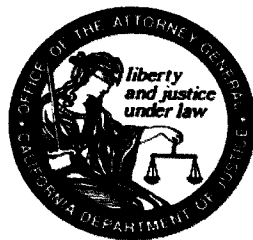


Registry of Charitable Trusts  
P.O. Box 903447  
Sacramento, CA 94203-4470  
Telephone: (916) 445-2021

WEBSITE ADDRESS:  
<http://ag.ca.gov/charities/>

**INITIAL  
REGISTRATION FORM  
STATE OF CALIFORNIA  
OFFICE OF THE ATTORNEY GENERAL  
REGISTRY OF CHARITABLE TRUSTS**  
(Government Code Sections 12580-12599.7)



**NOTE: A \$25.00 REGISTRATION FEE MUST ACCOMPANY THIS REGISTRATION FORM. MAKE CHECK PAYABLE TO DEPARTMENT OF JUSTICE.**

Pursuant to Section 12585, registration is required of every trustee subject to the Supervision of Trustees and Fundraisers for Charitable Purposes Act within thirty days after receipt of assets (cash or other forms of property) for the charitable purposes for which organized.

Every charitable (public benefit) corporation, association and trustee holding assets for charitable purposes or doing business in the State of California must register with the Attorney General, except those exempted by California Government Code section 12583. Corporations that are organized primarily as a hospital, a school, or a religious organization are exempted by Section 12583.

Name of Organization: Alameda County Family Justice Center

The name of the organization should be the legal name as stated in the organization's organizing instrument (i.e., articles of incorporation, articles of association, or trust instrument).

Official Mailing Address for Organization:

Address: 470 27th Street

City: Oakland

State: CA

ZIP Code: 94612

Organization's telephone number: (510) 267-8800

Organization's e-mail address:

Organization's fax number: (510) 267-8809

Organization's website: acfjc.org

All organizations must apply for a Federal Employer Identification Number from the Internal Revenue Service, including organizations that have a group exemption or file group returns.

Federal Employer Identification Number (FEIN):  
94-600051

Group Exemption FEIN (if applicable):  
\_\_\_\_\_

All California corporations and foreign corporations that have qualified to do business in California will have a corporate number. Unincorporated organizations are assigned an organization number by the Franchise Tax Board upon application for California tax exemption.

