

# BYLAWS

for the regulation, except  
as otherwise provided by statute or its Articles of Incorporation,

of

Sharing Our Stories To Save Lives, Inc.

a California Nonprofit Public Benefit Corporation

Effective: July 18, 2019

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ARTICLE I: NAME

The name of this corporation shall be SHARING OUR STORIES TO SAVE LIVES, INC. otherwise known as "SOSTSL".

ARTICLE II: OBJECTIVES AND PURPOSES

The objectives and purposes of this corporation shall be to honor the memory of family members who have lost their lives to America's Opioid Epidemic by implementing effective, comprehensive public education campaigns that inform the public about the dangers of abusing prescription opioids. SOSTSL delivers information and knowledge to the community by sharing stories about loved ones who have lost their lives to overdose on opioids; providing online and local education and outreach; and partnering with others who share an interest in furthering our mission. Our mission is to save lives and reduce harm from opioid addiction and overdose with information, knowledge and passion.

III: OFFICES

Section 1. PRINCIPAL OFFICE. The corporation's principal office shall be fixed and located at such place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

Section 2. BRANCH OR OTHER OFFICES. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE IV: MEMBERSHIP

Section 1. QUALIFICATIONS. There shall be two classes of membership in this corporation: Regular Voting Member (hereinafter referred to as "Regular Member") and Associate Non-Voting Member (hereinafter referred to as "Associate Member"). All members shall support the corporation's purposes. The additional qualifications for each class of membership shall be as follows:

- a) Regular Members of the corporation shall be those persons who are also Directors of the Board of the corporation and 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. Regular Members shall have all of the rights afforded members under the California Nonprofit Public Benefit Corporation Law.
- b) Associate Members shall be those persons who subscribes to the purposes and policies of this corporation. Associate Members shall be eligible for associate membership upon acceptance of her/his application by the Board and payment of such annual contribution as may from time to time be fixed by the Board. Associate Members shall have no right to vote on corporate matters nor any of the statutory rights of members within the meaning of Section 5056 of the California Nonprofit Corporation Law. Nonetheless, Associate Members shall have such privileges and receive such assistance from the corporation as shall be determined by the Board.

Section 2. TERMINATION OF MEMBERSHIP. The membership of all members, including Regular Members, shall terminate upon occurrence of any of the following events:

- a) The resignation of the member;
- b) The failure of a regular member to attend three consecutive unexcused membership meetings; or
- c) Unlawful Harassment by a member

SOSTSL will not tolerate any type of verbal, visual or physical harassment, or harassment of any kind (including jokes or slurs), based upon age, sex, race, color, religion, national origin, veteran status, or any other characteristic protected by federal, state or local laws.

Harassment includes verbal, physical, and visual conduct that creates an intimidating, offensive, or hostile working environment or that interferes with work performance. Harassment may include but is not limited to any of the following:

- 1) Verbal abuse or ridicule. This includes epithets, derogatory comments, racial slurs or ethnic jokes or comments;
- 2) Interference with an employee's work. This includes physical contact such as assault, blocking normal movement, or interference with work directed at an individual because of his/her protected status;
- 3) Displaying or distributing offensive, racist or derogatory materials. This includes derogatory posters, cartoons, drawings or gestures;
- 4) Threatening or demeaning motions, gestures, or inappropriate staring;
- 5) Discriminating against any employee in work assignments or job-related training;
- 6) Retaliation for having reported harassment.
- 7) Sexual Harassment - Sexual harassment may include making unwelcome sexual advances, overtures, requests for sexual favors and other verbal, physical, or visual conduct of a sexual nature when:
  - I. Submission to such conduct is made either explicitly or implicitly a term or condition of any individual's employment or employment-related benefits or opportunities;
  - II. Submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual; or
  - III. Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive working environment.

#### ARTICLE V: NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure (including initiative, referendum or recall) being submitted to the people for a vote. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described.

## ARTICLE VI: DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to public benefit purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code section 501(c)3.

## ARTICLE VII: DIRECTORS

### Section 1. POWERS

- a) General Corporate Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the corporate members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.
- b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:
  - 1) Select and remove all officers, agents and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation and with these Bylaws; and fix their compensation;
  - 2) Change the principal executive office or the principal business office from one location to another; conduct business within or outside the State of California; and designate any place for the holding of any regular members' meeting or meetings, including biennial meetings;
  - 3) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate;
  - 4) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2. NUMBER OF DIRECTORS. The authorized number of directors shall be not less than three nor more than twelve until changed by amendment of the Articles or these Bylaws. The exact number of directors shall be fixed, within the limits specified, by amendment of the next sentence duly adopted by the Board. The exact number of directors shall be four (4) until changed as provided in this Section 2 of Article VII.

Section 3. RESTRICTION ON INTERESTED DIRECTORS. Not more than twenty-five percent (25%) of the persons serving on the board of directors at any time may be interested persons. An interested person is:

- a) Any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and
- 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 the corporation.

Section 4. SELECTION AND TERM OF OFFICE. The directors shall be elected at each biennial meeting by plurality vote of the directors in office immediately prior to the annual meeting. Each Director shall serve two (2) years, until the next biennial meeting of the Board and until a successor has been elected and qualified.

Section 5. VACANCIES. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit law, any director may resign effective upon giving written notice to the Chair of the Board, the President or the Secretary, 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 selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the director(s) whose office is vacant was selected, provided that vacancies to be filled by election by directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

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 be increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order of judgement of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit 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 6. PLACE OF MEETING. 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. In the absence of such designation, regular meetings shall be held by online video conferencing.

