

**AMENDED AND RESTATED BYLAWS
OF**

**THE BLIND CHILDREN'S CENTER, INC.,
A California Nonprofit Public Benefit Corporation**

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AMENDED AND RESTATED BYLAWS
OF
THE BLIND CHILDREN’S CENTER, INC.,
A California Nonprofit Public Benefit Corporation

ARTICLE I
NAME

The name of this corporation is **THE BLIND CHILDREN’S CENTER, INC.**

ARTICLE II
OFFICES

SECTION 1. Principal Executive Office. The principal executive office of The Blind Children’s Center, Inc. (the “Corporation”) is hereby fixed and located at 4120 Marathon Street, Los Angeles, CA 90029. The Board of Directors (sometimes referred to herein as the “Board”) is hereby granted full power and authority to change said principal executive office from one location to another. Any such change shall be noted on the Bylaws opposite this Section, or this Section may be amended to state the new location.

SECTION 2. Other Offices. Branch or subordinate offices may at any time be established by the Board at any place or places where the corporation is qualified to do business.

ARTICLE III
OBJECTIVES AND PURPOSES

The objectives and purposes of this corporation shall be as stated in its Articles of Incorporation (sometimes referred to herein as the “Articles”) from time to time.

ARTICLE IV
DEDICATION OF ASSETS

This corporation’s assets are irrevocably dedicated to purposes meeting the requirements for exemption provided in Section 501(c)(3) of the Internal Revenue Code (hereinafter the “Code”), and no part of the net income or assets of this corporation shall ever inure to the benefit of, or be distributed to any of its directors, officers or any private individuals, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in the purposes clause of its Articles from time to time.

ARTICLE V
MEMBERSHIP

SECTION 1. Members. This 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, duties and obligations which would otherwise vest in the members shall vest in the Board.

SECTION 2. Associates. Nothing in this Article V shall be construed as limiting the right of this corporation to refer to persons associated with it as “members” even though such persons are not voting members, and no such reference shall constitute anyone a member within the meaning of California Corporations Code Section 5056. By amendment of the Articles or these Bylaws, this corporation may grant some or all of the rights of a member within the meaning of California Corporations Code Section 5056 to any person or entity that does not otherwise have such rights, but no such person shall be a member within the meaning of California Corporations Code Section 5056.

ARTICLE VI
DIRECTORS

SECTION 1. Powers. Subject to the provisions of the Articles, of these Bylaws, and of the California Nonprofit Corporation Law, the business and affairs of this corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the business of this corporation to a management company or other person or committee however composed, provided that the business and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all other officers, agents, and employees of this corporation, prescribe the powers and duties for them as may not be inconsistent with law, or with the Articles or these Bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and business of this corporation and to make such rules and regulations therefor not inconsistent with law, or with the Articles or these Bylaws, as they may deem best.

(c) To adopt, make, and use a corporate seal, and to alter the form of such seal from time to time as in their judgment they may deem best.

(d) To assume obligations, enter into contracts, including contracts of guarantee and suretyship, borrow money and incur indebtedness for the purposes of this corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor; provided, however, that any such action shall not constitute a “prohibited transaction” within the meaning of the Code.

(e) To change the principal executive office or principal business office in the State of California from one location to another; to cause this corporation to be qualified to do business in any other state, territory, dependency or country and to conduct business within or outside the State of California; and to designate any place within or outside the State of California for the holding of meetings of the Board.

SECTION 2. Number of Directors. The number of directors shall be not less than twelve (12) nor more than thirty-five (35) with the exact number of authorized directors to be determined from time to time by the Board.

SECTION 3. Action of Board. Except as otherwise required by law, the Articles or these Bylaws, the vote of a majority of the directors present at the time of a vote, if a quorum is present, shall be the act of the Board of Directors.

SECTION 4. Election and Term of Office. The directors shall be elected by the vote of a majority of the entire Board at each annual meeting of the directors but if any such annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of directors. Each director shall hold office until his successor has been elected and qualified.

SECTION 5. Restriction on Interested Persons as Directors. Not more than 49% of the persons serving on the Board at any time may be interested persons. An interested person is (a) any person being compensated by this 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 (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by this corporation.

