

***Eden Area Foundation***  
*A California Nonprofit Public  
Benefit Corporation (“Corporation”)*

**BYLAWS**

**PREAMBLE**

It is with deep humility and gratitude that Eden United Church of Christ (“Eden Church”), a California nonprofit religious corporation, accepted the bequests from Gordon Oliver and Alden Oliver, who directed that the monies “be used for local church purposes.”

In an ongoing process of prayerful discernment, with awareness of the many needs of the community of which Eden Church is a part, and always mindful of the principles of Christian stewardship, the bequests from Gordon Oliver and Alden Oliver (as well as future unrestricted gifts and inheritances, except that the purpose for such monies may also include outreach programs for the global community) to Eden Church and transferred to this Corporation shall be distributed and governed by this Corporation to serve the following purposes:

- To expend for, and help support, Christian outreach programs for the welfare of the local community;
- To exercise such stewardship in ways that promote Christian principles, demonstrate Christian compassion in the community, and enliven Eden Church itself.

**1. NAME AND OFFICES OF THE CORPORATION**

**1.1 Name.** The name of this Corporation is:

EDEN AREA FOUNDATION  
A California Nonprofit Public Benefit Corporation

**1.2 Location of Principal Office.** The principal office for the transaction of the activities and affairs of the Corporation is located at 21455 Birch Street, Hayward, Alameda County, California. The Board of Directors of the Corporation (“Board”) may change the principal office from one location to another. Any such change shall be noted on these Bylaws opposite this Section, or this Section may be amended to state the new location.

**1.3 Location of Other Offices.** The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

## **2. PURPOSES AND LIMITATIONS**

The charitable purposes of the Corporation are similar to, but no broader than, the purposes stated in the governing instrument of Eden Church. This Corporation is a supporting organization, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, organized and operated exclusively for the benefit of Eden Church. The Corporation's charitable purposes shall (i) be carried out in a manner that is consistent with Christian ideals and stewardship, (ii) involve prayerful discernment, (iii) demonstrate Christian compassion for the needs of the local community, and (iv) enliven Eden Church and its community.

## **3. MEMBERSHIP**

**3.1 Members.** The Corporation shall have no members. 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. All rights which would otherwise vest in the members shall vest in the directors.

**3.2 Associates.** Nothing in this Section 3 shall be construed as limiting the right of the Corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The Corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation law, upon any person or persons who do not have the right to vote for election of directors or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation's Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

## **4. BOARD OF DIRECTORS**

### **4.1 Powers of Directors.**

(a) **General Corporate Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation or Bylaws relating to action requiring approval by the members, the activities, business, and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) **Specific Powers.** Without prejudice to the general powers set forth in Section 4.1(a) of these Bylaws, but subject to the same limitations, the Board shall have the following powers in addition to other powers enumerated in these Bylaws:

- (i) To select and remove at the pleasure of the Board, all officers, agents, and employees; to prescribe powers and duties for them as may be consistent with law, the Articles of Incorporation, and these Bylaws; to fix their compensation; and to require from them security for faithful service.
- (ii) To conduct, manage, and control the affairs and activities of the Corporation and make such rules and regulations for this purpose, consistent with law, the Articles of Incorporation, and these Bylaws, as they may deem best.
- (iii) To adopt and use a corporate seal, and alter the form of seal.
- (iv) To borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(c) **Delegation of Management.** The Board may delegate the management of the activities of the Corporation to any person or persons, a management or investment company, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate power shall be exercised under the ultimate direction of the Board.

