SECOND AMENDED AND RESTATED BYLAWS OF REDWOOD EMPIRE FOOD BANK, A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE 1: NAME; OFFICES

Section 1.1. Name. The name of the Corporation shall be Redwood Empire Food Bank, a California nonprofit public benefit corporation (the "**Corporation**").

Section 1.2. Principal Office. The principal office for the transaction of the business of the Corporation shall be located at 3990 Brickway Boulevard, Santa Rosa, California 95403. The Directors may change the principal office from time to time from one location to another, and this section shall be amended accordingly.

Section 1.3. Other Offices. The Board of Directors of the Corporation (the "**Board**") may at any time establish branch offices, either within or outside the State of California, in order to advance the proper purposes of the Corporation.

ARTICLE 2: OBJECTIVES AND PURPOSES

Section 2.1. Purpose. This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes stated in the Articles of Incorporation.

Section 2.1.1. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person..

ARTICLE 3: DEDICATION OF ASSETS

Section 3.1. Dedication of Assets. The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefit and/or 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 Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its exempt status under Internal Revenue Code §501(c)(3). Any such nonprofit fund, foundation, or corporation shall be designated by the Board upon a duly noticed meeting as described in Article 4, Section 4.8.

ARTICLE 4: DIRECTORS

Section 4.1. Powers.

(a) General Corporate Powers. 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 their general powers, the Directors shall have the power to:

(i) Select and remove the Officers of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any.

(ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.

(iii) Adopt, make, and use a corporate seal and alter the form of the seal.

(iv) 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.

Section 4.2. Number of Directors. The number of Directors shall be not less than three (3), with the exact authorized number of Directors to be determined by the Board from time to time. Until changed by the Board, the authorized number of Directors shall be twenty (20).

Section 4.3. Appointment and Term of Office of Directors.

(a) The members of the Board as of the date of these Bylaws are those persons whose names are attached to these Bylaws as Exhibit A. Each director shall serve a three (3) year term from the date of election and may be reappointed for no more than one (1) additional consecutive three (3) year term from the date of reappointment. However, when a director concurrently serving as Chair of the Board has served for six (6) years, the Board in its discretion may extend that director's term for no more than an additional full year. Directors shall be elected by a majority vote of the Directors at each annual meeting or at a special meeting called for the purpose of electing one or more Directors, including the vote(s) of any Director whose term of office expires with that meeting.

(b) The Chair of the Board/President shall serve a two (2)-year term and shall be selected by a majority vote of the Directors at the annual meeting in even-numbered years starting in 2020. The Chair of the Board will preside at Board meetings and will exercise and perform such other powers and duties as may be assigned from time to time by the Board. The Board may, but shall not be required to, elect a Vice Chair of the Board.

Section 4.4. Qualifications of Board Members. Any person 18 years of age or older may be nominated or elected to serve as a Director. In addition, Directors must be interested in the purpose of the Corporation as such purpose is set forth in the Corporation's Articles of Incorporation, and must reside in Del Norte County, Humboldt County, Lake County, Mendocino County or Sonoma County.

Section 4.5. Vacancies.

(a) Events Causing Vacancy. A vacancy on the Board shall be deemed to exist at the occurrence of any of the following:

(i) The death, resignation, or removal of any Director.

(ii) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Corporation Code §5231 and following of the California Nonprofit Corporation Law.

(iii) The failure of the Board, at any meeting of the Board at which any Director(s) is to be appointed or elected, to appoint or elect the Director(s) to be appointed or elected at that meeting pursuant to the provisions of Section 4.3(a).

(iv) The increase of the authorized number of Directors.

(v) Expiration of the period of membership, unless membership is renewed on the renewal terms fixed by the Board.

(b) Resignation. Except as provided in this paragraph, any Director may resign, which resignation shall be effective upon receipt of written notice by the Chair of the Board or the Secretary, unless the notice specifies a later effective date for the resignation. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) Removal. Any Director may be removed, with or without cause, by the vote of the majority of the members of the entire Board at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal questions are given as provided in Section 4.9.

The Board shall give the Director at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed removal. The Director shall be given an

opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed removal.

(d) Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a Director shall be filled in accordance with the provisions of Section 4.3(a).

