

VIETNAM VETERANS OF SAN DIEGO

A California Nonprofit Public Benefit Corporation

SECOND AMENDED AND RESTATED BYLAWS

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**AMENDED AND RESTATED BYLAWS OF
VIETNAM VETERANS OF SAN DIEGO ("VVSD")**
A California Nonprofit Public Benefit Corporation
D.B.A
VETERANS VILLAGE OF SAN DIEGO

ARTICLE I• OFFICES

Section 1.1 - Principal Office

The principal office of the Corporation shall be in the County of San Diego, California, and located at such place as the Board of Directors (hereinafter called the "Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another.

Section 1.2 - Other Offices

The Board may establish branch or subordinate offices at any place at any time, and may establish subordinate organizations (either for-profit or nonprofit, and incorporated or another form of entity), endowments, and/or foundations in support of the mission.

ARTICLE II• PURPOSES

Section 2.1 - Purpose

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

One of the specific purposes of this Corporation is to aid and assist veterans of the United States Armed Forces, including without limitation, veterans of the Vietnam War and other wars. For purposes of these Articles, Armed Forces shall mean the United States Army, Navy, Marines, Air Force, and Coast Guard.

This Corporation may also engage in other charitable activities that assist and enable veterans, and others, to participate in society. Examples of the foregoing include the provision of transitional and longer-term low income and affordable housing, rehabilitation and facilitating job training and placement for those in need of such assistance.

Without limiting the foregoing, this Corporation shall also meet the requirements of Internal Revenue Code Section 42(h)(5) and California Health and Safety Code Section 50091.

Section 2.2 - Mission

The mission of the Corporation includes extending assistance to needy and homeless veterans of all Armed Forces, wars and eras, their families, and others, by providing transitional and longer-term low income and affordable housing, food, clothing, substance abuse recovery and mental health counseling, job training and job placement services. The Corporation believes in the inherent value within each and every veteran, and that each such veteran shall have access to a rehabilitation program that leads to renewed self-worth and independent living. This Corporation shall accomplish this through appropriate related goals.

Section 2.3 - Political Action

The Corporation shall refrain from intervention in any political campaign on behalf of, or in opposition to, a candidate for public office. The Corporation shall not make any political expenditure or lobbying expenditure which will result in the loss of, or otherwise adversely affect, its status as a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This Corporation may, however, recommend legislation on behalf of veterans and their families.

ARTICLE III• MEMBERSHIP

Section 3.1 - Members

The Corporation shall have no members.

ARTICLE IV• BOARD OF DIRECTORS

Section 4.1 - Powers

There shall be a Board of Directors of the Corporation that shall serve without compensation for their duties as Directors. Subject to limitations of the Articles of incorporation and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, or committees however composed, provided that the business, property, and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 4.2 - Number of Directors and Executive Committee

- a. The Board of Directors shall consist of no less than eleven (11) and no more than twenty-one (21) Directors, including the Chair, but excluding any ex officio members.
- b. The Board shall elect a Chair, Vice-Chair, and Secretary/Treasurer from among any of the eligible Directors in good standing.

c. There shall be an Executive Committee of the Board composed of the aforementioned elected officers as described further in Article VII, Section 7.2.

d. The Chief Executive Officer (CEO) is an ex officio voting member of the Board of Directors, and is a member of all standing and ad hoc committees.

Section 4.3 - Qualifications

a. No person shall be a member of the Board of Directors who is currently a paid staff member of a human care service or other organizational agency in San Diego County that is involved in providing care or services to homeless persons or veterans in need of services in San Diego County.

b. No family member of paid VVSD staff shall be a member of the Board of Directors of VVSD.

Section 4.4 - Selection and Term of Office

a. A nominating committee established by the Chair and consisting of three (3) board members, who are not serving as officers of the Corporation, shall be responsible for preparing a slate of Directors and Officers to be voted on by the Board of Directors at its annual meeting.

b. Directors shall be selected and voted upon at the annual meeting of the Corporation or, in the event of a vacancy, at other times during the year at a regular meeting of the Board provided a quorum is present

c. The term of office is three (3) years, with Directors holding office until the expiration of the term for which elected and until a successor has been elected and qualified. Selection will be by a two-thirds vote of the Directors then in office.