#### **4.2 Number and Qualification of Directors.**

(a) **Authorized Number and Qualifications.** The authorized number of directors shall be nine. Four directors shall be those persons then serving as Eden Church's Moderator, Chair of the Board of Trustees, and the Co-Chairs of the Education, Spiritual Life, and Outreach Committee, respectively. Each such director shall serve only so long as he/she holds said position at Eden Church, to be replaced as director by his/her replacement at Eden Church. (This is incorporated into Section 4.4 below.) Five directors shall be elected (the "Elected Directors") by the affirmative vote of a two-thirds or more of the members of the congregation of Eden Church present at the Annual Meeting held and conducted in accordance with the Eden Church Bylaws. The Eden Church Church Council shall initially identify those persons who may be nominated for election as Elected Directors. Thereafter, the Board shall nominate, from among those persons so identified, persons to stand for election to the Board. Only those persons nominated by the Board may be Elected Directors. Elected Directors shall serve three-year terms on a staggered basis. The first four Elected Directors shall serve one, two and three year terms as designated by the Board. No more than two directors who are not "active members" (as that term is defined in the Eden Church Bylaws) of the congregation of Eden Church may serve on the Corporation's Board at any one time. No Elected Director may serve more than three consecutive terms. Eden Church's Senior Minister (or co-minister) shall serve as a non-voting director so long as he/she serves as the Senior Minister (or co-minister). (See section 4.5(f) below.)

**(b) Restriction on Interested Persons as Directors.** No more than 49% of the persons serving on the Board may be interested persons. An interested person is (i) 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 director; and (ii) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

**4.3 Election, Designation, and Term of Office.** Elected Directors shall be elected by at least a two-thirds majority vote of members of the congregation of Eden Church present at the annual meeting of the congregation of Eden Church held and conducted in accordance with the provisions of the Eden Church Bylaws. (However, the initial directors shall be the individuals shown in the Corporation's Articles of Incorporation.) Except for the initial Elected Directors, each elected director shall hold office for three years until the expiration of the term for which elected and until a successor has been elected and qualified.

**4.4 Vacancies on Board.**

**(a) Events Causing Vacancy.** A vacancy or vacancies on the Board shall exist on the occurrence of the following: (i) the death, removal or resignation of any director, with a resignations accepted by the director's attorney in fact under the director's durable general power of attorney or by the director's conservator of person or estate or by the unanimous vote of the director's then living spouse or registered domestic partner and adult children; (ii) the declaration by Board resolution of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (iii) removal by the written statement of a licensed physician who has examined the director, with the statement providing that the director is either substantially unable to manage his or her own financial affairs or is substantially unable to resist the fraud or undue influence of others or is substantially unable to act as a director. (iv) removal of an Elected Director by at least a two-thirds majority vote of members of the Church Council of Eden Church present at a meeting held and conducted in accordance with the provisions of the Eden Church Bylaws, but only if removal is first requested by a majority of the Board; or (v) the increase of the authorized number of directors.

**(b) Resignations.** Except as provided below, any director may resign by giving written notice to the Chair of the Board or the secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. No director may resign if the Corporation would then be left without a duly elected director or directors.

(c) **Filling Vacancies.** Vacancies of Elected Directors on the Board shall be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director, for the remainder of the term. (See Section 4.2(a).)

(d) **No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

#### **4.5 Directors' Meetings.**

(a) **Place of Meetings.** Regular or special meetings of the Board may be held at any place within or outside California that the Board may designate or, if not so designated, meetings shall be held at the Corporation's principal office. Notwithstanding the above provisions of this Section, a regular or special meeting of the Board may be held at any place consented to in writing by all Board members, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting.

(b) **Meetings by Telephone.** Any meeting may be held by conference telephone, computer links, or similar communication equipment, as long as all directors participating in the meeting can hear or read one another's comments. All such directors shall be deemed to be present in person at such a meeting.

(c) **Annual Meeting.** The Board shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business.

(d) **Other Regular Meetings.** The Board shall meet at least once a year in a regular meeting of the Board. Regular meetings may be held without call or notice at such time and place as the Board shall fix from time to time.

#### **(e) Special Meetings.**

(i) **Authority To Call.** Special meetings of the Board for any purpose may be called at any time by any of the Corporation's officers or any two directors.

#### **(ii) Notice.**

a. **Manner of Giving Notice.** Notice of the time and place of special meetings shall be given to each director by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage prepaid; (iii) by telephone or facsimile transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (iv) by telegram, charges prepaid, or (v) by other electronic transmission. All such notices shall be given or sent to the director's address, telephone number or other place of delivery as shown on the records of the Corporation. Regular and special meetings of the Board shall, to the extent possible, be announced to the congregation of Eden Church in the *Chimes* or *Eden Church Bulletin*, or by other appropriate written means.