Section 4.6. Place of Meeting; Meeting by Telephone. Regular meetings of the Board may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within or outside of the State of California, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 4.6, a regular or special meeting of the Board may be held at any place consented to in writing by all Board members, either before or after the meeting. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communications equipment, so long as all of the following apply: (a) each Board member participating in the meeting can communicate with all the other members concurrently; (b) each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and (c) the corporation adopts and implements means of verifying both of the following: (i) a person communicating by telephone, electronic video equipment, or other communications equipment is a director entitled to participate in the board meeting; and (ii) all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director. Participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

Section 4.7. Annual Meeting. The Board shall hold a meeting on the third (3rd) Wednesday of each June at a time and place designated by the Board for purposes of electing Officers, designating committees, and transacting regular business. Notice of these meetings shall be in accordance with Section 4.9.

Section 4.8. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Chair of the Board/President, the Chief Executive Officer, or any two Directors. Notice of these meetings shall be in accordance with Section 4.9, and shall include the purpose of said meeting.

Section 4.9. Notice. Notice of any meeting of the Board shall be given to all Directors at least 4 days in advance if given by first-class mail or at least 48 hours in advance if given by notice delivered personally, by telephone, or by electronic transmission in compliance with Section 16.2 of these Bylaws, provided that such notice may be waived by any Director as set forth in Section 4.10. Notice shall not be given by electronic transmission if the corporation is unable to deliver two consecutive notices to a Director by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice.

Section 4.10. Waiver of Notice. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

Section 4.11. Quorum. A majority of the Board shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4.12. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for the meeting.

Section 4.12. Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 4.13. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. This notice may be waived in the same manner as set forth under Section 4.10.

Section 4.14. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all directors individually or collectively consent in writing to that action and, if subject to Corporations Code §5224(a), the number of directors then in office constitutes a quorum. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 4.15. Compensation of Directors. The Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a director or member of a committee in carrying out his or her duties. Directors shall not otherwise be compensated.

Section 4.16. Restriction on Interested Directors. Not more than 49 percent of the persons serving on the Board at any time may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or Officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous 12 months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) of these Bylaws. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

ARTICLE 5: COMMITTEES

Section 5.1. Committees of Directors. The Board may, by resolution adopted by a majority of the Directors then in office, designate one or more regular committees consisting of two or more Directors, and which may also include nonvoting advisors, to serve at the pleasure of the Board. Any member of any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

(a) Fill vacancies on the Board or on any committee;

(b) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;

(c) Amend or repeal any resolution of the Board;

(d) Designate any other committee of the Board or appoint the members of any committee;

(e) Approve any transaction (i) to which the Corporation is a party and as to which one or more Directors has a material financial interest, or (ii) between the Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest.

Section 5.2. Regular Committees. The regular committees of the Corporation shall be the following:

(a) **Executive Committee.** Pursuant to Section 5.1, the Board may appoint 2 or more Directors and the Chair of the Board of the Corporation, to serve as the Executive Committee of the Board. The Chair of the Board shall serve as chair of the Executive Committee. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 5.1.

(b) **Finance Committee.** Pursuant to Section 5.1, the Board may appoint 2 or more Directors to serve as the Finance Committee of the Board. The Finance Committee shall develop and ensure implementation of Board-approved fiscal management policies and the Corporation's annual operating budget, as well as dealing with personnel and operations matters. A majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chair of the Audit Committee may not serve on the Finance Committee.

(c) **Audit Committee.** At all times that this Corporation is required by applicable law to have an independent audit, or at any time the Corporation voluntarily chooses to do so, the Corporation shall have an Audit Committee consisting of at least two

Directors and which may include nonvoting advisors. Directors who are employees of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation (other than for service as Director) may not serve on the Audit Committee. The Audit Committee shall perform the duties and adhere to the guidelines set forth from time to time by the Board. These duties include, but are not limited to: (i) assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary, (ii) negotiating the auditor's compensation, (iii) conferring with the auditor regarding the Corporation's financial affairs, and (iv) reviewing and accepting or rejecting the audit. Members of the Audit Committee shall not receive compensation for their service on the Audit Committee in excess of that provided to Directors for their service on the Board. If the Corporation has a Finance Committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chair of the Audit Committee may not serve on the Finance Committee.

(d) **Governance Committee.** Pursuant to Section 5.1, the Board may appoint 2 or more Directors to serve as the Governance Committee of the Board. The Governance Committee shall deal with nominating members to the Board, addressing Board membership, evaluation and training of Board Members.

