is each authorized to vote, represent and exercise on behalf of the Corporation any rights incidental to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

**Section 10.4 Fiscal Year.** The fiscal year of the Corporation shall be the twelve months period ending June 30th of each year.

## **ARTICLE XI. AMENDMENTS**

These Bylaws may only be altered, amended or repealed, and new Bylaws may only be adopted, by a majority of the Directors present at any meeting of the Board at which a quorum is present, if at least two (2) days written notice is given of the intention to amend, repeal, or adopt new Bylaws at such meeting; provided, however, that these Bylaws shall not be amended, modified or repealed in any manner that would make any provision hereof inconsistent with the nonprofit, tax-exempt character and status of this Corporation.

**CERTIFICATE OF SECRETARY**

I, the undersigned, hereby certify:

1. That I am the duly elected and acting Secretary of Direct Relief International, a California Nonprofit Public Benefit Corporation.

2. That the foregoing Bylaws, consisting of eleven (11) articles and nineteen (19) pages, including this certification page, constitute the Amended and Restated Bylaws of Direct Relief International as duly adopted by the Board of Directors at a duly held meeting on September 19, 2008.

**IN WITNESS WHEREOF**, I have subscribed my name and affixed the seal of the Corporation this \_\_\_\_\_ day of \_\_\_\_\_, 2008.

\_\_\_\_\_  
Ayesha Shaikh, Secretary