

Corporate By-Laws

Bylaws of The James Irvine Foundation, a California nonprofit public benefit corporation, as amended through October 9, 2009.

ARTICLE I: Offices

Section 1.1

Principal Office. The principal office of the corporation shall be in San Francisco, California. The board of directors is hereby granted full power and authority to change the location of said principal office.

Section 1.2

Other Offices. The board of directors may at any time, and from time to time, establish one or more other branch or subordinate offices at such place or places within the State of California as it deems appropriate.

ARTICLE II: Absence of Members

The corporation shall have no members. Any action which may be taken by, or which would otherwise require the approval of, members of a nonprofit public benefit corporation may be taken or approved by the board of directors of the corporation, and all rights which would otherwise vest in the members of a nonprofit public benefit corporation shall vest in the directors of the corporation.

ARTICLE III: Directors

Section 3.1

Exercise of Corporate Powers; Delegation. Except as otherwise provided by these bylaws, by the articles of incorporation, or by the laws of the State of California now or hereafter in force, all corporate powers of the corporation shall be vested in and exercised, and the activities and affairs of the corporation shall be controlled and conducted, by or under the authority of the board of directors.

The board of directors may delegate the management of the activities of the corporation to any person or persons, management company, or, subject to Article X hereof, committee of the board of directors however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board of directors.

Section 3.2

Number and Qualifications. The number of the corporation's directors is hereby fixed at fourteen (14) until changed by a duly adopted amendment of the articles of incorporation or by an amendment of this Section 3.2. To be eligible to serve as a

director, a person shall not have reached the age of 75 upon his or her election to the board.

Section 3.3

Compensation; Restriction on Composition of Board of Directors. The board of directors may authorize compensation for its directors at a level that is reasonable and comparable to other nonprofit public benefit corporations. The board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the board and board committees. Nothing contained herein shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee or otherwise, and from receiving compensation therefore; provided, however, that not more than forty-nine (49) percent of the persons serving on the board of directors may be either (a) persons currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director or (b) brothers, sisters, ancestors, descendants, spouses, brothers-in-law, sisters-in-law, sons-in-law, daughters-in-law, mothers-in-law, or fathers-in-law of such persons.

Section 3.4

Election and Term of Office. The directors in office shall elect their successors. The term of a director shall commence on the date specified in the resolution electing the director, or if none is specified, the date of election. Such term shall end on the fourth December 31 after commencement. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, except that:

- (a) a director may only hold office until December 31 in the calendar year such director reaches retirement age, defined as 75 for purposes of these bylaws; and
- (b) a director (other than a director who holds the office of President) may only hold office until December 31 in the calendar year that he or she completes twelve consecutive years in office.

A director may succeed him or herself in office. A director (other than a director who holds the office of President) who has served twelve consecutive years may only be re-elected to the board after at least a one year absence from the board.

Section 3.5

Vacancies. Vacancies on the board of directors, whether or not created by removal, may be filled by the vote of a majority of the remaining directors, though less than a quorum, or by the vote of a sole remaining director. Each director so elected shall hold office for the unexpired remainder of the term of the director whose vacancy is being filled.

A vacancy or vacancies on the board of directors shall be deemed to exist in the event of the death, resignation, or removal of any director, or if any director becomes disqualified from holding office as provided in Section 3.4 above, or if the board of directors by resolution declares vacant the office of a director who has been declared of unsound

mind by an order of court or convicted of a felony, or who has been found by a final order or judgment of any court to have breached any duty owed by him or her under Sections 5230 through 5238 of the California Corporations Code, or if the authorized number of directors is increased, or if the directors fail at any meeting at which any director or directors are elected, to elect the number of directors to be voted for at that meeting. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 3.6

Resignations. Subject to Section 5226 of the California Corporations Code, any director may resign effective on giving written notice to the chairman of the board of directors, the president, the secretary, or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

ARTICLE IV: Officers

Section 4.1

Officers; Qualifications. The officers of the corporation shall be a chairman of the board of directors, a vice chairman of the board of directors, a president, a secretary, and a treasurer. The corporation may also have such other officers as the board of directors shall determine. Only directors shall be eligible to serve as chairman and vice chairman of the board of directors, but no other officer need be a director of the corporation. Any two or more of any such offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently either as the chairman of the board of directors or the president.

Section 4.2

Election of Officers. The board of directors shall elect each of the officers of the corporation and, subject to any rights under a contract of employment, each of the officers shall serve at the pleasure of the board of directors.