**b. Time Requirements.** Notices of special meetings of the Board of Directors sent by first-class mail shall be deposited in the United States mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile transmission, telegram, or other electronic device, shall be delivered, telephoned, faxed, given to the telegraph company, or electronically transmitted at least 48 hours before the time set for the meeting.

**c. Notice Contents.** The notice of a special meeting of the Board shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

**(f) Open Meetings.**

All meetings of the Board, except for executive sessions, are open to members of the congregation of Eden Church. The Senior Minister (or co-minister) of Eden Church are entitled to attend Board meetings but shall not vote on any matters that may come before the Board at such meetings.

**(g) Quorum.** A majority of the number of directors then serving shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest; (ii) approval of certain transactions between Corporations having common directorships; (iii) creation of and appointments to committees of the Board; and (iv) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

**(h) Waiver of Notice.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

**(i) Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

**(j) Notice of Adjourned Meeting.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the

time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

**4.6 Action Without a Meeting.** Any action that the Board is required or permitted to take may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an “interested director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such consents shall be filed with the minutes of the proceedings of the Board.

**4.7 Corporation Funds.** The Board shall be responsible for investing or causing to be invested Corporation funds. Investment and other financial advisors may be engaged by the Corporation to assist the Board in making investment decisions. The Corporation shall not enter into any financial dealings with a director, or a director’s family, employer or business, or other related person or entity that creates a conflict of interest by a director, or that creates the appearance of impropriety by a director, both as conclusively determined by a majority vote of the Board, provided that the director whose potential, actual or apparent conflict of interest that is being considered shall not be entitled to vote with respect to whether such a conflict or an appearance thereof exists.

(a) **Disbursements** The Board shall be responsible for investing and disbursing Corporation funds in a manner consistent with California Nonprofit Public Benefit Corporation Law and the following disbursement guidelines:

(i) **Annual Amount to be Disbursed:** The amount disbursed by the Corporation in each following year shall equal all its annual net rental income plus four percent (4%) to five percent (5%) of the fair market value of all other Corporation assets (i.e., non-rental property). The valuation of that four percent (4%) to five percent (5%) fair market value shall be determined in accordance with the Corporation investment policy. Any undisbursed portion shall accrue and be available for disbursement in the next Corporation tax year. Disbursements shall commence in the fiscal year 2001-2002.

(ii) **For Outreach:** The preceding amount shall be distributed to expend for and help support Christian outreach programs for the welfare of the local community. (See Preamble.)

(iii) **Who Determines Outreach?** Each year, the Corporation shall solicit distribution proposals for outreach from the community. The Corporation shall then develop distribution proposals, after consulting with Eden Church’s Church Council, and after reporting to the members of Eden Church at a regular meeting of Eden Church held and conducted in accordance with the Eden Church Bylaws. Thereafter, distribution shall be determined by the Board of the Corporation. This process shall be followed each year.

(iv) **Minister of Mission and Outreach:** As part of the above disbursements, if requested by Eden Church's Church Council, the Corporation shall pay to Eden Church the compensation package for up to a full-time minister of mission and outreach for Eden Church employed by Eden Church. The minister would be an employee and staff minister of Eden Church, not of the Corporation.

(b) **Bank Accounts.** The Board shall designate the depository or depositories for Corporation funds. Disbursements in excess of \$250 shall require the signatures of two directors, at least one of whom is an active member (as that term is defined in the Eden Church Bylaws) of Eden Church. Disbursements for recurring expenses of \$250 or less shall only require the signature of one director. All disbursements described herein shall be reported to the Corporation Board at its next regular meeting. A director who is an officer of Eden Church may not be a signatory for a disbursement.

**4.8 Compensation and Reimbursement.** Directors and members of committees shall receive no compensation for their services as directors, but may receive reasonable reimbursement for expenses in attending meetings.