Corporate or Organization Number: 2996837

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Attorney General's Office

JUN 10 2010  
Registry of  
Charitable Trusts

# 1524109 825

<b>Names and addresses of ALL trustees or directors and officers (attach a list if necessary):</b>		
Name <b>Cherri Allison</b>		Position <b>Director</b>
Address <b>470 - 27th Street</b>		
City <b>Oakland</b>	State <b>CA</b>	ZIP Code <b>94612</b>
Name <b>Harold Boscovich</b>		Position <b>Secretary/Director</b>
Address <b>470- 27th Street</b>		
City <b>Oakland</b>	State <b>CA</b>	ZIP Code <b>94612</b>
Name <b>Kim Hunter</b>		Position <b>Director</b>
Address <b>470 - 27th Street</b>		
City <b>Oakland</b>	State <b>CA</b>	ZIP Code <b>94612</b>
Name <b>Kevin Dunleavy</b>		Position <b>Director</b>
Address <b>1225 Fallon Street Room 900</b>		
City <b>Oakland</b>	State <b>CA</b>	ZIP Code <b>94612</b>
Name <b>Randy White</b>		Position <b>Director</b>
Address <b>470 27th Street</b>		
City <b>Oakland</b>	State <b>CA</b>	ZIP Code <b>94612</b>
<p><b>Describe the primary activity of the organization. (A copy of the material submitted with the application for federal or state tax exemption will normally provide this information.) If the organization is based outside California, comment fully on the extent of activities in California and how the California activities relate to total activities. In addition, list all funds, property, and other assets held or expected to be held in California. Indicate whether you are monitored in your home state, and if so, by whom. Attach additional sheets if necessary.</b></p> <p>The ACFJC is a collaboration and co-location of government and non-government non-profit organizations all together responding to and serving victims of family violence (victims of domestic violence, sexual assault, child abuse, and elder abuse) and their families free of charge. The ACFJC was established by a federal grant to the County of Alameda to provide start-up costs for the ACFJC.</p> <p>The Board of Supervisors of Alameda County designated the Alameda County District Attorney's Office as the fiscal-lead agency responsible for the administration and operation of the ACFJC. Employees of the District Attorney's office are assigned to the ACFJC as administration staff.</p> <p>The Executive Director and other county employees assigned to the ACFJC, who supervise the coordination of services and building management are employees of the District Attorney's Office whose salary is paid by the County of Alameda and receive no compensation from the ACFJC. All property and equipment utilized by ACFJC staff is owned by the County of Alameda.</p> <p>The ACFJC building is owned and maintained by the County of Alameda. The County of Alameda charges the District Attorney's Office budget with monthly operating costs for the ACFJC. All agencies operating at the ACFJC are either non-profit or government agencies who pay rent and telephone usage based on the monthly County costs.</p> <p>Personnel from government and non-profit agencies are assigned by their respective agencies to provide services under a cooperative agreement. The ACFJC is applying for 501 (c) (3) status to expand and continue services and allow greater access to grant opportunities.</p> <p><b>The organization will be required to file financial reports annually. All organizations must file the Annual Registration/Renewal Fee Report (RRF-1) within four months and fifteen days after the end of the organization's accounting period. Organizations with \$25,000 or more in either gross receipts or total assets are also required to file either the IRS Form 990, 990-EZ, or 990-PF. Forms can be found on the Charitable Trusts' website at <a href="http://ag.ca.gov/charities/">http://ag.ca.gov/charities/</a>.</b></p>		
<p><b>If assets (funds, property, etc.) have been received, enter the date first received:</b></p> <p>Date assets first received: _____ All assets have been and are currently owned by the County of Alameda</p>		<p><b>Registration with the Attorney General is required within thirty days of receipt of assets.</b></p>
<p><b>What annual accounting period has the organization adopted?</b></p> <p><input type="checkbox"/> Fiscal Year Ending _____ <input checked="" type="checkbox"/> Calendar Year</p>		

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CT-1 REGISTRATION FORM (6/2007)

JUN 10 2010

Registry of  
Charitable Trusts

**Attach your founding documents as follows:**

A) **Corporations** - Furnish a copy of the articles of incorporation and all amendments and current bylaws. If incorporated outside California, enter the date the corporation qualified through the California Secretary of State's Office to conduct activities in California.

B) **Associations** - Furnish a copy of the instrument creating the organization (bylaws, constitution, and/or articles of association).

C) **Trusts** - Furnish a copy of the trust instrument or will and decree of final distribution.

D) **Trustees for charitable purposes** - Furnish a statement describing your operations and charitable purpose.

Has the organization applied for or been granted IRS tax exempt status Yes  No

Date of application for Federal tax exemption: Filing of application is pending

Date of exemption letter: \_\_\_\_\_ Exempt under Internal Revenue Code section 501(c) \_\_\_\_\_

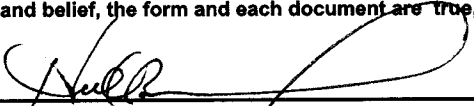
If known, are contributions to the organization tax deductible? Yes  No

Attach a copy of the Application for Recognition of Exemption (IRS Form 1023) and the determination letter issued by the IRS.

Does your organization contract with or otherwise engage the services of any commercial fundraiser for charitable purposes, fundraising counsel, or commercial coventurer? If yes, provide the name(s), address(es), and telephone number(s) of the provider(s):

Commercial Fundraiser <input type="checkbox"/>	Fundraising Counsel <input type="checkbox"/>	Commercial Coventurer <input type="checkbox"/>
Name		
Address		
City	State	ZIP Code
Telephone Number		
Commercial Fundraiser <input type="checkbox"/>	Fundraising Counsel <input type="checkbox"/>	Commercial Coventurer <input type="checkbox"/>
Name		
Address		
City	State	ZIP Code
Telephone Number		
Commercial Fundraiser <input type="checkbox"/>	Fundraising Counsel <input type="checkbox"/>	Commercial Coventurer <input type="checkbox"/>
Name		
Address		
City	State	ZIP Code
Telephone Number		

I declare under penalty of perjury that I have examined this registration form, including accompanying documents, and to the best of my knowledge and belief, the form and each document are true, correct, and complete.