Section 4.3

Subordinate Officers; Delegation of Duties. All officers of the corporation, except those whose duties are defined in these bylaws, shall have such authority and perform such duties as the board of directors may from time to time determine. In case of the absence, disability or death of, or the failure or refusal to act by, either the secretary or the treasurer, the assistant secretary, and the assistant treasurer, if there then be either such officer, shall, respectively, exercise all the powers and perform all the duties and be subject to all the restrictions upon the secretary and the treasurer. Additionally, in case of the absence of any officer of the corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate for the time being the powers and duties, or any of them, of such officer to any other officer or to any director of the corporation.

Section 4.4

Compensation. The salary or other compensation of the officers of the corporation and the manner and time of the payment thereof shall be fixed and determined by the board of directors. The board of directors shall review the compensation packages, including

all benefits, of the chief executive officer and chief financial officer of the corporation, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

Section 4.5

Resignation. Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect on the later of the date of the receipt of that notice or at any later time specified in that notice. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 4.6

Vacancies in Office. A vacancy in any office of the corporation because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in Section 4.2 of these bylaws for regular appointments to that office.

ARTICLE V: Chairman of the Board of Directors

Section 5.1

Powers and Duties. The chairman of the board of directors shall preside at all meetings of the board of directors. He or she shall have such powers and duties as may be prescribed by the board of directors or these bylaws. Without limiting the generality of the foregoing, the chairman of the board of directors shall provide oversight and review of board policies and practices and shall have the power to affix the signature of the corporation to all deeds, conveyances, mortgages, leases, obligations, bonds, certificates, and other papers and instruments in writing which have been authorized by the board of directors.

Section 5.2

Chairman Pro Tempore. If neither the chairman of the board nor the vice chairman of the board is present at any meeting of the board of directors, a director of the corporation may be chosen by the board of directors to be chairman pro tempore to preside and act at such meeting.

ARTICLE VI: Vice Chairman of the Board of Directors

In case of the absence, disability or death of the chairman of the board of directors and until he or she returns, is no longer disabled or a new chairman of the board is elected by the board of directors, the vice chairman of the board of directors shall exercise all the powers and perform all the duties of, and shall be subject to all the restrictions upon, the chairman of the board of directors. The vice chairman shall have such other powers and shall perform such other duties as may be granted or prescribed by the board of directors or these bylaws.

ARTICLE VII: President

The president shall have the general powers and duties of management usually vested in the chief executive officer of a corporation. He or she shall serve for such time as the board of directors shall determine and shall report to the board of directors. The

President shall have such other powers and duties as may be prescribed by the board of directors, or these bylaws.

ARTICLE VIII: Secretary

The secretary shall keep, or cause to be kept, at the principal office of the corporation, or such other place as the board of directors may direct, a book of minutes of all meetings and actions of the directors and the committees of directors, which shall specify the time and place of holding any such meeting, whether it is regular, special, or adjourned, and, if special, how authorized, the notice thereof given, the names of those present and the proceedings thereof. The secretary shall also place, or cause to be placed in such book of minutes all written actions taken without a meeting by the directors or committees of directors.

The secretary shall give, or cause to be given, notice of all meetings of the board of directors and committees of the board of directors required by law or these bylaws to be given, and shall keep the seal of the corporation in safe custody and affix it to official documents of the corporation when so required, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

ARTICLE IX: Treasurer

The treasurer shall supervise the management of the corporation's investment program and shall provide reports to the Investment Committee of the board of directors. The treasurer shall supervise and control the keeping and maintaining of adequate and correct books and records of the accounts of the corporation's properties and financial transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall at all reasonable times be open to inspection by any director. The treasurer shall also have such other powers and perform all such other duties as may be prescribed by the board of directors or these bylaws.

ARTICLE X: Committees

Section 10.1

The corporation shall have, at a minimum, the following committees: the Audit Committee, the Investment Committee, the Finance and Administration Committee, and the Committee on the Board. Only directors may serve on and chair these committees, but any such committee may have at least one advisor as described below in Section 10.7. All committee members and advisors serve at the pleasure of the board of directors.

Section 10.2

Audit Committee. There shall be an Audit Committee, consisting of two or more directors. The composition of the Audit Committee shall also be subject to the following limitations: (1) members of the Finance and Administration Committee, if any, must constitute less than half of the membership of the Audit Committee; (2) the chair of the Audit Committee may not be a member of the Finance and Administration Committee; (3) the Audit Committee may not include any member of the corporation's staff, including the president, chief executive officer, treasurer, and chief financial officer; and (4) no

person who has a material financial interest in any entity doing business with the corporation may serve on the Audit Committee.

The Audit Committee shall be responsible for the oversight of the quality and integrity of the accounting, auditing, internal control and financial reporting practices of the Foundation. The specific powers and functions of the committee shall be detailed in the committee's charter, which shall be reviewed and approved periodically by the board of directors.

Section 10.3

Investment Committee. There shall be an Investment Committee, consisting of two or more directors.

