BYLAWS

OF

MARTINEZ COMMUNITY FOUNDATION
A California Nonprofit Public Benefit Corporation
(amended and restated as of April 10,2008)
Amended January 25, 2024

ARTICLE I. NAME
This Foundation shall be known as the MARTINEZ COMMUNITY FOUNDATION

ARTICLE II. PURPOSE

The specific purposes of this foundation are as follows: (1) to support and promote education, economic development, the environment and cultural and community celebrations in the community of Martinez, California.

ARTICLE III. JURISDICTION
The Martinez Community Foundation jurisdiction will encompass the city of Martinez, CA according to official city boundaries and unincorporated Pacheco within the county of Contra Costa County and within the sphere of influence of the city of Martinez.

Offices

Section 1. Principal Executive Office.

The principal executive office of the Foundation shall be located at: 411 Ferry Street, Suite 4, Martinez, California 94553. The Board of Directors may change the location of this office. Any such change shall be noted in these Bylaws by the Secretary, or this section may be amended to state the new location.

Section 2. Other Offices.

Other offices may at any time be established at any place or places specified by the Board of Directors.

ARTICLE IV.

Membership

Section 1. Statutory Members.

The Foundation shall not have any members within the meaning of Section 5056 of the California Corporations Code.

Section 2. Nonvoting Members.

The Foundation shall have no classes of nonvoting members.

ARTICLE III.

Board of Directors

Section 1. Powers.

Subject to the provisions of the California Nonprofit Corporation Law, the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the Foundation to a management company, committee (however composed), or other person, provided that the activities and affairs of the Foundation shall be managed and all Foundation powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Number of Directors.

The authorized number of directors of the Foundation shall not be less than nine (9) nor more than thirteen (13) until changed by amendment of the Articles of Incorporation or by a bylaw amending this Section 2. The exact number of directors shall be fixed from time to time, within the limits specified in this Section 2, by the Board of Directors.

Section 3. Restriction on Interested Directors.

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous twelve (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 (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 4. Election and Term of Office.

Upon the replacement of a director by election or appoint the newly elected or appointed individual shall automatically succeed to the directorship of the replaced individual. The term of office of each Director of the Foundation shall be four (4) years and or until his or her successor has been elected and qualified. Successors of Directors whose terms of office are then expiring shall be elected at the annual meeting of the directors in the year such terms expire, but if any such annual meeting is not held or the directors are not elected at the meeting, the directors may be elected at any meeting of the Board. A director may succeed himself or herself in office; provided that no director shall be eligible to serve more than two consecutive full, four year terms (thus, a director whose initial term of office is less than four years can complete the initial term and thereafter be eligible for two subsequent full, four year terms).

By exception, the Board may retain a director by a two-thirds (2/3) vote of the Board of Directors.

Section 5. Vacancies and Removal.

A vacancy on the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by the Board of Directors of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty under Sections 5230-38 of the California Corporations Code dealing with standards of conduct for a director or has accrued three (3) unexcused absences from meetings of the Board of Directors within any consecutive 12-month period; (iii) an increase in the authorized number of directors; or (iv) the failure of the directors, at any annual or other meeting at which any director or directors are elected, to elect the full authorized number of directors.

The Board of Directors, by affirmative vote of a majority of the directors then in office, may remove any Director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set forth in Section 9 of this Article III that such action would be considered at the meeting.

Vacancies in the Board of Directors may be filled (a) by a majority of the directors present at a meeting at which a quorum is present, or if the number of directors then in office is less than a quorum, (a) by the unanimous written consent of the directors then in office, (b) by the vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice in compliance with these Bylaws, or (c) by a sole remaining director. Each director so elected shall hold office until his or her successor is elected at an annual or other meeting of the Board.

Any director may resign effective upon giving written notice to the Chairperson of the Board (if there is such an officer appointed), the President, the Secretary, or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 6. Place of Meetings; Meetings by Telephone.

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 6, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, as long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 7. Annual Meeting.