Signature  Title Secretary/Director Date June 7, 2010

If additional information is required, please refer to the Supervision of Trustees and Fundraisers for Charitable Purposes Act (Government Code sections 12580-12599.7), the Administrative Rules and Regulations pursuant to the Act (California Code of Regulations, Title 11, Sections 300-312.1).

If you have questions regarding registration, or need assistance, information is available on our website at <http://ag.ca.gov/charities/> or you can reach us by telephone at (916) 445-2021 or fax at (916) 444-3651.

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 Attorney General's Office  
 JUN 10 2010  
 Registry of  
 Charitable Trusts

# ARTICLES OF INCORPORATION

MAY 10 2007

The name of this corporation is **ALAMEDA COUNTY FAMILY JUSTICE CENTER, Incorporated,**

## II

A. This corporation is a nonprofit **PUBLIC BENEFIT CORPORATION** and is not organized for the private gain of any person. It is organized under the Nonprofit Mutual Benefit Corporation Law for:

- public purposes  
 or  charitable purposes  
 or  public and charitable purposes

B. The specific purpose of this corporation is to provide comprehensive, collaborative, professional services to victims of domestic violence and their children, to victims of sexual abuse, sexual assault and sexual exploitation, to victims of elder abuse and to victims of child abuse at no cost to the victim.

## III

The name and address in the State of California of this corporation's initial agent for service of process is:

Name: NANCY E. O'MALLEY, Chief Assistant District Attorney,  
Alameda County District Attorney's Office

Address: 1225 Fallon Street, Room 900

City: Oakland State CALIFORNIA Zip 94612

## IV

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c) (3) Internal Revenue Code.)
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

## V

The property of this corporation is irrevocably dedicated to **charitable** purposes and no part of the net income or assets of this corporation shall ever inure to the benefit

of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provisions 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 tax exempt status under Section 501 (c) (3), Internal Revenue Code.

*Nancy E. O'Malley*

Nancy E. O'Malley, Incorporator





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**BYLAWS  
OF  
ALAMEDA COUNTY FAMILY JUSTICE CENTER  
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**ARTICLE 1 OFFICES**

---

**1.1 PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is located in Alameda County, California.

**1.2 CHANGE OF ADDRESS**

The county of the corporation's principal office can be changed only by amendment of these Bylaws. The Board of Directors may, however, support additional offices within that county and in doing so and by doing so, such changes will not be deemed an amendment of these Bylaws:

470 - 27<sup>th</sup> Street, Oakland CA      Dated: 8/31/06

**ARTICLE 2 PURPOSES AND OBJECTIVES**

---

**2.1 PURPOSES AND OBJECTIVES**

The primary purposes and objectives of the corporation will be to provide services to victims of domestic violence and their children, to victims of sexual assault and sexual exploitation, to victims of child abuse and to victims of elder abuse. Further purposes and objectives of the Corporation include support of those government and non-government agencies that are partners to the Family Justice Center, whether on-site or off-site and to promote public awareness of domestic violence, sexual assault, sexual exploitation, child abuse and elder abuse as well as to provide advocate programs that promote prevention. Upon dissolution of the corporation, all remaining assets will be used for charitable purposes only by direction of the Board of Directors.

**ARTICLE 3 DIRECTORS**

---

**3.1 NUMBER AND QUALIFICATIONS**

The corporation will have a minimum of three directors but no more than five directors, and collectively they will be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided by these Bylaws.



The Board will consist of a representative of the District Attorney's Office who shall serve as the President of the Corporation, a representative from a non-government victim advocate agency and a member-at-large appointed by the President and the non-government victim advocate representative by agreement. Additional Board members will be appointed by the President and ratified by other Directors of the Board of Directors. Thereafter, the board will approve by majority vote each person's election to the board. Anyone committed to the purposes and objectives of the corporation is qualified to be a director. Directors will, to the extent practicable, reflect the economic, professional, and ethnic diversity of the communities being served.