SECTION 6. Removal of Directors. A director may be removed, with or without cause, by action of the Board. Removal must be made by the vote of the majority of the entire Board at a special meeting called for that purpose, or at a regular meeting, provided that notice of the removal questions are given as provided in Section 11 of this Article. Any vacancy caused by the removal of a director shall be filled as provided in Section 7.

SECTION 7. Resignation and Vacancies. Any director may resign effective upon giving written notice to the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. Except on notice to the California Attorney General, no director may resign when this corporation would then be left without a duly elected director or directors in charge of its affairs.

Vacancies in the Board, including those existing as a result of a removal of a director, may be filled as provided in Section 4 of this Article. Provided that there remains at least one (1) director, a vacancy on the Board shall not be required to be filled.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors is increased, or if the directors fail, at any annual meeting or special meeting at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

The Board may declare vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony, or has been found by final order or judgment of any court to have breached a duty under Sections 5230 et seq. of the California Nonprofit Corporation Law.

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 8. Place of Meeting. Regular or special meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. Whenever a place other than the principal office is fixed by the Board as the place at which future meetings are to be held, written notice thereof shall be sent not later than the following business day to all directors who were absent from the meeting at which said place was fixed. In the absence of such designation, regular meetings shall be held at the principal executive office of this corporation.

SECTION 9. Annual Regular Meetings. The annual regular meeting of the Board shall be held during the third calendar quarter of the year or such other date as may be fixed by the Board. Such regular meeting shall be held for the purpose of organization, election of officers, and the transaction of other business. The regular meeting may be held without notice if the time and place of the meeting is fixed by the Bylaws or the Board. If notice is required, notice shall be given in compliance with the notice requirements for a special meeting as provided in Section 11 of this Article.

SECTION 10. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary or by any director.

SECTION 11. Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system of technology designed to record and communicate messages, or by electronic transmission, either directly to a director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director at the destination shown on the corporation's records.

Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least forty-eight (48) hours before the time set for the meeting.

The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting or the place of the meeting if it is to be held at the principal executive office of this corporation.

SECTION 12. Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding such meeting or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. Quorum. One Third (1/3) of the authorized number of directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by the Articles or these Bylaws, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. 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.

SECTION 14. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned. 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 15. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Confirmation of a vote may be communicated by facsimile or electronic mail transmission.

SECTION 16. Self-Dealing. In the exercise of voting rights by directors, no director shall vote on any issue, motion or resolution which directly or indirectly inures to his or her benefit financially, except that such director may be counted in order to qualify for a quorum and, except as the Board may otherwise direct, may participate in a discussion on such issue, motion or resolution if he or she first discloses the nature of his or her interest subject to Section 5230 through and including Section 5239 of the California Corporations Code.

SECTION 17. Conflicts of Interest. The members of the Board shall be subject to and shall act in compliance with, conflict of interest and other policies according to the current law then in effect.

SECTION 18. Fees and Compensation. Directors and members of committees of the Board may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board to be just and reasonable. The Board shall review and approve such compensation, including benefits, of a director to assure that it is just and reasonable. This review and approval shall occur initially upon the election of the director, whenever the term of service, if any, of the director is renewed or extended, and whenever the director's compensation is modified.

SECTION 19. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to such action; provided, however, that the consent of any director who has a material financial interest in a transaction to which this corporation is a party and who is an "interested director" as defined in California Corporations Code Section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

SECTION 20. Rights of Inspection. 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 this corporation as permitted by California and federal law. Such inspection by a director may be made in person or by agent or attorney and includes the right to copy and obtain extracts as permitted by California and federal law, provided, however, that any such inspection by a director's agent or attorney shall take place only under conditions which allow this corporation's attorney to be present.

SECTION 21. Committees And Advisory Boards.

There shall be three (3) standing committees: (1) an Executive Committee, (2) a Board Development Committee, and (3) a Finance Committee.

The Executive Committee shall consist of the President, Vice President, Secretary and Chief Financial Officer and immediate past-President. The Executive Committee shall handle urgent business that cannot wait for the action of the Board or cannot be handled by a functional committee of the Board, report every action taken to the Board for ratification, and evaluate the Chief Executive/Executive Director.