#### **4.9 Committees.**

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

- (i) fill vacancies on any committee that has the authority of the Board;
- (ii) amend or repeal Bylaws or adopt new Bylaws;
- (iii) amend or repeal any Board resolution that by its express terms is not so amendable or repealable;
- (iv) create any other committees of the Board or appoint members of committees of the Board;
- (v) expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or

- (vi) approve any contract or transaction to which the Corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

**(b) Meetings and Action of Committees.** 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 regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

## **5. OFFICERS.**

**5.1 Officers Of the Corporation.** The officers of the Corporation shall be a chairperson, a secretary, and a treasurer. The Corporation may also have, at the Board's discretion, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section 5.3 of these Bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the Chair of the Board. No officer of Eden Church shall ever serve as an officer of the Corporation.

**5.2 Election of Officers.** The officers of the Corporation, except those appointed under Section 5.3 of these Bylaws shall be chosen annually by the Board and each shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

**5.3 Other Officers.** The Board may appoint and may authorize the Chair of the Board, the secretary, the treasurer, or other officer to appoint any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties determined by the Board.

**5.4 Removal of Officers.** Without prejudice to any rights of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board or by an officer on whom the Board may confer that power of removal.

**5.5 Resignation of Officers.** Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

**5.6 Vacancies in Offices.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis.

**5.7 Responsibilities of Officers.**

(a) **Chair of the Board.** The Chair of the Board (“chairperson”) shall preside at Board meetings and shall exercise and perform such other powers and duties as may be assigned by the Board or prescribed by the Bylaws. The chairperson shall also be the chief executive officer and shall have the powers and duties prescribed by these Bylaws. The chairperson shall be the general manager of the Corporation and shall supervise, direct, and control the business, activities, affairs and the officers of the Corporation. The chairperson shall have such other powers and duties as the Board or the Bylaws may prescribe.

(b) **Vice Presidents.** In the absence or disability of the chairperson, the vice presidents, if any, in order of their rank as fixed by the Board or, if not ranked, a vice president designated by the Board, shall perform all duties of the chairperson. When so acting, a vice president shall have all powers of and be subject to all restrictions on the chairperson. The vice presidents shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(c) **Secretary.**

(i) **Book of Minutes.** The secretary 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, or committees of the Board. The minutes of meetings shall include the time and place of holding, whether the meeting was general or special and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The secretary shall keep or have kept at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(ii) **Notices, Seal, and Other Duties.** The secretary shall give, or cause to be given, notice of all meetings of the Board, and of committees of the Board required by the Bylaws to be given. The secretary 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.

(d) **Treasurer.**

(i) **Books of Account.** The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the Corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily

included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(ii) **Deposit and Disbursement of Money and Valuables.** The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the chairperson and directors, when requested, an account of all transactions as treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(iii) **Bond.** If required by the Board, the treasurer 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 his office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from the office.

## **6. INDEMNIFICATION.**

**6.1 Definitions.** For the purpose of this Section 6, "agent" means any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expense" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 6.5 or 6.5(b) of these Bylaws.

**6.2 Indemnification in Actions by Third Parties.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation law, 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 the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that person's conduct was unlawful.

**6.3 Indemnification in Actions by or in the Right of the Corporation.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 6.3:

(a) in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person'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 person 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 expense 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.

**6.4 Indemnification Against Expenses.** To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 6.2 or 6.3 of these Bylaws or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

**6.5 Required Determinations.** Except as provided in Section 6.4 of these Bylaws any indemnification under this Section 6 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 6.2 or 6.3 of these Bylaws, by:

(a) a majority vote of a quorum consisting of directors who are not parties to such proceeding;

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

**6.6 Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section 6.

**6.7 Other Indemnification.** No provision made by the Corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Section 6. Nothing contained in this Section 6 shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

**6.8 Forms of Indemnification Not Permitted.** No indemnification or advance shall be made under this Section 6, except as provided in Sections 6.4 or 6.5(b), in any circumstances where it appears:

(a) that it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

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

**6.9 Insurance.** The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Section 6, provided, however, that a Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

**6.10 Nonapplicability to Fiduciaries of Employee Benefit Plans.** This Section 6 does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section 6.1 of these Bylaws. The Corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by Section 207(f) of the California General Corporation Law.