d. Directors may serve up to three terms, or for a total service of nine (9) years, whichever is longer, provided, however, up to three (3) then-serving Directors may be re-elected to a fourth or successive term by an eighty percent (80%) or greater vote of the then-serving Directors. All Director terms will be staggered, so that an approximately equal number of Director positions are filled (including re-filled) each year.

e. Any Director may take a temporary leave of absence of no more than four (4) months due to job requirements, or illness of self or family member, or for other reasons determined appropriate by the Board. If the absence last more than four months, the Director may resign, or will be asked to resign, and the position will become vacant. However, if the Director is called to active duty from a reserve Armed Forces status, or other status, the leave of absence will extend for the duration of the active duty period.

f. The Board of Directors may appoint members to an Honorary Board. Said members shall be voted on and approved by a two-thirds vote of the Directors then in office. Honorary Board members shall be retired board members of the Corporation or other noteworthy individuals who have a demonstrated commitment to the mission of the Corporation. Honorary Board members shall have no voting or other rights with respect to the Corporation (including, but not limited to, that Honorary Board members shall have no right to receive notice of Board of Director meetings or receipt of the Directors' meeting materials, no right to attend and participate in Board of Directors meetings, no right to be appointed to the board Executive Committee, no rights to expense reimbursements consistent with that of Directors), and shall not be Directors of this Corporation. Each shall serve a term of three (3) years subject to renewal by the Board of Directors. (Revised 4/18/19) The Board of Directors shall have the right to remove an Honorary Board member with or without cause by a simple majority vote.

Section 4.5 - Vacancies

a. A vacancy or vacancies in the Board shall be deemed to exist in case of the completion of a term, the resignation, removal, or death of a Director, or, if the authorized number of Directors is increased.

b. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Law, any Director may resign at any time by giving written notice to the Chair or Secretary of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the Chair of the Board. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

c. Any Director or Observer may be removed from such office, with or without cause, by a three-fourths vote of the Directors then in office at any regular or special meeting of the Board called expressly for that purpose.

Section 4.6 - Annual Meeting

The Board shall hold an annual meeting for the purpose of organization, election of its Directors, Officers, and the transaction of other business. The annual meeting shall be held in October of each year at such time, day and place as may be designated by the Board.

Section 4.7 - Regular Meetings

Regular meetings of the Board of Directors shall be held at such time, day and place as may be designated by the Board. The meetings will meet the requirements of all existing contracts with other agencies.

The CEO is required to attend all meetings of the Board of Directors, although the CEO's absence from a duly constituted meeting of the Board shall not render any decisions made at such meeting invalid. The Chief Operating Officer (COO) and the Chief Financial Officer (CFO)

shall attend Board meetings at the discretion of the Chair of the Board. Attendance by these individuals at a Board meeting shall be in the role as guest only, and such individuals shall not have the right to vote, and such individuals shall leave the Board meeting when asked to do so.

Section 4.8 - Special Meetings

Special meetings of the Board for any purpose maybe called at any time at the direction of the Chair of the Board, the Vice Chair, the Secretary/Treasurer, or any two (2) Directors.

Special meetings of the Board shall be held upon five (5) days' notice by first class mail; or forty-eight (48) hours' notice given personally; or by telephone, fax, email, or other similar means of communication. The purpose for which a special meeting is called shall be stated in the notice.

Section 4.9 - Notice

Whenever under the provisions of these Bylaws notice is required to be given to a Director, Officer, Observer, or Committee Member, such notice shall be given in writing by first class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the United States mail or the delivery service. Notice may also be given personally by hand delivery, or by telephone, fax, email or other similar means of communication, and will be deemed given when received

Section 4.10 - Quorum

A simple majority of the regular voting members of the Board then in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4.13 of this Article IV.

Section 4.11 - Transaction of Business

Except as otherwise provided in these Bylaws, or by California state law, every act or decision made by a majority of the Directors present at a duly held meeting of the Board of Directors at which a quorum is present, is the act of the Corporation. Any meeting duly held at which a quorum was initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles, or these Bylaws. Each Director shall have one vote. Voting by proxy by Directors shall not be permitted.

The quorum for Standing Committees shall also be a majority of their current membership.

Section 4.12 - Participation in Meetings by Conference Telephone

Members of the Board may participate in meetings through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present and for voting.

