



**Bylaws of
The George G. Glenner Alzheimer's Family Centers, Inc.®**

EFFECTIVE DATE: June 18, 2015

ARTICLE I

NAME, LOCATION AND PURPOSE

Section 1.1 Name. This corporation shall be known as The George G. Glenner Alzheimer's Family Centers, Incorporated, doing business as The Glenner Memory Care Centers, hereinafter referred to as the "Glenner AFC" or "the Corporation" throughout.

Section 1.2 Location. The corporate office for the transaction of business of Glenner AFC shall be located in the County of San Diego, California. Branch or subordinate offices may be established at any place or places where the Corporation is qualified to do business.

Section 1.3 Purpose.

- A. The Corporation is a non-profit, public benefit corporation and is not organized for the private gain of any person. The Corporation is organized under the Nonprofit Corporation Law for charitable purposes.
- B. The specific purposes of the Corporation are to 1) provide a day care center for Alzheimer's disease patients; 2) support and encourage research into causes, improved diagnoses, and therapies for Alzheimer's disease and related brain disorders; 3) foster and encourage mutual support for those afflicted with Alzheimer's disease and related brain disorders and their families; and 4) publicize the social, economic, and medical needs of that segment of the population afflicted with Alzheimer's disease and related brain disorders.

Section 1.4 Construction and Definitions. The California Nonprofit Corporation Law shall govern the construction of these Bylaws.

Section 1.5 Dedication of Assets. The Corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision of payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and

operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE II

MEMBERSHIP

Section 2.1 Members. The Corporation shall have no voting members, as defined in California Nonprofit Corporation Law. 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 members, shall vest in the Directors.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Powers of Directors. Subject to the provisions of the California Nonprofit Corporation Law and limitations of the Articles of Incorporation, and the terms of these Bylaws, all corporate powers of the Glenner AFC shall be vested in and exercised, and the business and affairs of the Glenner AFC shall be controlled, by or under the authority of the Board of Directors. Without limiting the foregoing general powers, the Board of Directors shall have the following powers:

- (a) To select and remove the Officers and agents, prescribe such powers and duties for them as consistent with law, the Articles of Incorporation or these Bylaws.
- (b) To conduct, manage, and control the affairs and business of the Glenner AFC as they deem best and to make such rules and regulations consistent with law, the Articles of Incorporation and the Bylaws.
- (c) To borrow money and incur indebtedness for the purpose of the Glenner AFC, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.
- (d) To change the principal office for the transaction of Glenner AFC from one location to another within San Diego County; to fix and locate one or more subsidiary offices of the Glenner AFC within or without the State of California; to designate any place within or without the State of California for the holding of any Directors' meeting.
- (e) To adopt, make and use a corporate seal and to alter the form thereof as in their judgment they deem best, provided such seal complies with the provisions of the law.
- (f) To authorize any Officers or agents of Glenner AFC to enter into contracts or execute any instrument in the name and on behalf of the Glenner AFC. Unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind the Glenner AFC, by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount. Any such contract or instrument between the Glenner AFC and any third party, when signed by the President or any Vice

President and the Secretary or the Treasurer of the Glenner AFC, shall be valid and binding upon Glenner AFC.

- (g) Pursuant to Section 5239 of the Nonprofit Corporation Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer Director or volunteer Chair of the Board, Vice Chair(s), Secretary or Treasurer(s) of the Corporation caused by the Director's or Officer's negligent act or omission in the performance of that person's duties as a Director or Officer, if all of the following conditions are met:
- i. The act or omission was within the scope of the Director's or Officer's duties;
 - ii. The act or omission was performed in good faith;
 - iii. The act or omission was not reckless, wanton, intentional or grossly negligent;
 - iv. The Corporation has complied with the requirements to obtain liability insurance.

The limitation on the personal liability of a volunteer Director or Officer does not limit the liability of the Corporation for any damages caused by acts or omissions of a volunteer Director or Volunteer Officer, nor does it eliminate the liability of a Director or Officer provided in Section 5233 or 5237 of the Nonprofit Corporation Law or in any action or proceeding brought by the Attorney General. Nothing in this section creates a duty of care or basis of liability for damage or injury caused by the acts or omissions of a Director or Officer.

Section 3.2 Requirement to Obtain Liability Insurance. In order to obtain the full benefit of the limitation of liability set forth above, the Corporation and the Directors shall obtain liability insurance in the form of general liability policy for the Glenner AFC and a Director's and Officer's liability policy.