### 3.2 POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the activities and affairs of the corporation will be conducted and all corporate powers will be exercised by or under the direction of the Board of Directors.

### 3.3 DUTIES

It will be the duty of the directors to:

Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the corporation, or by these Bylaws;  
Supervise all officers, agents, and management employees of the corporation to ensure that their duties are performed properly;  
Meet at such times and places as required by these Bylaws;  
Serve on at least one board committee; and  
Register their addresses with the Secretary of the corporation, with the understanding that mailing to such addresses of notices or meetings will be valid.

### 3.4 TERMS OF OFFICE

Each director will hold office until the next annual meeting for election of the Board of Directors as specified by these Bylaws.

### 3.5 COMPENSATION

Directors will serve without compensation. Likewise, directors may not be compensated for rendering services to the corporation in any capacity other than director. They will, however, be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as directors as specified in Section 3.3.

3.6 RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than 49% of persons serving on the board may be interested persons. For purposes of this Section, an "interested person" means either:

Any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise;

or

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;

or

Any person being served as a client of the corporation within the previous six (6) months.

3.7 PLACES OF MEETINGS

Meetings will be held at the Alameda County Family Justice Center, the principal office of the corporation unless otherwise provided by the board. In the absence of such provision, any meeting not held at the principal office of the corporation will be valid only if held on the written consent of all directors, given either before or after the meeting and filed with the Secretary of the corporation, or after all board members have been given written notice of the meeting as provided below for special meetings of the board.

3.8 REGULAR AND ANNUAL MEETINGS

Regular meetings of directors will be held every other month on the third Monday of the month, unless that day falls on a legal holiday, in which event the meeting will shall be rescheduled to an alternate Monday that will accommodate the schedules of a majority of the board. Meetings will begin promptly at 6:00 p.m.

A financial report will be presented to the board at each regularly scheduled meeting.

At the annual meeting of the directors held on or about January, directors and officers will be elected by the Board of Directors in accordance with this section. Cumulative voting by directors for the election of directors and officers will not be permitted. Each director will cast one vote, with voting being by ballot only. For the election of directors, the candidates receiving the highest number of votes up to the number of directors to be elected will be elected.

### 3.9 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two directors, and will be held at the place designated by the person or persons calling the meeting and, in the absence of such designation, at the principal office of the corporation.

### 3.10 NOTICE OF MEETINGS

Meetings of the board will be held on four (4) days' notice by email, first-class mail or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, the notice will be deemed to be delivered on its deposit in the mails. The notices will be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice will be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

### 3.11 CONTENTS OF MEETINGS

Notice of meetings not dispensed with by these Bylaws will specify the place, day, and hour of the meeting. The meeting's purpose need not be specified in the notice.

### 3.12 WAIVER OF NOTICE AND CONSENT TO HOLD MEETINGS

The transactions of any meeting of the board, however called and noticed and wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as defined by these Bylaws, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes. All such waivers, consents, or approvals will be filed with the corporate records or made a part of the minutes of the meeting.

### 3.13 QUORUM FOR MEETINGS

A quorum will consist of forty percent (40%) of the directors in office at the time, but fewer than three (3) directors may not constitute a quorum.

Except as otherwise provided in these Bylaws, in the Articles of Incorporation of the corporation, or by law, no final decisions on issues raised or on business will be considered by the board at any meeting at which a quorum, as defined by these Bylaws, is not present. The only motion that the President will entertain at such a meeting is a motion to adjourn. However, a majority of the directors present at such a meeting may adjourn from time to time until the time fixed for

the next regular meeting of the board. However, at the direction of the President, the Executive Committee, made up of the President and a minimum of two additional Directors, can conduct preliminary business and propose recommendations for consideration by the Board without the presence of a quorum.

When a meeting is adjourned for lack of a quorum, it will not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at the meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 3.10.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for the meeting or such greater percentage as may be required by law or by the Articles of Incorporation or Bylaws of the corporation.

#### 3.14 MAJORITY ACTION AS BOARD ACTION

Every act or decision by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless a greater percentage or different voting rules for approval of a matter by the board are required by provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e)

#### 3.15 CONDUCT OF MEETINGS

Meetings of the Board of Directors will be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation will act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer will appoint another person to act as Secretary of the meeting.