A Board Development Committee shall be elected annually by the Board and shall serve a one-year term. The Board Development Committee shall evaluate candidates for membership on the Board and nominate a slate of candidates for election to the Board.

A Finance Committee shall be elected bi-annually by the Board and shall serve a two-year term. The Finance Committee shall evaluate and manage the finances of the Corporation, including, without limitation, preparing an annual budget for the Corporation. The Chief Financial Officer shall be a permanent member of the Finance Committee.

In addition to the standing committees set forth above, the Board may appoint one (1) or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the Board, and delegate to such committees any of the authority of the Board except as set forth in subparagraphs (a) through (h) below. The Board may not delegate the following rights and powers:

- (a) The approval of any action for which the Nonprofit Corporation Law of California also requires Board approval;
- (b) The filling of vacancies on the Board or on any committee;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board or the members thereof;
- (g) The expending of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and
- (h) The approval of any transaction (i) to which this corporation is a party and one (1) or more directors have a material financial interest; or (ii) between this corporation and one (1) or more of its directors or between this corporation and any entity in which one (1) or more of its directors have a material financial interest except as provided in Section 5233(d)(3) of the California Corporations Code.

In addition, the Board shall have the authority to create one or more advisory boards, each consisting of one (1) or more members, to serve at the pleasure of the Board. The Board may not delegate any of its authority to an advisory board. An advisory board serves only as an advisory body to the Board.

Any such committee or advisory board must be appointed by resolution adopted by a majority of the authorized number of directors then in office and may be designated by such name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any such committee or advisory board shall be conducted. In the absence of any such prescription, such committee or advisory board shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee or advisory board shall otherwise provide, the regular and special meetings and other actions of any such committee or advisory board shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee or advisory board.

ARTICLE VII

OFFICERS

SECTION 1. Officers. The officers of this corporation shall be a President, a Vice President, a Secretary, and a Chief Financial Officer. This corporation may also have, at the discretion of the Board, additional Vice-Presidents, one or more assistant Secretaries, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article. Any number of offices may be held by the same person, except that no person

serving as Secretary or Chief Financial Officer may serve concurrently as President. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

SECTION 2. Election. Unless otherwise determined at the time of election, the Officers of the corporation shall be elected by the Board for a two-year term commencing with the effective date of such election. Unless otherwise determined by the Board, each Officer's term shall conclude with the later of (i) the end of the corporation's fiscal year and (ii) the election and qualification of a successor.

SECTION 3. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of this corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

SECTION 4. Removal of Officers. Any officer may be removed, either with or without cause, by the Board of Directors at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

SECTION 5. Resignation of Officers. Any officer may resign at any time by giving written notice to this corporation, but without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 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 election or appointment to such office.

SECTION 7. Responsibilities of Officers.

(a) President. The President shall preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board. If no other person is designated as the chief executive, the President shall, in addition, be the General Manager and Chief Executive Officer of the corporation and shall have, subject to the control of the Board, general supervision, direction, and control over the business and officers of the Corporation. The President shall have the general powers and duties of management usually vested in the office of President and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

(b) Vice President. In the absence or disability of the President, the Vice President, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board.

(c) Secretary. The Secretary shall have the following duties:

(i) Books of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office of the corporation and such other place as the Board may order, a book of minutes of all meetings and actions of the Board, and the committees of the Board, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Board meetings and committee meetings, and the proceedings thereof.

(ii) Records of Directors. The Secretary shall keep, or cause to be kept, at the principal executive office of the corporation and such other place as the Board may order, a record of the corporation's Directors, showing the names of all Directors and their addresses.

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

(d) Chief Financial Officer. The Chief Financial Officer (who may be referred to as the "treasurer" or "chief financial officer") shall have the following duties:

(i) Books of Account. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, 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 at all times be open to inspection by any Director.

(ii) Deposit and Disbursement of Money and Valuables. The Chief Financial Officer shall cause all moneys and other valuables to be deposited in the name and to the credit of the corporation with such depositaries as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the Board whenever they request it an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

(iii) Bond. If required by the Board, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board, as the case may be, for faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement or removal from office.