Section 3.3 Indemnification. The Corporation hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, Officer, employee or other agent (as defined in Section 5238 of the Nonprofit Corporation Law) of the Corporation, to the full extent allowed under the provisions of said Section 5238 relating to the power of a corporation to indemnify any such person. The amount of such indemnity, if any, shall be so much as the Board determines and finds to be reasonable, or, if required by said Section 5238, the amount of such indemnity shall be so much as the Court determines and finds to be reasonable.

Section 3.4 Number of and Qualifications for Directors. The number of Directors of the Glenner AFC shall not be fewer than seven (7) nor more than twenty-five (25). The exact numbers of Directors, within the range described in the preceding sentence, may be amended within the limits recited in the Articles of Incorporation and by resolution and affirmative vote of the Board of Directors. The qualifications for the Directors are:

- a. Integrity and moral responsibility;
- b. Policy-making experience;
- c. Ability to work constructively with other Directors;
- d. Capacity to evaluate strategy and reach sound conclusions;
- e. Availability of time to do justice to duties as a Director and willingness to devote the time required;
- f. Supportive of Glenner AFC's mission, growth, and sustainability as well as committed to our clients and their families;
- g. Committed to providing time, talents, and treasure to Glenner AFC; and
- h. Awareness of the social, political and economic environment.

Section 3.5 Restriction on Interested Persons as Directors. No more than 49 percent of the persons serving on the Board may be "interested persons." An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law or such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

Section 3.6 Emeritus Status. The Board of Directors may elect former Board members to serve as emeritus Board members as deemed necessary. Emeritus Board members shall not have voting privileges and shall not be considered to be a Director of the Corporation.

Section 3.7 Honorary Board Members. The Board of Directors may elect honorary Board members as deemed necessary. Honorary Board members shall not have voting privileges and shall not be considered to be a Director of the Corporation.

Section 3.8 Election and Term of Office.

3.8.1 The Directors shall be elected at any regular or special meeting of the Board of Directors duly called and held.

3.8.2 A Director's term shall be two (2) fiscal years, ending on June 30. The terms of office for Directors shall be staggered at one-year intervals such that the terms of approximately one-half (1/2) of the Directors will expire each year. Should a Director be elected to a term that begins on any date other than July 1, said Director's initial term shall be until July 1 following the date of their election, plus one year.

3.8.3 Directors shall serve a maximum of three (3) consecutive full two-year terms, and shall not serve as a Director without a break in service of at least twelve (12) consecutive months. However, notwithstanding the foregoing, the Board of Directors, by a majority vote of all Directors then in office, may elect to extend a Director's service beyond three (3) consecutive full two-year terms for the benefit of

the Corporation. Directors elected at any meeting other than the first Board meeting of a calendar year shall serve until the end of the two year term.

Section 3.9 Removal/Resignation of Directors.

- (a) A Director may be removed with or without cause, by a two-thirds majority of all Directors then in office, at a meeting duly called and held.
- (b) A Director having three (3) absences that are unexcused by the Chair in each fiscal year may be voted out by the majority of a quorum of the Board of Directors, at a meeting duly called and held.
- (c) A Director may resign effective upon giving notice to the Chair of the Board, the Secretary, or the Board of Directors. Upon resignation, the California Attorney General shall be notified if the Corporation would be left without a duly elected Director or Directors.

Section 3.10 Vacancies. Vacancies in the Board of Directors shall be deemed to exist a) if the maximum number of Director positions are not filled, and b) upon the death, resignation, or c) removal of a Director. Vacant positions shall be filled by vote of the majority of a quorum of the Board, upon recommendation of the Nominating Committee. If the number of Directors then in office is less than a quorum, vacancies shall be filled by 1) the unanimous written consent of the Directors then in office, 2) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with California Nonprofit Corporation Law Section 5211, or 3) a sole remaining Director..

A successor Director shall serve for the unexpired term of his predecessor. Any reduction of the authorized number of Directors shall not result in any Director's being removed before his or her term of office expires.

Section 3.11 Compensation and Reimbursement of Directors. Directors may receive such compensation, if any, for their services as Directors or Officers, and such reimbursement of expenses, as the Board may establish by resolution to be just and reasonable as to the Corporation at the time the resolution is adopted.

Section 3.12 Place of Meeting. Regular meetings of the Board of Directors shall be held at any place, within or without the state, that has been designated by the Chair of the Board, by resolution of the Board or by written consent of all members of the Board. In the absence of this designation, regular meetings shall be held at the principal office of the Glenner AFC. Special meetings of the Board may be held either at a place designated or at the principal office.