Section 4.13 - Adjournment

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

Section 4.14 - 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 following verbal approval to such action. Such written consent, or consents, shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

ARTICLE V • OFFICERS

Section 5.1- Officers

The Officers of the Corporation shall be a Chief Executive Officer (CEO), Chief Operating Officer (COO), and a Chief Financial Officer (CFO). In addition, the Chair of the Board, Vice-Chair of the Board, and Secretary/Treasurer are Officers. Pursuant to California Corporations Code Section 5213(a), any person may hold two or more offices, except that neither the Secretary/Treasurer nor Chief Financial Officer may serve concurrently as the Chief Executive Officer or Chairman of the Board.

Section 5.2 – Terms, Removal and Resignation

- a. The CEO, COO, and CFO are elected by the Board of Directors and shall serve at the pleasure of the Board of Directors.
- b. The CEO may be removed from such office, with or without cause, by three-fourths vote of the Directors then in office. Any such removal shall be without prejudice to the right, if any, of the officer under any contract of employment of the officer.
- c. The Chair, Vice-Chair, and Secretary/Treasurer shall be elected by the Board of Directors for a term of two (2) years and shall be eligible to be further elected for one (1) additional two (2) year term of service for a total of four (4) years of service as an officer in a particular

role. The expiration of each term coincides with the end of the year marked by the annual meeting.

- d. Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately. The acceptance of such resignation shall not be necessary to make it effective.

Section 5.3 - Election

The CEO serves at the pleasure of the Board of Directors and is the only corporate officer who reports directly to the Board. The CEO will have a separate contract of employment with the Corporation. The COO and the CFO are hired by the CEO and are subject to the rights and actions as outlined in the Corporation's Handbook. The Chair, Vice-Chair and Secretary/Treasurer of the Corporation shall be elected by the Board at the Annual Meeting of the Corporation.

Section 5.4 - Subordinate Officers

The Board may elect, and may empower the Chair of the Board to nominate for Board of Directors ratification, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as provided in these Bylaws or as the Board may from time to time determine.

Section 5.5 - Vacancies

A vacancy in any office shall be filled in the manner prescribed in these Bylaws.

Section 5.6- Chair of the Board

The Chair of the Board is the principal volunteer officer of the Corporation, and, subject to the control of the Board of Directors, has general supervision, direction and control of the business and CEO of the Corporation. The Chair of the Board shall preside at all meetings of the Board of Directors and Executive Committee. The Chair shall have the powers to determine how meetings shall be conducted and may elect to follow the general procedures set forth in Roberts Rules of Order, or such other procedures as the Chair, in his or her discretion, believes are fair. As provided for in Article IV, Section 4.2. b., the Board shall elect the Chair and Vice-Chair from among any of the then-serving Directors.

The Chair shall give active direction and exercise oversight pertaining to all affairs of the Corporation. He or she may sign contracts or other instruments, which the Board of Directors has

authorized to be executed, and shall perform all duties incident to the office of Chair as may be prescribed by the Board of Directors

Section 5.7 - Vice Chair

In the absence or disability of the Chair of the Board, the Vice Chair of the Board shall perform 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 by the Board.

Section 5.8 – Secretary/Treasurer

The Secretary/Treasurer shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The Secretary/Treasurer shall give, or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and the Bylaws, as amended to date. The Secretary/Treasurer shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board, or the Bylaws, may prescribe.

The Secretary/Treasurer shall keep and maintain, or shall cause to be kept and maintained, adequate and correct accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and capital. The books of account shall at all reasonable times be open to inspection by any Director.

ARTICLE VI• CHIEF EXECUTIVE OFFICER

Section 6.1 - Responsibilities

The Chief Executive Officer (CEO) is the general manager of the Corporation and shall:

- a) Administer the activities and operation of the organization, including employment and dismissal of all other personnel.
- b) Carry out the plans and policies authorized by the Board of Directors.
- c) Perform duties and responsibilities assigned to him/her by the Chair of the Board.
- d) Assign staff or procure consultants to assist and advise all committees and divisions as necessary, and be responsible for detailed implementation of policies and procedures adopted.

The CEO shall be responsible to the Board for performance of the duties and accepts responsibility for the success or failure of the organization. The CEO shall serve as an ex officio member, with vote, of the Board and all standing, and ad hoc committees.