The Board of Directors shall hold a regular meeting on the second Tuesday of March of each year, unless the Board fixes another date, for the purpose of electing directors and appointing officers of the corporation, and for the transaction of other business. The annual meeting may be held without notice.

Section 8. Other Regular Meetings.

Other regular meetings of the Board of Directors shall be held at such times as are fixed by the Board of Directors. Such regular meetings may be held without notice.

Section 9. Special Meetings.

Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson of the 'Board (if there is such an officer appointed), the President, any Vice-President, the Secretary, or any two directors.

Written notice of the time and place of special meetings shall be delivered personally to each director or communicated to each director by telephone, email, or first-class mail, with charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation or, if it is not so shown on such records or is not readily ascertainable, at the place at which the meetings of the directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the date of the meeting. In case such notice is delivered personally or by telephone or email, it shall be so delivered at least forty-eight (48) hours prior to the date of the meeting. Such mailing or delivery, personally or by telephone or telegraph, shall be deemed due, legal, and personal notice to such director.

Notice of a meeting need not be given to any director who signs a waiver of notice or who consents to holding the meeting or to the approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 10. Action at a Meeting: Quorum and Required Vote.

Presence of a majority of the authorized number of directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these Bylaws, or the California Nonprofit Corporation Law. A meeting at which a quorum is 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, subject to any applicable requirements for approval by a greater number or a disinterested majority.

Section 11. Adjourned Meeting and Notice.

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

Section 12. Action Without a Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing 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. For purposes of this section only, "all members of the Board" does not include any "interested directors" as defined in Section 5233 of the California Corporations Code.

Section 13. Fees and Compensation.

Directors and members of committees may receive such reasonable compensation, if any, for their services, and such reasonable reimbursement for expenses, as may be fixed or determined by resolution of the Board of Directors.

ARTICLE IV

Committees

Section 1. Committees of Directors.

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. Any such committee, to the extent provided in the resolution of the Board of Directors or in these Bylaws, shall have all the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:

(a) Approve any action that, under the California Nonprofit Corporation Law, also requires the affirmative vote of the members of a public benefit corporation.

(b) Fill vacancies on the Board of Directors or in any committee that has the authority of the Board.

(c) Fix compensation of the directors for serving on the Board or on any committee.

(d) Amend or repeal bylaws or adopt new bylaws.

(e) Amend or repeal any resolution of the Board of Directors that by its express terms may not be amended or repealed.

(f) Appoint any other committees of the Board of Directors or the members of such committees.

(g) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

(h) Approve any transaction between the corporation and one or more of its directors in which the director or directors have a material financial interest, except as provided by Section 5233 of the California Corporations Code.

Section 2. Committees That Include Other Than Board Members.

The Board of Directors may, by resolution, designate one or more committees whose members need not be composed entirely of Board members. Such committees shall not have the authority of the Board. However, the Board may delegate powers to any such committee as provided for in Section 1 of Article III of these Bylaws, except that the Board may not delegate any of the powers enumerated in Section 1 of this Article IV.

Section 3. Meetings and Actions of Committees.

Meetings and actions of all committees shall be governed by and held and taken in accordance with the provisions of Sections 6 through 12 of Article III of these Bylaws. Changes to the Bylaws may be made as necessary to substitute the committee and its members for the Board of Directors and its members. The time for regular meetings of committees may be determined by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the government of any committee.

ARTICLE V

Officers

Section 1. Officers.