## **7. RECORDS AND REPORTS.**

**7.1 Maintenance of Corporate Records.** The Corporation shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Written minutes of the proceedings of its Board, and committees of the Board.

**7.2 Inspection by Directors.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation for a purpose reasonably related to the director's interests as a director.

**7.3 Annual Report.** The Board shall cause an annual report to be sent to all directors within 120 days after the end of the Corporation's fiscal year, which shall be on June 30th. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds;
- (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes;
- (d) the expenses or disbursements of the Corporation for both general and restricted purposes; and
- (e) the information required by Section 7.4 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 \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in the annual report must be furnished annually to all directors who request it in writing.

**7.4 Annual Statements 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 furnish to each director a statement of any transaction or indemnification of the following kind within 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 \$50,000, or was one of a number of transactions with the same interested person invoking, in the aggregate, more than \$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 such an interest);

2. any holder of more than 10 percent 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 \$10,000 paid during the fiscal year to any officer or director of the Corporation under Section 6 of these Bylaws, unless that indemnification has already been approved by the members under Section 5238(e)(2) of the California Corporations Code.

## **8. ENDORSEMENT OF DOCUMENTS; CONTRACTS.**

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the chairperson or any vice president, and the secretary, any assistant secretary, the treasurer, or any assistant treasurer of the Corporation shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose.

## **9. CONSTRUCTION AND DEFINITIONS.**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular and the term “person” includes both a legal entity and a natural person.

## **10. AMENDMENTS.**

The Articles of Incorporation of this Corporation shall be amended only with the approval by written ballot of at least a two-thirds majority of the members of the congregation of Eden Church present at a business meeting held and conducted in accordance with the provisions of the Eden Church Bylaws. Proposed amendments must be made to the congregation of Eden Church by the Board.

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the Board, except that the provisions of Sections 2, 3, 4.2, 4.3, 4.7, and 4.8 of

these Bylaws, and this Section 10 shall not be amended, modified or repealed without the approval of the Board and by at least a two-thirds majority of the members of the congregation of Eden Church present at a business meeting held and conducted in accordance with the provisions of the Eden Church Bylaws.

**11. LEGAL RELATIONSHIP TO EDEN CHURCH.**

This Corporation is a legal entity separate and independent from, and not controlled by, Eden Church. This Corporation has no legal duty or power to inspect, maintain, upkeep, or improve Eden Church’s real property or improvements thereon; nor does this Corporation have a legal duty or power to hire, employ, supervise, control, or remove any of Eden Church’s employees, officers, Church Council, boards, committees, or members. Eden Church has no power or control over the Corporation or its assets, except for required approval of certain Board proposed amendments to Articles of Incorporation or Bylaws under Section 10 (“Amendments”) above.

**SECRETARY’S CERTIFICATION OF BYLAWS**

I hereby certify that I am the Secretary of EDEN AREA FOUNDATION, a California nonprofit public benefit corporation, and that the foregoing Bylaws, consisting of 16 pages, constitute the Bylaws of said corporation as duly approved by resolution of the Board of Directors of the Corporation effective as of May 25, 1999.

*IN WITNESS WHEREOF*, I have hereunto subscribed my name as of the 25th day of May, 1999.

(original signature on file)  
 THERESA P. WHITTAKER  
 Secretary

Adopted May 25, 1999

<b>Amendment</b>	<b>adopted by Board on</b>	<b>Ratified?</b>	<b>by action of Eden Church on</b>
First	March 27, 2001	Yes	June 24, 2001
Second	May 29, 2001	None needed	
Third	January 18, 2002	Yes	March 3, 2002
Fourth	May 2, 2002	No	June 30, 2002
Fifth	October 30, 2002	Yes	November 17, 2002
Sixth	July 27, 2004	None needed	
Seventh	July 27, 2004	Yes	September 26, 2004
Eighth	April 18, 2013	Yes	October 27, 2013
Ninth	October 23, 2013	Yes	October 26, 2014
Tenth	April 30, 2015	Yes	October 25, 2015