Section 3.13 Regular Meetings. The Board of Directors shall in its discretion fix the date, time, and place of any regular meetings of the Board of Directors. Board of Directors meetings shall be held at a minimum of once per calendar quarter. Members of the Board of Directors may participate in a meeting through the use of a conference telephone or similar communication equipment. Such participation constitutes presence in person.

Notice of the time and place of the general meetings shall be given to each Director at the beginning of each calendar year in the form of a full year calendar.

The full year calendar will include the meeting date, time and the place of the meeting. New Board members beginning after the start of the year will be given the full year calendar at the beginning of service. In addition, notice of the meeting shall also be given to each Director via an email or first class mail. Notice will be given via first class mail to those Directors for which an email address is not provided. All such notices shall be given or sent to the Director's email address or mailing address in the Corporation's records. Notices sent by first-class mail shall be deposited in the U.S. mail at least one week before the time set for the meeting.

Notices given by email shall be delivered at least one week before the time set for the meeting. All such notices shall state the time of the meeting and the place.

Section 3.14 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called anytime by the Chair of the Board or by any two Directors. Notice of the date, time and place of special meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone call either to the Director or a person at the Director's home or office who would be reasonably expected to communicate that notice promptly to the Director; (d) facsimile; (e) email; or (f) other electronic means. All such notices shall be sent to the Director's address, telephone number or email address as shown on the Corporation's records.

Notices sent by first-class mail shall be deposited in the United States mail at least one week before the time set for the meeting. Notices given by personal delivery, telephone or email shall also be delivered one week before the time set for the meeting. All such notices shall state the time, date and place of the meeting, if the place is other than the Corporation's principal office.

Section 3.15 Transactions. The transactions of any meeting of the Board of Directors, however called and noticed and whenever held, shall be as valid as though at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the Directors not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals related to actions taken without a meeting or with a meeting shall be filed with the corporate records or made a part of the Minutes of the meeting.

Section 3.16 Action Without a Meeting. Any action by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board.

Section 3.17 Adjournment. In the absence of a quorum at any meeting of the Board of Directors, the majority of the Directors present may adjourn the meeting until the time fixed for the next regular meeting of the Board. If the meeting is adjourned for more than twenty- four (24) hours, notice of any adjournment to another time or place shall be given to the Directors who were not present at the

time of adjournment.

Section 3.18 Quorum. A quorum shall consist of a majority, defined as 50% plus 1, of the Directors then in office. 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 the act of the Board.

Section 3.19 Absentee and Proxy Voting; Use of Proxy for Establishing Quorum. There shall be no absentee and/or voting by proxy by Directors, and proxies shall not be used to establish a quorum of the Directors or for any other purpose.

Section 3.20 Self-Dealing Transactions. Pursuant to Section 5233 of the California Nonprofit Corporation Law, the Glenner AFC shall not be a party to a transaction in which one or more of its Directors has a material financial interest or conflict of interest ("Interested Director") unless:

- (a) The Attorney General or the court in action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated; or
- (b) Prior to entering the transaction such financial interest or conflict of interest has been disclosed to the Board with full disclosure of the facts of the proposed transaction and possible alternatives that have been considered and investigated and,
 - (i) the Board resolves and finds that (1) the transaction is in the Glenner AFC's best interests and for the Glenner AFC's own benefit. (2) the transaction is fair and reasonable as to the Glenner AFC, and;
 - (ii) the Board in good faith and by vote of the majority of the Directors then in office (without including the vote of the "Interested Director") approves the entire transaction.

In the event it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction, the Glenner AFC may enter into such a transaction, a committee or person authorized by the Board approved the transaction in a manner consistent with the procedure set forth in this Section and the Board, after determining in good faith that the Glenner AFC entered into the transaction for its own benefit and that the transaction was fair and reasonable as to the Glenner AFC at the time it was entered into, ratifies 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.

In light of the foregoing limitations, all Directors shall each year complete a Conflict of Interest Disclosure form dealing with this subject matter.

Section 3.21 Standard of Conduct. Pursuant to Section 5231 of the California Nonprofit Corporation Law, a Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve in good faith, in a manner such Director believes to be in the best interests of the Glenner AFC, including reasonable inquiry, as an ordinarily

prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements including financial statements and other financial data, in each case prepared or presented by

- (a) One or more Officers or employees of the Glenner AFC whom the Director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board which the Director believes to merit confidence;

provided that, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances without knowledge that would cause such reliance to be unwarranted.

Section 3.22 Contracts with Directors.

No Director of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors are Directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation, unless (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction;

(b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (b) 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 the educational or charitable program of this Corporation.

Section 3.23 Loans to Directors. This Corporation shall not lend any money or property to or guarantee the obligation of any Director or Officer without the approval of the California Attorney General, provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her

duties if that Director would be entitled to reimbursement for such expenses by the Corporation.