At each meeting of the board, the Treasurer of the corporation, or another person designated by him or her, will make a financial report to the board.

#### 3.16 ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the board individually or collectively consent in writing to the action. Electronic mail and facsimile documents may constitute written consent. The written consent or

consents will be filed with the minutes of the proceedings of the board. Such action by written consent will have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to such action will state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to act in this manner, and the statement will be prima facie evidence of such authority.

### 3.17 VACANCIES

Vacancies on the Board of Directors will exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors 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 or judgment of any court to have breached any duty under Sections 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Directors may be removed for being absent at four (4) or more board meetings within a year.

Directors may be removed without cause by a majority of the directors in office.

Any director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. No director may resign if the corporation would be left without a duly elected director or directors in charge of its affairs, except on notice to the Attorney General.

Vacancies on the board may be filled by approval of the board or, if the number of directors in office is less than a quorum, by (1) unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director.

A person elected to fill a vacancy as provided by this Section will hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office.

### 3.18 NON-LIABILITY OF DIRECTORS

The directors will not be personally liable for the debts, liabilities, or other obligations of the corporation.

**3.19 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

To the extent that a person who is, or was, a director, officer, employee, or other agent of the corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against him or her by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter in that proceeding, he or she will be indemnified against expenses actually and reasonably incurred in connection with the proceeding.

If such a person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with the proceeding will be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**3.20 INSURANCE FOR CORPORATE AGENTS**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent) against any liability, other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law), 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 Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE 4 OFFICERS**

---

**4.1 NUMBER OF OFFICERS**

The officers of the corporation will be a President, a Vice President, a Secretary, and a chief financial officer who will be designated the Treasurer. The Secretary and Chief Financial Officer offices can be held by the same individual.

**4.2 QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any person may serve as an officer of the corporation. Officers will be nominated by the President, after consultation with any member of the Board of Directors, and elected by the board, and each officer will hold office until the next annual meeting for election of the Board of Directors and officers as specified in these Bylaws.

#### 4.3 SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers will serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors. Subordinate Officers shall not have a vote but will be consulted by the President and Board of Directors on issues being considered by the Board.

#### 4.4 REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation will take effect at the date of receipt of the notice or at any later date specified in the notice and, unless otherwise specified in the notice, the acceptance of the resignation will not be necessary to make it effective.

#### 4.5 VACANCIES

Any vacancy caused by the death, resignation, removal, or disqualification of any officer or otherwise will be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, the vacancy may be filled temporarily by appointment by the President until such time as the board fills the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board will determine.

#### 4.6 DUTIES OF PRESIDENT

The President will be the chief executive officer of the corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she will perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or that may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President will preside at all meetings of the board. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President will, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments as may from time to time be authorized by the Board of Directors.

#### 4.7 DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President will perform all the duties of the President, and when so acting will have all the powers of, and be subject to all the restrictions on, the President. The Vice President will have such 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.

#### 4.8 DUTIES OF SECRETARY

The Secretary will:

Certify and keep at the principal office of the corporation a copy of the corporation's current Bylaws;

Keep at the principal office of the corporation or at such other place as the board may determine a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording in the minutes the time and place of the meetings, whether it was regular or special, how the meeting was called, how notice was given, the names of those present, and the proceedings that took place;

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws;

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation; and

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### 4.9 DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits, and Funds," the Treasurer will:

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

Exhibit at all reasonable times the book of account and financial records to any director of the corporation, or to his or her agent or attorney, on request;



Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation;

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

The duties of the Treasurer may be delegated to the Executive Director.

At all times, the County of Alameda by and through its fiscal agent, the Alameda County District Attorney's Office shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as will be selected by the Board of Directors;

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;

#### 4.10 COMPENSATION

Officers will serve without compensation.

### **ARTICLE 5 COMMITTEES**

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#### 5.1 EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of the corporation and one of whom shall be the President) to constitute an Executive Committee and delegate to that Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

The filling of vacancies on the board or on any committee that has the authority of the board.

The amendment or repeal of Bylaws or the adoption of new Bylaws.