Section 5.3. Advisory Committees. In addition to the regular committees set forth in Section 5.2, above, the Board may from time to time establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of Directors or nondirectors. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the Corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. Advisory Committees shall be subject to the supervision and control of the Board.

Section 5.4. Meeting and Action of Committees. The Board may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

ARTICLE 6: OFFICERS

Section 6.1. Officers. The Corporation shall have the following Officers, each of whom shall be a Director of the Corporation: Chair of the Board/President, Vice President, Secretary, and Treasurer, and such other Officers as the Board may designate by resolution and appoint pursuant to Section 6.3. One person may hold two or more offices, except no person serving as Secretary, Treasurer, or Chief Financial Officer may serve concurrently as President/Chair of the Board.

Section 6.2. Election of Officers. The Officers of the Corporation, except those appointed in accordance with the provisions of Section 6.3 of this Article, shall be chosen by the Board, and each shall serve at the pleasure of the Board.

Section 6.3. Subordinate Officers. The Board may appoint, and may authorize the Chair of the Board/President or any other Officer to appoint, any other Officers that the

business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board.

Section 6.4. Removal of Officers. Subject to rights, if any, under any contract of employment, any Officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board, by an Officer on whom such power of removal has been conferred by the Board.

Section 6.5. Resignation of Officers. Any Officer may resign at any time by giving written notice to the Board, the Chair of the Board/President, or the Secretary of the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 6.6. Vacancies in Office. A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that Office.

Section 6.7. Responsibilities of Officers.

(a) Chair of the Board/President. The Chair of the Board/President shall have such powers and duties as may be prescribed by law, by the Board, or by these Bylaws. Unless another person is specifically appointed as Chairman of the Board of Directors/President, he or she shall preside at all meetings of the Board of Directors.

(b) Vice President. In the absence of the Chair of the Board/President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the Chair of the Board/President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair of the Board/President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

(b) Secretary. The Secretary shall attend to the following:

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

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

Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(c) Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall attend to the following:

(i) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositors as may be designated by the Board; shall disburse funds of the Corporation as may be ordered by the Board; shall render to the Chair of the Board/President and Directors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

ARTICLE 7: RECORDS AND REPORTS

Section 7.1. Maintenance of Articles and Bylaws. The Corporation shall keep at its principal executive office the original or a copy of its Articles and Bylaws as amended to date.

Section 7.2. Maintenance of Other Corporate Records. The accounting books, records, and minutes of the 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 shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

Section 7.3. Inspection by Directors. Every Director shall have the absolute right at any reasonable time during normal business hours to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 7.4. Annual Report. Within 120 days after the end of the Corporation's fiscal year, the Chair of the Board/President shall furnish or cause the Chief Executive Officer to furnish a written report to all Directors containing the following information:

(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 for particular purposes, for the fiscal year;

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;

(e) Any transaction during the previous fiscal year involving more than $50,000 in which the Corporation (or its parent or subsidiaries, if any) was a party and in which any Director or Officer of the Corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than $50,000; and

(f) The amount and circumstances of any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any Director or Officer of the Corporation pursuant to Article 8 of these Bylaws, unless such indemnification has already been approved pursuant to Section 8.1.

For each transaction, the report must disclose the names of the interested persons involved in such transaction and state such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized Officer of this Corporation that such statements were prepared without an audit from the books and records of this Corporation. Such report may be furnished to the Directors by electronic transmission in accordance with Section 16.2 of these Bylaws.

Section 7.5. Financial Audit. The Corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of $2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by the Corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within 9 months after the close of the fiscal year to which the statements relate. For 3 years, such statements (a) shall be available at the Corporation's principal, regional, and district offices during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the Corporation's website.

ARTICLE 8: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 8.1. Right to Indemnification.

(a) This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that

such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

(b) In determining whether indemnification is available to the Director, Officer, or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code §5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

(c) The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 8.2. Insurance. This Corporation shall have the power and shall use commercially reasonable efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 8.1 of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transaction, as described in Corporations Code §5233.

ARTICLE 9: CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

Section 9.1. Contracts with Directors and Officers.

(a) No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; (ii) 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 vote or votes of such interested Director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation

could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

(b) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or Officers 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 9.2. Loans to Directors and Officers. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California; 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 the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE 10: FISCAL YEAR

The fiscal year of the Corporation shall end on June 30th of each year.