Section 3.24 Actions Requiring Approval of the Board of Directors.

1. Adopting, amending, or repealing the Bylaws;
2. Amending the articles;
3. Electing Directors;
4. Filling vacancies on the Board and removing Directors in some instances;
5. Electing Officers;
6. Employing a Chief Executive Officer;
7. Appointing and assigning duties to committees of the Board;
8. Adopting an annual budget;
9. Planning the year's activities;
10. Adopting corporate policies and long term plans;
11. Investing corporate funds;
12. Complying with governmental reporting requirements and taxation laws;
13. Bringing or defending legal actions of behalf of the Corporation;
14. Designating the corporate depository and authorized signatories;
15. Approving corporate borrowing or loans;
16. Approving indemnification of corporate Director, Officer, and other agents;
17. Approving mortgage or other hypothecation of Corporation property to secure payment or performance of contracts or obligations;
18. Approving sale, lease, conveyance, exchange, transfer, or other disposition of corporate assets; and
19. Approving merger, reorganizations, and dissolutions.

ARTICLE IV

OFFICERS

Section 4.1 Designation. The Officers of the Glenner AFC shall be a Chair, Vice Chair, Secretary, Treasurer, and such other additional Officers as may be designated by the Board of Directors. The term of all Officers shall be for a term of one (1) year and the Officer may hold two (2) consecutive terms of office. The Board of Directors, by a majority vote of all Directors then in office, may elect to extend an Officer's term of office beyond two (2) consecutive terms for the benefit of the Corporation. One person may hold two or more offices except that neither the Secretary nor Treasurer may concurrently serve as Chair of the Board.

Section 4.2 Chair. The Chair of the Glenner AFC shall preside at all the meetings of the Board of Directors. He or she appoints the Chairs of all committees and shall be a member, ex-officio, of all committees.

Section 4.3 Vice Chair(s). In the absence or disability of the Chair, the Vice Chairs, as designated by the Board of Directors, shall perform all the duties of the Chair and when so acting shall have all the powers of and be subject to all of the restrictions upon the Chair.

The Vice Chair(s) shall have such powers and perform such other duties as may be from time to time prescribed for them, respectively, by the Board of Directors or by the Bylaws.

The Vice Chair(s) shall be assigned primary duties and responsibilities as designated by the Chair of the Board to serve the best interest of the Board.

Section 4.4 Secretary. The Secretary, or his or her designee, shall attend and keep minutes of the meetings of the Board of Directors and the Executive Committee, issue notices of all meetings of the Board of Directors and the Executive Committee, and in general shall perform all the duties and functions incident to the Office of Secretary.

Section 4.5 Treasurer(s). The Treasurer(s) shall perform the duties customarily pertaining to such office. The Treasurer(s) shall make periodic audit reports to the Board of Directors.

Section 4.6 Election of Officers. The Officers of this Corporation, except any appointed under Section 4.1 of these Bylaws, shall be chosen to fill vacancies annually as needed by the Board and shall serve at the pleasure of the Board, subject to the rights of any Officer under any employment contract.

Section 4.7 Appointment of Other Officers. The Board may appoint and authorize the chairman of the Board or another Officer to appoint any other Officers that the Corporation may require. Each Appointed Officer shall have the title and authority, hold office for the period, and perform the duties specified in the Bylaws or established by the Board.

Section 4.8 Removal/Resignation.

- a) Any Officer may be removed without cause by a two-thirds majority of the total membership of the Board; and
- b) Any Officer may resign at any time by giving written notice to the Board. The resignation shall take effect the date the notice is received or a later date specified by the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the Officer is a party.

Section 4.9 Vacancies. In the event of the death or resignation of any principal Officer prior to the expiration of his or her term, the Board shall fill such vacancy from its membership.

Section 4.10 Chief Executive Officer. The Board of Directors shall appoint a Chief Executive Officer to be employed by the Glenner AFC. The Chief Executive Officer shall have duties of general supervision, direction, and control of the business of the Glenner AFC, according to policies established by the Board. He/she shall be an ex-officio member of all standing committees of the Glenner AFC. He/she shall have the general powers and duties of management usually

vested in a Chief Executive Officer of a corporation and have such other powers as may be prescribed by the Board of Directors. Specific responsibilities shall include general management and direction of Glenner AFC programs, fundraising, budget preparation and control, accounting and reporting of financial transactions, management and supervision of personnel and development of public relations. The Chief Executive Officer shall be responsible for selecting and dismissing the employees of the

Glenner AFC, in accord with policies of the Glenner AFC. All or part of these duties may be delegated to staff of the Glenner AFC with ultimate responsibility remaining with the Chief Executive Officer.