The Investment Committee shall be responsible for the governance, oversight, strategy of the Foundation's investment program, in accordance with the Investment Policy Statement. The specific powers and functions of the committee shall be detailed in the committee's charter, which shall be reviewed and approved periodically by the board of directors.

Section 10.4

Finance and Administration Committee. There shall be a Finance and Administration Committee consisting of at least two directors. The committee shall be responsible for approving and monitoring operating policies to advance the work and purposes of the Foundation. The specific powers and functions of the committee shall be detailed in the committee's charter, which shall be reviewed and approved periodically by the board of directors.

Section 10.5

Committee on the Board. There shall be a Committee on the Board consisting of at least two directors. The committee shall be responsible for identifying and nominating new directors, and the specific powers and functions of the committee shall be detailed in the committee's charter, which shall be reviewed periodically by the board of directors.

After such investigations and deliberation as it shall deem appropriate and sufficient, the Committee on the Board shall submit to the board of directors its recommendations for a nominee or nominees for election to fill such vacancy or vacancies in the board of directors as may exist, or to replace a director whose term of office is next due to expire.

Section 10.6

Other Committees of Directors. The board of directors may, by resolution adopted by a majority of the number of directors then in office, create, and appoint directors to, one or more other committees, each consisting of at least two directors and only of directors, to serve at the pleasure of the board. The board may likewise appoint one or more directors as alternate members of any committee who may replace any absent member at any meeting of the committee. Any committee, to the extent provided in the resolution of the board, or in these bylaws, shall have all the authority of the board, except with respect to:

- (a) the approval of any action which, under the California Corporations Code also requires the approval of the members of a nonprofit public benefit corporation or the approval of a majority of the members of such a corporation;

- (b) the election of any director to the board of directors including filling of vacancies on the board of directors;
- (c) the filling of vacancies on any committee of directors;
- (d) the fixing of compensation of the directors for serving on the board of directors or on any committee and the fixing of compensation of advisors;
- (e) the amendment or repeal of bylaws or the adoption of new bylaws;
- (f) the amendment or repeal of any resolution of the board of directors which by its express terms is not so amendable or repealable;
- (g) the expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) the approval of any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Section 5233 of the California Corporations Code.

Section 10.7

Committee Advisors. Any committee may have a non-director advisor or advisors (“advisor”), who shall be appointed by the board. An advisor must, in the opinion of the board, be an expert or a professional in the committee’s area of responsibility. An advisor is not a member of a committee, his or her presence may not be counted towards a quorum of any committee, and he or she may not vote at committee meetings. An advisor shall participate in meetings and discussions of the committee to which he or she is an advisor by invitation of that committee. An advisor may be compensated at a level that is reasonable and the board may authorize the advance or reimbursement to an advisor of actual reasonable expenses incurred in carrying out his or her duties. An advisor is not, by virtue of being an advisor, precluded from otherwise serving as an officer, agent, or employee of the corporation. An advisor may resign by giving written notice to the chair of the board of directors, the president, the secretary or the board of directors, unless the notice specifies a later time for the resignation to become effective. Advisors to a committee may not equal or outnumber the number of directors comprising such committee.

Section 10.8

Meetings and Action of Committees. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article XI hereof, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that a committee may have any number of regular meetings during each year; the time of regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee; special meetings of committees may also be called by resolution of the board of directors; and notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee.

ARTICLE XI: Meetings of Directors

Section 11.1

Place of Meetings. Meetings (whether quarterly, special or adjourned) of the board of directors of the corporation shall be held at the principal office of the corporation or at such other place which has been designated in the notice of the meeting. Any meeting

(quarterly, special or adjourned) may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all participating directors shall be deemed to be present in person at the meeting.

Section 11.2

Quarterly Meetings. There shall be four quarterly meetings of the board of directors of the corporation each year.

Section 11.3

Special Meetings. Special meetings of the board of directors for any purpose or purposes may be called at any time by the chairman of the board of directors, the vice chairman of the board of directors, the president, or by any two or more of the directors.

Section 11.4

Notice of Meetings. Notice of the time and place of meetings of the board of directors shall be delivered personally, by telephone, facsimile, electronic mail, or first-class mail, charges prepaid, addressed to each director at that director's address as it appears on the records of the corporation. In case the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. In case the notice is delivered personally, by telephone, facsimile, or electronic mail, it shall be delivered at least forty-eight (48) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice need not specify the purpose of the meeting nor, if the meeting is to be held at the principal office of the corporation, the place thereof.

Section 11.5

Adjourned Meetings. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting of the board of directors to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place of holding the adjourned meeting shall be given prior to the time thereof, in the manner specified in Section 11.4, to the directors who were not present at the time of the adjournment.