(iv) Duties of President. In the absence or disability of the President, and if there be no Vice Presidents or if no Vice Presidents are present and available, the Chief Financial Officer shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.

(e) Chief Executive Officer. Subject to such supervisory powers as may be given by the Board to the President, the Board may hire a chief executive officer who shall be the general manager of the Corporation, and subject to the control of the Board, shall supervise, direct and control the Corporation's day-to-day activities, business and affairs. The chief executive officer (who may be referred to as the "chief executive officer" or "executive director") shall be empowered to hire, supervise and fire all of the employees of the Corporation, under such terms and having such job responsibilities as the chief executive officer shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment. The chief executive officer may delegate his or her responsibilities and powers subject to the control of the Board. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws. Additionally, the Board may, by resolution, appoint the chief executive officer as an Officer.

SECTION 8. Compensation and Reimbursement of Expenses. Officers may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board, to be reasonable and necessary to carrying out the corporation's exempt purposes so long as such compensation and reimbursement of expenses is not excessive. An officer's compensation shall be reviewed by the Board initially upon the hiring of the officer, whenever the term of employment, if any, of the officer is renewed or extended, and whenever the officer's compensation is modified.

ARTICLE VIII **FINANCIAL MATTERS**

SECTION 1. Investments. The Corporation's assets shall be invested in such investments as the Board or any investment manager appointed and supervised by the Board may from time to time select. The Board and any such investment manager shall give due regard to the applicable provisions of the California Corporations Code and the California Probate Code relating to the investment of institutional funds. If this corporation is a private foundation, the Board and any such investment managers shall give due regard to Section 4944 of the Internal Revenue Code.

SECTION 2. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, share certificate, conveyance, or other instrument in writing and any assignment or endorsements thereof executed or entered into between this corporation and any other person, when signed by the chairman of the Board, the President or the Chief Financial Officer 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 did not have 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 or amount.

SECTION 3. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted

may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

SECTION 4. Bonding. If required by the Board, any director, officer or other person charged with the handling of the Corporation's funds shall give this corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of his or her duties. The premium or premiums for such bonds shall be paid by the Corporation.

SECTION 5. Contracts with Directors. No director of the Corporation nor any other corporation, firm, association, or other entity in which one or more of the Corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with the Corporation, unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to this corporation at the time the transaction is entered into.

This Section 5 of Article VIII does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by this corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

SECTION 6. Loans to Directors and Officers. The Corporation shall not lend money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the Corporation.

ARTICLE IX

CORPORATE RECORDS AND REPORTS

SECTION 1. Inspection of Bylaws. The Corporation shall keep in its principal executive office in California the original or a copy of the Articles of Incorporation and Bylaws as amended to date which shall be open to inspection by directors at all reasonable times during office hours.

SECTION 2. Maintenance and Inspection of Other Corporate Records. The accounting books, records and minutes of proceedings of the Board and any committee(s) of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes and accounting books and records

shall be open to inspection by every director pursuant to his right to inspect set forth in Section 20 of Article VI.

SECTION 3. Annual Report. If required under Section 6321 of the California Nonprofit Public Benefit Corporation Law, the Corporation shall provide to the directors within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
- (e) An independent accountants' report or, if none, the certificate of an authorized officer of this corporation that such statements were prepared without audit from the corporation's books and records.

SECTION 4. Statement of Transaction or Indemnification. The Corporation shall mail to all directors a statement of any transaction between the Corporation and one of its directors or officers or of any indemnification paid to any director or officer if, and to the extent, required by Section 6322 of the California Corporations Code. The statement shall be mailed within 120 days of the close of the Corporation's fiscal year and may be mailed as part of the Corporation's annual report. The statement required hereby shall describe briefly:

- (a) Any covered transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000), or which was one of a number of covered transactions in which the same "interested person" had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000).
- (b) The names of the "interested persons" involved in such transactions, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.
- (c) The statement shall describe briefly the amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any officer or director of this corporation pursuant to Section 5238 of the California Corporations Code.

For these purposes, an "interested person" is (i) any director or officer of this corporation, and (ii) any holder of more than 10 percent (10%) of the voting power of this corporation.

SECTION 5. Inspection by Public. In accordance with Section 6104 of the Code, this corporation shall make available to the public such information as required in such Section.