The amendment or repeal of any resolution of the board that by its express terms is not so amendable or repealable.

The appointment of committees of the board or the members of such committees.

The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

The approval of any transaction to which the corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233 (d) (3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority delegated to the Executive Committee, increase or decrease the number of Committee members (provided that the Committee always have at least two members), and fill vacancies on the Committee from the members of the board. The Committee will keep regular minutes of its proceedings, cause them to be filed with the corporation records, and report them to the board from time to time as the board may require.

## 5.2 LEGAL COMMITTEE

The Board of Directors may, by majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of the corporation) or subordinate members to constitute a Legal Committee. Members of the Legal Committee shall be attorneys licensed under the laws of the State of California. The Legal Committee shall be responsible for providing legal advice and acting as a legal resource to the Legal Director and/or other legal program staff as reasonable necessary. In the Event the Executive Director is not a California attorney, the Board of Directors shall be required to establish a Legal Committee.

## 5.3 OTHER COMMITTEES

The corporation will have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board or subordinate members. These additional committees will act only in an advisory capacity to the board and will be clearly titled as "advisory" committees.

#### 5.4 MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees will be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the content of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

### **ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

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#### 6.1 EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize the Alameda County Family Justice Center, Incorporated, A Corporation not-for-profit, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and that authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee will have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any moment.

#### 6.2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors or otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation in an amount greater than five hundred dollars (\$500) will be signed by the appropriate Administrative Staff of the County of Alameda and/or the Office of the District Attorney. If the Executive Director requests checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation in an amount greater than five hundred dollars (\$500), the Executive Director will consult with the President to evaluate and support the request.

#### 6.3 DEPOSITS

All funds of the corporation will be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### 6.4 GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purpose of the corporation.

### **ARTICLE 7 CORPORATE RECORDS, REPORTS, AND SEAL**

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#### 7.1 MAINTENANCE OF CORPORATE RECORDS

The corporation will keep at its principal office in the State of California:

Minutes of all meetings of directors and of committees of the board, indicated the time and place of the meeting, whether it was regular or special, how the meeting was called, how notice was given, the names of those present, and the proceedings that took place;

Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses; and

A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

#### 7.2 CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter a corporation seal. Any such seal will be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, will not affect the validity of any instrument.

#### 7.3 DIRECTORS' INSPECTION RIGHTS

Every director will 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. Nothing in the By-laws authorizes any individual, including any Director, Staff or Partner of the Alameda County Family Justice Center, to inspect or copy any books, records, and documents of the Alameda County Family Justice Center funding outside any contribution, gift, bequest, or devise for the charitable or public purpose of the corporation.

#### 7.4 ANNUAL REPORT

The board will cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, and the report will contain the following information in appropriate detail:

The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

The principal changes in assets and liabilities, including trust funds, during the fiscal year;

The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and

Any information required by Section 7.6.

The annual report will be accompanied by any report of independent accountants or, if there is none, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

#### 7.5 ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

The corporation will mail or deliver to all directors, within one hundred twenty (120) days after the close of its fiscal year, a statement that briefly describes the amount and circumstances of any indemnification or transaction in which the corporation was a party and in which any director or officer of the corporation had a direct or indirect material financial interest. A mere common directorship will not be considered a material financial interest.

The statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238 (e) (2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section will briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such persons' interest in the transaction and, when practical, 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.

## **ARTICLE 8 FISCAL YEAR**

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### **8.1 FISCAL YEAR**

The fiscal year of the corporation will begin July 1 and end on June 30 in each year.

## **ARTICLE 9 AMENDMENT OF BYLAWS**

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### **9.1 AMENDEMENT OF BYLAWS**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed, and new Bylaws may be adopted, by approval of the Board of Directors.

## **ARTICLE 10 AMENDMENT OF ARTICLES**

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### **10.1 AMENDMENT GENERALLY**

Except as provided in Section 10.2, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

### **10.2 CERTAIN AMENDMENTS**

The corporation may not amend its Articles of Incorporation to alter any statement that appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE 11 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

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### **11.1 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No director, officer, employee, or other person connected with the corporation and no private individual may receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, or be entitled to share in the distribution of, or to receive, any of the corporate assets on dissolution of the corporation.