ARTICLE 11: AMENDMENTS

These Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board; provided, however, that amendment or repeal of Section 4.3, Section 4.5 or this ARTICLE 11 shall require the unanimous approval of the Board.

These Amended and Restated Bylaws amend and restate those certain Bylaws of the Corporation dated May 9, 2007, as amended pursuant to amendments to the Bylaws dated September 12, 2007 and October 14, 2009, in their entirety.

ARTICLE 12: MEMBERS

This Corporation shall not have voting members within the meaning of the California Nonprofit Corporation Law. The Board may admit nonvoting members of one or more classes having such rights and obligations as the Board shall deem appropriate from time to time.

ARTICLE 13: PRIVATE FOUNDATION RESTRICTIONS

In any period in which the Corporation is a private foundation, as defined in Internal Revenue Code §509, this Corporation shall make distributions at such time and in such manner as not to subject the Corporation to tax under Internal Revenue Code §4942, and the Corporation shall not (i) engage in any act of self-dealing, as defined in Internal

Revenue Code §4941(d), (ii) retain any excess business holdings, as defined in Internal Revenue Code §4943(c), (iii) make any investments in such manner as to subject the Corporation to tax under Internal Revenue Code §4944, or (iv) make any taxable expenditures, as defined in Internal Revenue Code §4945(d).

ARTICLE 14: SUPPORTING ORGANIZATION RESTRICTIONS

This Corporation shall not accept any contribution from any "prohibited person." For purposes of this Section, a "prohibited person" is (i) a person who controls, directly or indirectly, either alone or with persons listed described in (ii) and (iii) below, the governing body of this Corporation or any successor organization pursuant to Section 3.1 of these Bylaws; (ii) a member of the family of an individual listed in (i) above; or (iii) a corporation, partnership, trust, or estate more than 35 percent of which is actually or constructively controlled by persons described in (i) or (ii) above. For purposes of this Section, a member of an individual's family includes his or her spouse, ancestors, children, grandchildren, great-grandchildren, and spouses of children, grandchildren, and great-grandchildren, as well as the individual's brothers and sisters, by whole or half blood, and their spouses.

ARTICLE 15: EMERGENCY PROVISIONS

Section 15.1. Emergency. The emergency bylaw provisions of this section are adopted in accordance with Corporations Code §5151(g). Notwithstanding anything to the contrary herein, this section applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Sections 4.9 and 4.11 of these Bylaws:

(a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;

(b) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;

(c) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or

(d) A state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States.

Section 15.2. Emergency Actions. During an emergency, the Board may:

(a) Modify lines of succession to accommodate the incapacity of any Director, Officer, employee, or agent resulting from the emergency;

(b) Relocate the principal office or authorize the Officers to do so;

(c) Give notice to a Director or Directors in any practicable manner under the circumstances, including, but not limited to, by publication and radio, when notice of a meeting of the board cannot be given to that Director or Directors in the manner prescribed by Section 4.9 of these Bylaws; and

(d) Deem that one of more Officers in attendance at a Board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency the Board may not take any action that is not in the Corporation's ordinary course of business. Any actions taken in good faith during an emergency under this section may not be used to impose liability on a Director, Officer, employee, or agent.

ARTICLE 16: CONSTRUCTION AND DEFINITIONS

Section 16.1. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit 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 the plural number includes the singular.

Section 16.2 Electronic Transmission. Subject to any guidelines and procedures that the Board may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or e-mail, provided (i) for electronic transmissions *from* the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions *to* the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of Redwood Empire Food Bank, a California nonprofit public benefit corporation, do hereby certify:

That the actions of the Board of Directors in approving, at the Board's regular meeting of April 20, 2022, these Amended and Restated Bylaws consisting of sixteen (16) pages, including this page and Exhibit A to the Bylaws, were ratified by the Directors of the Corporation at its regular meeting on April 20, 2022, and the same do hereby constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this April 20, 2022.

Courtney Riley

Courtney Riley, Secretary

Exhibit A to Amended and Restated Bylaws

List of Members of Board of Directors

Andy Bannister
Tracy Condron
Courtney Foley
Gayle Guynup
Gerald Jones
Amy Lyle
Katy Long
Lisa McCann
Lannie Medina
Gary Nadler
Troy Sanderson
Komron Shahhossseini
Abigail Smyth
Viviann Stapp
Sheri Wenzel