ARTICLE VII• COMMITTEES

Section 7.1- Committees of Directors

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each consisting of one or more Directors and/or others deemed essential, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or Director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 7.2 - Executive Committee

Between meetings of the Board of Directors, on-going oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall be as set forth in a resolution of the Board but shall be limited exclusively to persons then serving as Directors of this Corporation. The Board of Directors may delegate to the Executive Committee any of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, except the following:

- 7.2.1 The approval of any action for which the Nonprofit Public Benefit Corporation Law of the State of California also requires the approval of Members of a Corporation, in which event the approval of the Board shall be required.
- 7.2.2 The filling of vacancies on the Board or in any Committee which has the authority of the Board.
- 7.2.3 The fixing of compensation of the Directors for serving on the Board or on any Committee.
- 7.2.4 The amendment or repeal of Bylaws or the adoption of new Bylaws.
- 7.2.5 The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- 7.2.6 The appointment of Committees of the Board having the authority of the Board, or the Members thereof.
- 7.2.7 The approval of any self-dealing transaction, except as permitted by these Bylaws.

Section 7.3 - Audit Committee

In every fiscal year in which line 12 (defining gross revenues) of its IRS Form 990 (annual Federal information return) is expected to equal or exceed Two Million Dollars (\$2,000,000), the Board of Directors shall appoint one (1) or more of persons to constitute an Audit Committee and shall delegate to such Audit Committee any of the powers and authorities of the Board in the management of the business and affairs of the Corporation as is required by law and such other duties and authority as is provided herein. Without limitation of the forgoing, the Audit Committee:

- A. Shall recommend to the Board of Directors the retention and termination of the independent auditor;
- B. May negotiate the compensation of the auditor on behalf of the Board;
- C. Shall confer with the auditor to satisfy the committee members that the financial affairs of the charitable organization are in order;
- D. Shall review and determine whether to accept the audit; and
- E. Shall approve performance of any non-audit services by the auditing firm.

The Audit Committee may include non-Board members. The Audit Committee may not include the CEO, Secretary/Treasurer, CFO, employees of the Corporation, or any person who has a material financial interest in any entity doing business with the Corporation. Members of the finance committee may serve on the Audit Committee; however, the chairperson of the Audit Committee may not be a member of the finance committee and members of the finance committee shall constitute less than one-half of the membership of the Audit Committee.

Section 7.4 - Compensation Committee

In accordance with California Government Code Section 12586(g), the Compensation Committee shall be comprised of the following Board Officers: Chair, Vice Chair, and Secretary/Treasurer. The Compensation Committee shall review and approve the compensation, including benefits, of the CEO and the CFO, to assure that each is just and reasonable. As to each of such officers, such review of an officer's compensation shall occur initially upon the hiring of such officer, whenever the term of employment, if any, of the officer is renewed or extended, and whenever each such officer's compensation is modified. Separate review and approval shall not be required if the only modification of compensation is a modification extended to substantially all employees of the Corporation.

Section 7.5 - Other Committees and Task Forces

The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, shall give advice and make non-binding recommendations to the Board, and shall be treated as dissolved when a new Chair of the Board is elected.

Section 7.6 - Term of Office

Each member of a committee shall serve a designated term or until a successor is appointed, unless the committee is sooner dissolved.

Section 7.7 - Vacancies

Vacancies in the membership of committees may be filled by the Chair of the Board or a designee.

Section 7.8 - Rules

Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VIII • EMERGENCY PROVISIONS

Section 8.1 - General

The provisions of this Article VIII shall be operative only during a national emergency declared by the President of the United States or the person performing the President's functions, or in the event of a nuclear, atomic or other attack on the United States, or a disaster making it impossible or impractical for the Corporation to conduct its business without recourse to the provisions of this Article VIII. Said provisions in such event shall override all other Bylaws of the Corporation in conflict with any provisions of this Article VIII, and shall remain operative so long as it remains impossible or impractical to continue the business of the Corporation. But thereafter shall be inoperative; provided that all actions taken in good faith pursuant to such provisions shall thereafter remain in full force and effect unless and until revoked by action taken pursuant to the provisions of the Bylaws other than those contained in this Article VIII.

Section 8.2 - Unavailable Directors

All Directors of the Corporation who are not available to perform their duties as Directors by reason of physical or mental incapacity for any other reason or whose whereabouts are unknown shall automatically cease to be Directors, with like effect as if such persons had resigned as Directors, so long as such unavailability continues.