The Chief Executive Officer shall report to the Board of Directors, who shall fix his/her salary.

Section 4.11 Loans to Officers. This Corporation shall not lend any money or property to or guarantee the obligation of any Director or Officer without the approval of the California Attorney General, provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for the expenses reasonably anticipated to be incurred in the performance of his or her duties if that Officer would be entitled to reimbursement for such expenses by the Corporation.

ARTICLE V

COMMITTEES

Section 5.1 Executive Committee. The Executive Committee shall consist of all elected Officers and may include two (2) additional Board members. The Chair of the Board shall act as chairman of the Executive Committee. The Executive Committee shall have and may exercise all the powers of the Board between meetings of the Board, except the following:

- (a) The approval of any action for which the California Nonprofit Corporation Law and Section 3.24 of these Bylaws which require the approval of the Board of Directors.
- (b) The filling of vacancies on the Board or in any committee which has the authority of the Board.
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee.
- (d) The amendment or repeal of any resolution of the Board which by its express terms may not be amended or repealed.
- (e) The appointment of committees of the Board or the members thereof.
- (f) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- (g) The approval of any self-dealing transaction except as permitted in Article III, Section 13 of these Bylaws.

Section 5.2 Other Committees. The Board may appoint other committees such

as Marketing and Public Relations, Strategic Planning, Programs and Services, Nominating, Development/Fundraising, Bylaws, Audit, Personnel and/or other committees the Board of Directors deems as necessary and shall determine or provide for the determination of their duties and functions. Each Committee shall be comprised of at least one Director.

ARTICLE VI

MISCELLANEOUS

Section 6.1 Fiscal Year. The fiscal year of the Corporation shall be July 1 through June 30.

Section 6.2 Non-Discrimination. The Directors, Officers, committee members, employed and volunteer staff, and clients served by this Corporation shall be selected and treated entirely on a nondiscriminatory basis with respect to age, gender, race, religion, national origin, sexual orientation, physical limitations and/or any other protected class..

Section 6.3 Records and Rights of Inspection. Any Director shall have the right at any reasonable time to inspect and copy all books, records, and documents of any kind.

Section 6.4 Maintenance of Corporate Records. The Corporation shall keep the following: adequate and correct books and records of account; minutes of the proceedings of the Board, and committees of the Board; and a record of each member's name, address and class of membership. The minutes and other books and records shall be keep either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Section 6.5 Annual Reports. The Board shall cause an annual report to be sent to the Directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- 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 Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- d) The Corporation's expenses or disbursements for both general and restricted purposes;
- e) An independent accountants' report or, if none, 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 transaction (i) which the Corporation, or its parent or subsidiary, was a party;

(ii) in which an “interested person” had a direct or indirect material financial interest; and (iii) which involved more than \$50,000 or was one of the several transactions with the same interested person involving, in the aggregate, more than \$500,000.

- a. An interested person for this purpose is any Director or Officer of the Corporation, its parent, or subsidiary.
- b. 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.
- g) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the Corporation.

This requirement of an annual report shall not apply if the Corporation receives less than \$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 Director and to any member who requests it in writing. If the Board approves, the Corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission.

ARTICLE VII

DISSOLUTION

Section 7.1 Dissolution. The Glenner AFC may be voluntarily dissolved by a two-thirds vote of all Directors then in office, at a meeting of the Board of Directors expressly called for such a purpose. Upon dissolution of the Glenner AFC, all its funds and property, its books and records and its Glenner AFC charter shall be transferred and delivered promptly into the custody of a non-profit organization located within the County of San Diego, California and whose specific purpose is consistent with one or more of the specific purposes of this Corporation, as described in Section 1.3 herein.

ARTICLE VIII

AMENDMENTS

Section 8.1 Amendments. These Bylaws may be altered, amended or repealed and new Bylaws adopted by vote of the majority of all Directors then in office, at any regular or special meeting; provided, however, that the proposed changes be included in the notice of the meeting at least 72 hours in advance.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of George G. Glenner Alzheimer's Family Centers, Inc., a California Nonprofit Public Benefit Corporation and that the Bylaws, consisting of 14 pages including this page, are the Bylaws of the Corporation as adopted by the Board of Directors on Thursday, February 18, 2010, and amended by the Board of Directors on May 17, 2012; June 21, 2012; November 15, 2012; and June 18, 2015.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 21 day of August, 20 15.

Executed at San Diego, California.
Linda Johne, Secretary.