ARTICLE X **OTHER PROVISIONS**

SECTION 1. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

SECTION 2. Nondiscrimination. The Corporation shall not refuse service or employment to any person, nor in any other way discriminate against any person, solely because of such person's sex, race, color, religion, creed, ancestry, national origin, age, marital status, physical disability, mental disability, preexisting medical condition, or any other factor prohibited by law.

SECTION 3. Fiscal Year. The fiscal year of the Corporation shall end on the last day of June in each year, unless the Board shall provide to the contrary by resolution.

SECTION 4. Rules of Order. Robert's Rules of Order shall be the parliamentary law of all proceedings of the Board and all Committees; provided, however, that the failure to follow Robert's Rules of Order at any meeting shall not affect the validity of any corporate action otherwise in compliance with the California Corporations Code and this corporation's Articles of Incorporation, these Bylaws, and applicable corporate resolutions.

SECTION 5. Job Descriptions and Policies. Notwithstanding any other provision in these Bylaws to the contrary, the Board may, at its option, implement job descriptions and policies for directors, committee members, officers, and other employees.

SECTION 6. Defined Terms. As used in these Bylaws, the terms "Internal Revenue Code" and "Code" mean the United States Internal Revenue Code of 1986, as amended, and a reference to a provision of that Code shall be deemed to indicate the corresponding provision of any further United States Internal Revenue law.

SECTION 7. Private Foundation Restrictions. If this corporation is determined to be a private foundation under the Code, it shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code Section 4942, shall not engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d), shall not retain any excess business holdings as defined in Internal Revenue Code Section 4943(c), shall not make any investments in a manner as to subject it to tax under Internal Revenue Code Section 4944, and shall not make any taxable expenditures as defined in Internal Revenue Code Section 4945(d).

ARTICLE XI

INDEMNIFICATION

SECTION 1. Definitions. For the purposes of this Article XI, “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 “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Section 4 or 5(b) of this Article XI.

SECTION 2. Indemnification in Actions by Third Parties. The Corporation shall have power to 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 this 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 this corporation, against expenses, judgment, 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 this 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 this corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

SECTION 3. Indemnification in Actions by or in the Right of this Corporation. The Corporation shall have the power to 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 this 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 this 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 this 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 3:

(a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to this corporation in the performance of such person’s duty to this 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 of 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 expenses 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.

SECTION 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 Section 2 or 3 of this Article XI 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.

SECTION 5. Required Determinations. Except as provided in Section 4, any indemnification under this Article XI 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 2 or 3 of this Article XI, by:

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

(b) The court in which such proceeding is or was pending upon application made by this 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 this corporation.

SECTION 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 Article XI.

SECTION 7. Other Indemnification. No provision made by the Corporation to indemnify its directors or officers or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, these Bylaws, a resolution of directors, an agreement, or otherwise, shall be valid unless consistent with this Article XI. Nothing contained in this Article XI shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

SECTION 8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article XI, except as provided in Section 4 or 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.

SECTION 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 this corporation would have the power to indemnify the agent against such liability under the provisions of this Article XI; provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of this corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law. Notwithstanding the foregoing, the Corporation shall not maintain insurance on behalf of any person if the maintenance of such insurance would subject the corporation to excise tax under the Code.

SECTION 10. Employee Plan Beneficiaries. 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 this corporation as defined in Section 1 of this Article XI. Nothing contained in this Article XI shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise which shall be enforceable to the extent permitted by applicable law.

ARTICLE XII **AMENDMENT**

These Bylaws may be amended or repealed by the approval of the Board.

CERTIFICATE OF SECRETARY

**THE BLIND CHILDREN'S CENTER, INC.,
A California Nonprofit Public Benefit Corporation**

I am the duly elected, qualified and acting Secretary of **THE BLIND CHILDREN'S CENTER, INC.**, a California Nonprofit Public Benefit Corporation (the "Corporation") and certify that the foregoing Amended and Restated Bylaws were adopted as the Bylaws of this Corporation, as of _____, 2018 by the Members and Directors of this Corporation.

Dated as of _____, 2018

Lisa Hansen, Secretary