Section 8.3 - Authorized Number of Directors

The authorized number of Directors shall be the number of Directors remaining after eliminating those who have ceased to be Directors pursuant to Section 8.2 above.

Section 8.4 - Quorum

The number of Directors necessary to constitute a quorum shall be the number bearing the same proportional relationship to the number of Directors remaining pursuant to Section 8.2 above, as the quorum established in Article IV, Section 4.10 bears to the authorized number of Directors set forth in Article IV, Section 4.2.

Section 8.5 - Directors Becoming Available

Any person who has ceased to be a Director pursuant to the provisions of Section 8.2 above and who thereafter becomes available to serve as a Director shall automatically resume performing the duties and exercising the powers of a Director unless the term of office of such person has expired in accordance with its original terms and a successor has been selected and qualified.

ARTICLE IX• OTHER PROVISIONS

Section 9.1 - Construction of Bylaws

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

Section 9.2 - Amendments

These Bylaws may be amended or repealed by the approval of three-fourths of all of the Directors then in office and eligible to vote.

Section 9.3 - Fiscal Year

The Board shall determine this organization's fiscal year.

Section 9.4 - Conflict of Interest

a. In the event any Director has a conflict of interest that might limit, or appear to limit, such Director's fair and impartial participation in Board deliberations or decisions, such Director shall inform the Board as to the circumstances of the conflict. If those circumstances require nonparticipation of the affected Director, the Board may nonetheless request from the Director any appropriate non-confidential information which might inform its decisions. "Conflict of interest" as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a Director has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

b. No Director shall cast a vote, or take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such Director has allegiance, has a personal interest that conflicts with the interest of the Corporation. Any Director who believes he or she may have such a conflict of interest shall notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any Director has a conflict in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest, and if appropriate, the recusal of the interested Director.

Section 9.5 - Bonding Requirement

The Board of Directors shall determine the amount of bond and the personnel of the organization required to furnish the same. The expense of such bond shall be paid by the organization.

Section 9.6 - Non-discrimination

The members, officers, Directors, committee members, employees and persons served by this Corporation shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, sexual orientation, religion, disability and national origin. However, because of the nature of the organization's functions and focus, to the extent permitted by law, preference will be given to veterans of the Armed Services of the United States of America.

Section 9.7 - Facsimile Transmission

All waivers, consents, and notices may be given or received by voice, telephone, email, facsimile transmission or similar means.

Section 9.8 - Severability

Should any court of competent jurisdiction declare any portion of these Bylaws invalid, such declaration shall not affect any of the remaining portions, which portions shall remain in full force and effect. Each Section or phrase of these Bylaws is fully severable.

ARTICLE X • INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation shall indemnify every Director and officer, and any former Director and former officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being or having been a Director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any Director, officer, or employee. However, such Director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article X.

The Board of Directors shall authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability incurred by him which arises out of such

person's status as a Director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE XI• NONPROFIT STATUS

Section 11.1- Property

The property of this Corporation is irrevocably dedicated to charitable purposes and, upon the liquidation, dissolution or abandonment of the Corporation, will not inure to the benefit of any private person. Its assets remaining after payments of, or provision for payment of, all debts and liabilities of this Corporation shall be distributed to entities organized and operated for charitable purposes and exempt for taxation under Section 501(c)(3) of the Internal Revenue Code. Attempt will be diligently made to distribute the property to charitable organizations that support needy veterans of the Armed Services of the United States and their families. If the Corporation holds any assets in trust, such assets shall be disposed of as may be decreed by the Superior Court of the County in which the Corporation has its principal place of business, on petition by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

Section 11.2 - Status

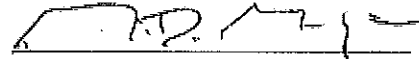
The Corporation shall qualify as and maintain its status as a charitable organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

CERTIFICATE OF SECRETARY/TREASURER

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary/Treasurer of Vietnam Veterans of San Diego.
2. That the foregoing Bylaws constitute the Bylaws of the said Corporation duly adopted as of FEBRUARY 22, 2018, by resolution of the Corporation's Board of Directors.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said Corporation this 22 day of FEBRUARY, 2018, at San Diego, California.



Mike Madigan, Secretary/Treasurer