

RESTATED BYLAWS OF THE
PARKINSON ASSOCIATION OF SANTA BARBARA

ARTICLE 1-NAME

Section 1.01. The name of this corporation is the PARKINSON ASSOCIATION OF SANTA BARBARA (hereinafter referred to as "PASB" or "the Corporation").

ARTICLE 2 - PURPOSES

Section 2.01. Supplementary to the purposes set forth in the Articles of Incorporation, the Corporation intends:

- (a) To offer education, motivation, friendship, and support for people with Parkinson's and to help caregivers, family members, and friends maintain a positive quality of life for those affected by the disease.

ARTICLE 3 –OFFICES

Section 3.01. The principal office of the Corporation for its transaction of business is located in the City of Santa Barbara in the County of Santa Barbara, California.

Section 3.02. The Board of Directors is granted full power and authority to change the principal office of the Corporation from one location to another within the County of Santa Barbara. Any such change shall be noted by the Secretary in these bylaws, but shall not be considered to be an amendment of these bylaws.

ARTICLE 4 –DEDICATION OF ASSETS

Section 4.01. This Corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a non-profit fund, foundation, or corporation that is operated exclusively for charitable purposes and that has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE 5 – MEMBERS

Section 5.01. The Corporation shall not have any members.

Section 5.02. Any action which would otherwise require approval by a majority of

all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest under the Non-profit Public Benefit Corporation Law in the members shall vest in the directors.

ARTICLE 6-DIRECTORS

Number

Section 6.01. The Corporation may have at least 12 but no more than 24 directors. Collectively, the directors shall be known as the Board of Directors.

Qualifications

Section 6.02. The directors shall be residents of the State of California.

Powers

Section 6.03. Subject to the provisions and limitations of the California-Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate power shall be exercised by, or under the direction of, the Board.

Term of Office

Section 6.04. Each director shall be elected to serve a term of three (3) years. The selection of any director for any additional term(s) of office shall not be automatic, but shall require a vote of the Board of Directors. A director may be elected to serve no more than three (3) consecutive terms. Each term of office shall commence at the next scheduled Board meeting after the election of the director. Should a director resign or be removed from the Board having once commence a term of office, his or her successor shall serve for the balance of said term.

Nomination

Section 6.05. Any person qualified to be a director may be nominated by the method of nomination authorized by the Board.

Election

Section 6.06. Directors shall be elected at any regularly noticed meeting of the Board of Directors.

Compensation

Section 6.07. The directors shall serve without compensation.

Duties and Responsibilities

Section 6.08. In addition to such other duties and responsibilities as may from time to time be determined by the Board, directors are expected to attend all regularly scheduled Board meetings, actively participate in the events and activities of the Corporation, and financially support the Corporation.

Meetings

Section 6.09.

- a. Meetings of the Board shall be held at such locations in Santa Barbara as notice is given.
- b. The Board may establish dates for regular meetings of the Board.
- c. Special meetings of the Board may be called by the President, or by a majority vote of the Executive Committee. Special meetings shall be held on four (4) days notice by first class mail; or, in the alternative, on only forty-eight (48) hours notice, if the notice is given personally, or by telephone, or by email.
- d. A majority of the number of directors then in office constitutes a quorum of the Board of Directors for the transaction of any business, except as hereinafter otherwise provided. Except as otherwise provided in the Articles, in these bylaws, or by law, every act or decision done or made by a majority of the director's present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.
- e. The President shall preside at the meetings of the Board of Directors. The presiding officer shall make all reasonable efforts to conduct the meetings in a manner similar to, and in accordance with the spirit of, Robert's Rules of Order. The Secretary of the Corporation will act as the Secretary of the Board. The ability of a director to participate in Board or committee meetings by telephone conference call shall be determined and regulated as may be so determined by the Board.
- f. Each director shall have the right to vote either in person or by one or more agents authorized by a written or email proxy, signed by the person if written or identified if by email, and filed with the Secretary; provided that the proxy sets forth the general nature of the matter to be voted on or, in the election of officers or directors, the proxy lists the names of the persons nominated.
- g. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place; provided that adequate

notice of the new date and time of the adjourned meeting is given to directors who were not present at the adjourned meeting.

- h. The Board may determine whether or to hold an annual meeting, and the subjects to be discussed and determined at such meeting.

Resignation

Section 6.10. Any director may resign upon giving written notice to the President or Secretary. The resignation shall be effective as of the date of the notice, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future date, a successor may be elected to take office when the resignation becomes effective.

Removal

Section 6.11.

- a. The Board of Directors may declare vacant the office of a director on the occurrence of any of the following events:
 - (1) The director resigns; or
 - (2) The director has been declared of unsound mind by a final order of court, or by the written determination of a licensed physician in this state; or
 - (3) The director has been convicted of a felony; or
 - (4) The director misses three (3) or more Board meetings in a calendar year;
- b. Any director may be removed without cause if such removal is approved or ratified by a majority vote of the director's present at a Board meeting where a quorum is present.

Vacancies

Section 6.12. Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any director; and when the term of the director has expired. Vacancies will be filled upon the affirmative vote of a majority of the directors present at a regular or special meeting of the Board where a quorum is present.

ARTICLE 7-OFFICERS

Numbers and Titles

Section 7.01. The officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine as may be necessary.

Election

Section 7.02. The election of officers of the Corporation shall take place at a duly noticed meeting in October of each year, with each officer to serve a one year calendar term commencing on January 1.

Duties of Officers

Section 7.03.