Section 11.6

Quorum; Voting. The greater of a majority of the number of directors then in office or one-third of the authorized number of directors shall constitute a quorum of the board of directors for the transaction of business, but under no circumstances shall a quorum be less than two. Subject to the provisions of Sections 5212, 5233, 5234, 5235, and 5238(e) of the California Corporations Code, every act or decision done or made by not less than a majority of the directors present at a meeting duly held and at which a quorum is present shall be regarded as an act of the board of directors; provided that nothing herein shall derogate from the power of one or more directors, though less than a quorum, to adjourn a meeting as stated in Section 11.5 hereof or to fill vacancies on the board of directors as provided in Section 3.5 hereof. Directors at a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 11.7

Waiver of Notice and Consent. The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding such meeting, or an approval of the minutes thereof. The written waiver, consent to holding the meeting, or approval of the minutes need not specify the purpose of the meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall be deemed to have been given to any director who attends a meeting without protesting, either before or at its commencement, the lack of notice to such director.

Section 11.8

Action Without a Meeting by Written Consent. Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of such directors at a meeting duly called and noticed. Each such written consent or consents shall be filed with the minutes of the proceedings of the board of directors.

ARTICLE XII: Sundry Provisions

Section 12.1

Instruments in Writing. All checks, drafts, demands for money, and notes of the corporation, and all written contracts of the corporation, shall be signed or endorsed by such officer or officers, agent or agents, as provided in these bylaws or as the board of directors may designate from time to time by resolution. No officer, agent, or employee of the corporation shall have power to bind the corporation by contract or otherwise unless authorized to do so by these bylaws or by the board of directors.

Section 12.2

Fiscal Year. The board of directors may by resolution adopt for the corporation a fiscal year other than the calendar year and may by resolution change the same from time to time, subject to Internal Revenue Service rules and regulations.

Section 12.3

Shares Held by the Corporation. Shares or memberships in other corporations standing in the name of the corporation may be voted or represented and all rights incident thereto may be exercised on behalf of the corporation by any officer or officers of the corporation authorized so to do by resolution of the board of directors, or, in the absence of such a resolution, by the chairman of the board of directors, the vice chairman of the board of directors or the president.

Section 12.4

Annual Reports. The corporation shall cause to be sent to each director of the corporation, within one hundred twenty (120) days after the close of each of the corporation's fiscal years, the annual report required by Section 6321 of the California Corporations Code; provided, however, if the corporation is then required to send a report to the Attorney General of California in compliance with the requirements of the

Uniform Supervision of Trustees for Charitable Purposes Act found in Article 7 (commencing with Section 12580) of Chapter 6 of Part 2 of Division 3 of the California Government Code, and such report includes the information required to be contained in the annual report required by Section 6321 of the California Corporations Code, the corporation may, in lieu of said annual report, furnish its directors with a copy of its report to the Attorney General of California.

Section 12.5

Required Financial Audits. Any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

Section 12.6

Electronic Transmissions. Subject to any guidelines, procedures, or resolutions that the board of directors may adopt from time to time, written communications referenced in these bylaws, including notice of meetings as provided in Section 11.4 and individual director written consents as provided in Section 11.8, may be effected in any form capable of comprehension by ordinary visual means, including electronic communications such as facsimile or email, provided that: (1) for electronic transmissions *from* the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such transmissions; (2) 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 (3) the transmission creates a record that can be retained into legible form.

ARTICLE XIII: Construction of Bylaws with Reference to Provisions of Law

Section 13.1

Bylaw Provisions Additional and Supplemental to Provisions of Law. All restrictions, limitations, requirements and other provisions of these bylaws shall be construed, insofar as possible, as supplemental and additional to all provisions of law applicable to the subject matter thereof and shall be fully complied with in addition to the said provisions of law unless such compliance shall be illegal.

Section 13.2

Bylaw Provisions Contrary to or Inconsistent with Provisions of Law. Any article, section, subsection, subdivision, sentence, clause or phrase of these bylaws which, upon being construed in the manner provided in Section 13.1 hereof, shall be contrary to or inconsistent with any applicable provision of law, shall not apply so long as said provisions of law remain in effect, but such result shall not affect the validity or applicability of any other portions of these bylaws, it being hereby declared that these bylaws would have been adopted and each article, section, subsection, subdivision, sentence, clause or phrase thereof, irrespective of the fact that any one or more articles, sections, subsections, subdivisions, sentences, clauses or phrases is or are illegal.

Section 13.3

Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions in that part of the California Corporations Code relating to nonprofit corporations shall govern the construction of these bylaws.

ARTICLE XIV: Adoption, Amendment or Repeal of Bylaws

New bylaws may be adopted, and these bylaws may be amended or repealed by the vote of a majority of the directors present and voting at a meeting at which a quorum is present (which affirmative votes also constitute at least a majority of the required quorum).