The officers of the Foundation shall consist of the President, the Secretary, and the Treasurer, and each of them shall be appointed by the Board of Directors. The Board of Directors shall designate one officer as the chief financial officer of the Foundation. In the absence of such designation, the Treasurer shall be the chief financial officer. Any two or more offices may be held by the same person, except that neither the Secretary nor the chief financial officer may serve concurrently as either the President or the Chairperson of the Board. The Board of Directors may appoint, and may empower the President or another officer to appoint, such other officers as the activities of the Foundation may require, each of whom shall have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

All officers of the Foundation shall hold office from the date appointed to the date of the next succeeding annual meeting of the Board of Directors, and until the successors to such officers are elected and qualified. All officers, as well as any other employee or agent of the Foundation, may, subject to any claim for breach of contract based on any contractual arrangements between any such person and the Foundation, be removed at any time at the pleasure of the Board of Directors, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors. Upon the removal, resignation, death, or incapacity of any officer, the Board of Directors, or the President or another officer in cases where the President or the other officer has been vested by the Board of Directors with power to appoint, may declare such office vacant and fill such vacancy.

Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Foundation, without prejudice, however, to the rights, if any, of the Foundation under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

The salary and other compensation of the officers shall be fixed from time to time by resolution of or in the manner determined by the Board of Directors.

Section 2. Duties of the Chairperson of the Board.

The Chairperson of the Board (if there is such an officer appointed) shall, when present, preside at all meetings of the Board of Directors and shall perform all the duties commonly incident to that office. The Chairperson of the Board shall have authority to execute in the name of the Foundation all bonds, contracts, deeds, leases, and other written instruments to be executed by the Foundation (except when by law the signature of the President is required), and shall perform such other duties as the Board of Directors may from time to time determine.

Section 3. Duties of the President.

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairperson of the Board, the President shall be the general manager and chief executive officer of the Foundation and shall perform all the duties commonly incident to that office. The President shall preside in the absence of the Chairperson of the Board, or, if there be none, at all meetings of the Board of Directors, and shall perform such other duties as the Board of Directors may from time to time determine.

Section 4. Duties of Vice-Presidents.

The Vice-Presidents (if there be such officers appointed), in the order of their seniority unless otherwise established by the Board of Directors, may assume and perform the duties of the President in the absence or disability of the President or whenever the offices of the Chairperson of the Board and President are vacant. The Vice-Presidents shall have such titles, perform such other duties, and have such other powers as the Board of Directors or the President shall designate from time to time.

Section 5. Duties of the Secretary and Assistant Secretaries.

The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other place as the Board of Directors may order, a book of minutes of actions taken at all meetings of directors and committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors and of the committees of this Foundation required by these Bylaws or by law to be given, shall keep the seal of the Foundation (if any) in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

The President may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary shall perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

Section 6. Duties of the Treasurer and Assistant Treasurers.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Foundation with such depositaries as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Foundation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the Foundation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

If required by the Board of Directors, the Treasurer shall give the Foundation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Foundation of all its books, papers, vouchers, money, and other property of every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, retirement, or removal from office.

The President may direct any Assistant Treasurer to assume and perform the duties of the Treasurer in the absence or disability of the Treasurer, and each Assistant Treasurer shall perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

ARTICLE VI

Indemnification of Directors, Officers, Employees, and Other Agents of the Foundation; Purchase of Liability Insurance

(a) For the purposes of this article, agent means any person who is or was a director, officer, employee, or other agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee, or agent of another foreign or domestic Foundation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic Foundation that was a predecessor Foundation of the Foundation or of another enterprise at the request of such predecessor Foundation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" include without limitation attorneys' fees and any expenses of establishing a right to indemnification under paragraph (d) or paragraph (e)(2) of this article.

(b) The Foundation 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 Foundation to procure a judgment in its favor, an action brought under Section 5233 of the California Foundations Code, or an action brought 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 Foundation, 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 Foundation 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 or 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 Foundation or that the person had reasonable cause to believe that the person's conduct was unlawful.

(c) The Foundation 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 Foundation to procure a judgment in its favor, or brought under Section 5233, or brought by the Attorney General for 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 Foundation, 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 Foundation, 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 paragraph (c):

(1) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Foundation in the performance of such person's duty to the Foundation, 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;

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

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

(d) To the extent that an agent of the Foundation has been successful on the merits in defense of any proceeding referred to in paragraph (b) or (c) or in defense of any claim, issue, or matter in the proceeding, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the proceeding.