- a. President – The President shall preside at all meetings of the Board of Directors. Such officer shall perform all duties incident to the office of President and such other duties as may be required by law, by the Articles of Incorporation and bylaws of the corporation, or as may be prescribed from time to time by the Board of Directors.
- b. Vice President – In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all of the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by law, or by the Articles of Incorporation or bylaws, or as may be prescribed from time to time by the Board of Directors.
- c. Secretary – The Secretary shall keep or cause to be kept at the principal office of the Corporation, or such other place as the Board of Directors may order, a book of the minutes of all meetings of the Board of Directors and all other official writings and records of the corporation. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed from time to time by the Board of Directors.
- d. Treasurer – As the Chief Financial Officer of the Corporation, the Treasurer shall keep and maintain in written form adequate and correct books, records and accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. Except where protected by state law or constitutional rights of privacy, the books, records, and accounts of the Corporation shall be open for inspection during the regular business hours of the Corporation by any director of the Corporation, upon receipt of a request made at least 48 hours in advance of the expected date and time of inspection. The Treasurer shall deposit all moneys and all other valuables in the name of and to the credit of the Corporation with such

depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered or authorized by the Board of Directors, and shall render to the President and the directors, on request, an account of all of such officer's transactions as the Treasurer, and of the financial condition of the Corporation. The Treasurer shall submit a written financial report at each regularly scheduled meeting of the Board of Directors for its review and approval. The Treasurer shall perform such other and further duties as may be set forth in the bylaws or required by law or as may be prescribed from time to time by the Board of Directors.

Resignation and Removal of Officers

Section 7.04. Any officer may resign at any time upon written notice to the Corporation. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of the directors present at a regular or special meeting of the Board where a quorum is present. Vacancies in any of the officer positions shall be filled upon the affirmative vote of a majority of the directors present at a regular or special meeting of the Board where a quorum is present; unless the Executive Committee deems it necessary to act itself to fill the vacancy because of the time lapse between the date of the vacancy and the next meeting of the Board.

ARTICLE 8 - COMMITTEES

Section 8.01. The Board may create such standing or ad hoc committees, and appoint members thereto, as from time to time it is deemed necessary. The President shall appoint the Chairperson of each committee. Each committee shall operate in accordance with its committee charter, as approved by the Board of Directors, and shall report the actions of the committee at the next meeting of the Board of Directors.

Executive Committee

Section 8.02. The Executive Committee shall be composed of the four (4) principal officers of the Corporation: President, Vice President, Secretary and Treasurer, and such other directors as the Board may determine necessary from time to time by resolution. The Executive Committee, unless limited by state law or by resolution of the Board, shall have and may exercise all authority of the Board in the management of the business and affairs of the Corporation between the meetings of the Board. All actions taken by the Executive Committee at its meetings shall be reported to and ratified by the Board at the next scheduled meeting of the Board.

Nominating Committee

Section 8.03. The Nominating Committee shall be composed of at least three (3) directors, to be appointed by the President to serve a one-year term. The Nominating Committee shall present for approval and vote at the October Board meeting a suggested slate of officers to serve for the following calendar year; and may at any meeting present nominees to be voted upon to become directors, provided written notice of such nominees occurs prior to the meeting.

ARTICLE 9 – CONTRACTS AND LOANS

Section 9.01. Except as may be more fully set forth in any written conflict of interest policies adopted by the Board, no director of the Corporation shall be interested in, directly or indirectly, in any contract of transaction with the Corporation.

Section 9.02. The Corporation shall not lend any money or property to or guarantee any obligation of any director or officer without written approval of the California Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses.

ARTICLE 10 – INSURANCE AND INDEMNIFICATION

Section 10.01. The Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent arising out of the status of or duties performed by said officer, director, employee, or agent.

Section 10.02. To the fullest extent permitted by law, this Corporation may indemnify and defend its officers, directors, and employees, including persons formerly occupying these positions, against all claims, expenses, judgments, fines, settlements, or other amounts actually and reasonably incurred by them in connection with any proceeding or action involving the Corporation or their capacities on behalf of the Corporation, as more fully described and defined in state law.

ARTICLE 11- CORPORATE RECORDS AND REPORTS

Section 11.01. The Corporation shall keep (1) adequate books and records of its financial accounts; (2) minutes of the meetings of the Board and the committees of the Board; and (3) a record of each director's name, address, contact information, and term of office. Each director shall have the right to inspect the records of the Corporation

during the usual business hours of the Corporation at the location or locations where the records are kept and maintained.

Section 11.02 At the end of each year, the Board of Directors may, at its discretion, prepare and publish, or cause to be prepared and published, an annual report of the financial affairs and activities of the Corporation.

Section 11.03. The fiscal year of the Corporation shall be January 1 through December 31. The Board shall annually adopt a budget for each fiscal year at its January meeting.

ARTICLE 12 – AMENDMENT

Section 12.01. These bylaws may be amended by a majority voted of the number of directors then in office, at a duly noticed meeting of the Board of Directors, provided that the text of the current provisions and the proposed amendment(s) is provided to each director at least two weeks in advance of and as part of the notice of the meeting.

CERTIFICATE OF THE SECRETARY OF THE PARKINSON ASSOCIATION OF SANTA BARBARA

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing bylaws, comprising eight (8) pages, constitute the restated bylaws of said Corporation as duly accepted and approved at a meeting of the Board of Directors held on April 28, 2016.

Dated: May, 2016

Secretary