Section 7. BIENNIAL MEETINGS. The Board shall hold a biennial meeting for the purpose of organization, selection of directors and officers and the transaction of other business. Biennial meetings of the Board shall be held without call or notice on March 28 at 10 o'clock A. M., local time, provided, however, should said day fall upon a Saturday, Sunday or holiday observed by the corporation by videoconference online, then said meeting shall be held at the same time on the next day thereafter ensuing which is a full business day.

Section 8. REGULAR MEETINGS. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 9. SPECIAL MEETINGS. Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board, the President, any Vice President, the Secretary or any two directors.

Special meetings of the Board shall be held upon 48 hours notice given personally or by telephone, text message, email or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's smartphone number or email address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such smartphone number or email address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. Notice by text message shall be deemed to have been given at the time the message was sent. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 10. QUORUM. Three (3) directors constitute a quorum of the Board for the transaction of business, except to adjourn as provided in Section 12 of this Article VII. 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 law or by the Articles, except as provided in the next sentence. 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 the majority of the required quorum for such meeting.

Section 11. 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.

Section 12. WAIVER OF NOTICE. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 13. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. 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, except as provided in the next sentence. If the meeting is adjourned for more than 48 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 14. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 15. GOOD FAITH; STANDARD OF CARE; RELIANCE ON INFORMATION PRESENTED BY OTHERS. A director shall perform the duties of a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner such director believes to be in the

best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
- b) Legal counsel, independent contractors, accountants or other persons as to matter which the director believes to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence.

So long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge and would cause such reliance to be unwarranted.

Section 16. 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 the corporation of which such person is director.

Section 17. COMMITTEES. The Board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board except with respect to:

- a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- b) The filling of vacancies on the Board or in 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 expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- h) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the

provisions of this Article VII applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 18. FEES AND COMPENSATION. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board.

#### ARTICLE VIII: OFFICERS

Section 1. OFFICERS . The officers of the corporation shall be a President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, a Chair of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chair of the Board.

Section 2. ELECTIONS. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen biennially (every two years) by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

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

Section 4. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the Board 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.

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

Section 5. VACANCIES. 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, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. CHAIR OF THE BOARD. The Chair of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be assigned by the Board, from time to time.

Section 7. PRESIDENT. Subject to such powers, if any, as may be given by the Board to the Chair of the Board, if there be such an officer, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. In the absence of the Chair of the Board, or if there be none, the President shall preside at all meetings of the Board. The President has 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.

Section 8. VICE PRESIDENTS. In the absence or disability of the President, the Vice President, if one be designated by the Board, 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 for them respectively by the Board.

Section 9. SECRETARY. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and method of holding (i.e., video conference or phone conference), whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

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

Section 10. TREASURER. The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transaction of the corporation. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

#### ARTICLE IX: OTHER PROVISIONS

Section 1. ENDORSEMENT OF DOCUMENTS; CONTRACTS. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chair of the Board, the President or Vice President and the Secretary or the Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority, to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent

or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. REPRESENTATION OF SHARES OF OTHER CORPORATIONS. The President or any other officer or officers authorized by the Board for the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 3. 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 4. AMENDMENTS. These Bylaws may be amended or repealed by the approval of the Board.

#### ARTICLE X: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 1. DEFINITIONS. For the purposes of this Article X, "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 paragraph Section 4 or 5(b) of this Article X.

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 the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceedings if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE 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 the corporation, or brought under

Section 5233 of California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

- a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- c) Of 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 extent that an agent of the corporation has been successful in the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article X 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 of this Article X any indemnification under this Article X 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 X, 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 the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

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 X.

Section 7. OTHER INDEMNIFICATION. No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this Article X. Nothing contained in this Article X 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 X. except as provided in Sections 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 the corporation would have the power to indemnify the agent against such liability under the provisions of this Article X, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 10. NON-APPLICABILITY TO FIDUCIARIES OF EMPLOYEE BENEFIT PLANS. This Article X does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article X. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

#### ARTICLE XI: CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the California Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and plural number includes the singular, and the term "person" includes both the corporation and a natural person.

#### ARTICLE XII: AMENDMENTS BY DIRECTORS

Subject to the right of Regular Members under this Article XII, Bylaws other than a Bylaw fixing or changing the authorized number of directors or changing the voting rights of the members or classes of members, or affecting adversely the rights of the members, may be adopted, amended, or repealed by a two-thirds vote of the Board. However, if the Articles of Incorporation and Bylaws adopted by the members provide for an indefinite number of directors within specified limits, the directors may adopt or amend a bylaw fixing the exact number of directors within those limits.

ACTION BY SOLE INCORPORATOR OF ADOPTION OF BYLAWS

Action by Sole Incorporator  
of  
Sharing Our Stories To Save Lives, Inc.  
a California Nonprofit Public Benefit Corporation

The undersigned, being the Sole Incorporator of Sharing Our Stories To Save Lives, Inc., a California nonprofit public benefit corporation (the "Corporation"), and acting pursuant to the provisions of Section 5134 of the California Nonprofit Corporation Law, hereby take the following action and adopt the following resolution:.

RESOLVED, that the foregoing Bylaws, comprising 13 pages, be, and hereby constitute the Bylaws of the Corporation, effective as of the date hereof:

IN WITNESS WHEREOF, the undersigned has executed this Action by Sole Incorporator, effective as of the 18th day of July, 2019.

Clarissa Bartolini Toro, Incorporator