## **ARTICLE 12 MEMBER APPROVAL NOT REQUIRED**

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### **12.1 MEMBER APPROVAL NOT REQUIRED**

Pursuant to Section 5310 (b) of the California Nonprofit Public Benefit Corporation Law, any action that would otherwise, under law, require approval by a majority of all members or approval by the members will only require the approval of the Board of Directors.

### **CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws, as amended, of the corporation named in the title and that these amended Bylaws were duly adopted by the Board of Directors of the corporation on April 24, 2007.

Dated: April 25, 2007

\_\_\_\_\_  
Harold Boscovich  
Secretary of the Board

# ALAMEDA COUNTY FAMILY JUSTICE CENTER, Inc. CONFLICT OF INTEREST POLICY

## Article I Purpose

The purpose of the conflict of interest policy is to protect the ALAMEDA COUNTY FAMILY JUSTICE CENTER, Inc., a tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## Article II Definitions

### 1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Article III Procedures

### 1. Duty to Disclose



In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all materials facts, and after discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

## **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

## **4. Violations of the Conflicts of Interest policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article IV** **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Article V**  
**Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article VI**  
**Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Article VII**  
**Periodic Reviews**

To ensure the Organization operates in a manner consistent with the charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in a excess benefit transaction.

**Article VIII**  
**Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.



State of California Secretary of State

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STATEMENT OF INFORMATION (Domestic Nonprofit Corporation)

Filing Fee \$20.00. If amendment, see instructions.

IMPORTANT - READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. CORPORATE NAME (Please do not alter if name is preprinted.)

ALAMEDA COUNTY FAMILY JUSTICE CENTER, INCORPORATED

August 10, 2007

This Space For Filing Use Only

DUE DATE:

COMPLETE PRINCIPAL OFFICE ADDRESS (Do not abbreviate the name of the city. Item 2 cannot be a P.O. Box.)

2. STREET ADDRESS OF PRINCIPAL OFFICE IN CALIFORNIA, IF ANY.

470 27th St.

CITY

Oakland

STATE

CA

ZIP CODE

94612

NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS (The corporation must have these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

3. CHIEF EXECUTIVE OFFICER/

ADDRESS

CITY AND STATE

ZIP CODE

NADIA LOCKYER

470 27th St.

Oakland CA

CA

94612

4. SECRETARY/

ADDRESS

CITY AND STATE

ZIP CODE

NANCY O'MALLEY

1225 Fallon St #900

Oakland CA

CA

94612

5. CHIEF FINANCIAL OFFICER/

ADDRESS

CITY AND STATE

ZIP CODE

HAROLD BOSCOVICH

470 27th St.

Oakland, CA

CA

94612

AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and Item 7 must be completed with a California address. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 7 must be left blank.)

6. NAME OF AGENT FOR SERVICE OF PROCESS

Nancy O'Malley c/o Alameda County District Attorney

7. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL

CITY

STATE

ZIP CODE

1225 Fallon St. Rm 900

Oakland

CA

94612

DAVIS-STIRLING COMMON INTEREST DEVELOPMENT ACT (California Civil Code section 1350, et seq.)

8. Check here if the corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act and proceed to Items 9, 10 and 11.

NOTE: Corporations formed to manage a common interest development must also file a Statement by Common Interest Development Association (Form SI-CID) as required by California Civil Code section 1363.6. Please see instructions on the reverse side of this form.

9. ADDRESS OF BUSINESS OR CORPORATE OFFICE OF THE ASSOCIATION, IF ANY

CITY

STATE

ZIP CODE

10. FRONT STREET AND NEAREST CROSS STREET FOR THE PHYSICAL LOCATION OF THE COMMON INTEREST DEVELOPMENT (Complete if the business or corporate office is not on the site of the common interest development.)

9-DIGIT ZIP CODE

11. NAME AND ADDRESS OF ASSOCIATION'S MANAGING AGENT, IF ANY

CITY

STATE

ZIP CODE

12. THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT.

NANCY E. O'MALLEY

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

Nancy O'Malley Secretary

SIGNATURE

TITLE

8-5-07

DATE