(e) Except as provided in paragraph (d), any indemnification under this article shall be made by the Foundation 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 paragraph (b) or (c), by:

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

(2) The court in which such proceeding is or was pending application made by the Foundation, 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 Foundation.

(f) Expenses incurred in defending any proceeding may be advanced by the Foundation 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 article.

(g) Nothing contained in this article shall affect any right to indemnification to which persons other than directors and officers of the Foundation or any subsidiary of the Foundation may be entitled by contract or otherwise.

(h) No indemnification or advance shall be made under this article, except as provided in paragraph (d) or paragraph (e)(2), in any circumstance where it appears:

(1) That it would be inconsistent with a provision of the Articles of Incorporation, a resolution of the Board of Directors, 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

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

(i) Upon and in the event of a determination by the Board of Directors of the Foundation to purchase indemnity insurance, the Foundation shall purchase and maintain insurance on behalf of any agent of the Foundation 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 Foundation would have the power to indemnify the agent against such liability under the provisions of this article; provided, however, that the Foundation shall have no power to purchase and maintain such insurance to indemnify any agent of the Foundation for a violation of Section 5233. ???

(j) This article 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 Foundation as defined in paragraph (a). The Foundation shall have the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California Corporations Code.

ARTICLE VII

Execution of Corporate Instruments, and Voting of Stocks and Memberships Held by the Corporation

Section 1. Execution of Corporate Instruments.

The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Foundation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Foundation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the Foundation, and other corporate instruments or documents, and certificates of shares of stock owned by the Foundation, shall be executed, signed, or endorsed by the Chairperson of the Board (if there is such an officer appointed) or the President or any Vice-President and by the Secretary or Treasurer or any Assistant Secretary or Assistant Treasurer.

All checks and drafts drawn on banks or other depositaries on funds to the credit of the Foundation, or in special accounts of the Foundation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Section 2. Voting of Stocks Owned by Foundation.

All stock of other Foundations or memberships in other Foundations owned or held by the Foundation for itself, or for other parties in any capacity, shall be voted, and all proxies with respect to such stock or memberships shall be executed, by the person authorized to do so by resolution of the Board of Directors, or in the absence of such authorization, by the Chairperson of the Board (if there is such an officer appointed), the President, or any Vice-President or by any other person authorized to do so by the Chairperson of the Board, the President, or any Vice-President.

ARTICLE VIII

Annual Report to Directors

The Foundation shall provide to the directors no later than 120 days after the close of its fiscal year, a report containing the following information in appropriate detail:

(1) The assets and liabilities, including the trust funds, of the Foundation as of the end of the fiscal year.

(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(3) The revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes, for the fiscal year.

(4) The expenses or disbursements of the Foundation, for both general and restricted purposes, during the fiscal year.

(5) Any information required by Section 6322 of the California Corporation Code.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Foundation that such statements were prepared without audit from the books and records of the Foundation.

ARTICLE IX

Maintenance and Inspection of Corporate Records

Section 1. Maintenance and Inspection of Articles and Bylaws.

The Foundation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in California, the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours. If the principal executive office of the Foundation is outside the State of California and the Foundation has no principal business office in California, the Secretary shall, on the written request of any director, furnish to that director a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 2. Maintenance and Inspection of Other Corporate Records.

The accounting books, records, and minutes of proceedings of the Board of Directors and any committees of the Foundation shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Foundation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Foundation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

ARTICLE X

Amendments

New bylaws may be adopted or these Bylaws may be amended or repealed by the Board of Directors 30 days prior to a meeting by two-thirds vote of the Board.

ARTICLE XI

Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of Martinez Community Foundation, a California nonprofit corporation, and the above Bylaws, consisting of 14 pages, are the Bylaws of this corporation as adopted at a meeting of the Board of Directors held on April 10,2008.

Dated: January 25, 2024
Executed at Martinez, CA

____________________ ______________
Secretary Date