

**SIXTH AMENDED AND RESTATED BYLAWS
OF
VITAL LINK EDUCATION-BUSINESS CONSORTIUM**

A California Nonprofit Public Benefit Corporation

**ARTICLE I
OFFICES OF THE CORPORATION**

Section A. Principal Office

The principal office for the transaction of the activities and affairs of the corporation (“principal office”) is located at 15401 Redhill Suite F, Tustin, California, in Orange County, California. The Board of Directors (“Board”) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

Section B. Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

**ARTICLE II
PURPOSES AND LIMITATIONS**

Section A. General Purposes

The charitable purposes of this corporation are to (a) create a vital link between business and education to prepare students for the transition to meaningful employment, (b) provide and assist in the implementation of a system to bridge students and schools with skills and success, (c) provide students with standards and expectations of business, (d) create regular opportunities for business-education interaction, (e) create opportunities for student access to business, (f) accurately assess and document students’ skills, interests and aptitudes (g) serve the common interests of business and education in California.

Section B. Limitations

This corporation shall not engage in any activity prohibited by the Articles of Incorporation or these Bylaws. This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above or in the Articles of Incorporation. 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 or officer thereof or to the benefit of any private person. Upon dissolution or winding up of this corporation, its assets remaining after the payment of or provision of the payment of all debts and liabilities shall be distributed to one or more organizations (a) which are exempt from tax as organizations described under Section 501 (c) 3 of the Internal Revenue Code, as amended, or the corresponding provision of any subsequent United States Internal Revenue laws; and (b) contributions of which are deductible

under the provisions of Section 170, 2055 and 2522 of the Internal Revenue Code, as amended, or the corresponding provisions of any subsequent United States Internal Revenue laws.

ARTICLE III OFFICERS OF THE CORPORATION

Section A. Officers of the Corporation

The officers of the corporation shall consist of a Chairman of the Board, Vice Chairman, Treasurer, and Secretary. The corporation may also have at the Board's discretion, one or more vice presidents and such other officers as may be appointed in accordance with these Bylaws.

Section B. Duties of Officers

The role of the officers is to bind the corporation in contractual agreements as authorized by the board.

Section C. Other Officers

The Board may appoint and may authorize the Chairman of the Board or other officer, to appoint any other officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board.

ARTICLE IV EXECUTIVE COMMITTEE

Section A. Executive Committee

The Executive Committee will consist of the Chairman of the Board, Vice Chairman, Treasurer, Secretary, Immediate Past Chairman and the President.

Section B. Election of Executive Committee

Nominating Committee

The current Chairman of the Board shall establish a Nominating Committee to present a slate of candidates to the full Board. The nominating committee shall be comprised of four (4) Directors plus the President of the organization. The proposed slate of candidates shall be presented to the full Board of Directors at least fourteen (14) days prior to the annual meeting. In order to be nominated for the Chairman position, the nominee must have served on the Executive Committee for at least one (1) year.

Section C. Term of Office for Executive Committee Officers

Officers of the corporation shall be elected for a term of one (1) year and can serve a maximum of three (3) consecutive terms. After three (3) consecutive terms, the officer must step down for one (1) year

Section D. Removal of Executive Committee Member

Without prejudice to any rights of any Executive Committee member under any contract of employment, any Executive Committee member may be removed with or without cause by majority vote of the Board and also, if the Executive Committee member was not chosen by the Board, by any officer on whom the Board may confer that power of removal.

Section E. Resignation of Executive Committee Member

Any Executive Committee member may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the Executive Committee member is a party.

Section F. Vacancies in Executive Committee

A vacancy in any Executive Committee position because of death, resignation, removal, disqualification, or any other cause shall be appointed to that office, provided, however, that vacancies need not be filled on an annual basis. The appointment shall be for the remaining term of the previous Executive Committee member.

Section G. Responsibilities of Executive Committee

The Executive Committee of the corporation shall be responsible for the hiring and oversight of the President subject to the terms of employment or contract.

1. Chairman of the Board

Chairman of the Board shall preside at meetings of the Board of Directors and Executive Committee, and shall exercise and perform such other powers and duties as the Board may assign from time to time. The Chairman of the Board is responsible for the strategic direction of the corporation.

2. Vice Chairman

If the Chairman of the Board is absent or disabled, the Vice Chairman shall perform all duties of such Chairman until the Chairman of the Board returns or the Board of Directors elects a new Chairman of the Board. The Vice Chairman shall be the chair of the Nominating Committee and the By-Laws Committee.

3. Treasurer

The Treasurer reports to the Executive Committee on all financial matters of the corporation. The Treasurer of the corporation shall have experience in fiduciary matters.

a) Books of Account

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or arrange to send to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

b) Deposit and Disbursement of Money and Valuables

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the Chairman of the Board and the Board when requested an account of all transaction as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

c) Bond

If required by the Board, the Treasurer shall give the corporation a Fidelity Bond in the amount specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement or removal from office.

4. Secretary

a) Book of Minutes

The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of Directors' meetings. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the number of members present or represented at Directors' meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

b) Notice, Seal and Other Duties

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

6. President

a) Role of the President

The President reports directly to the Chairman of the Board. The President is charged with realizing the organization's vision and achieving its goals for continued financial stability and community engagement. The President is the chief spokesperson representing the organization to constituencies, both internal and external. In addition to the operational / financial / administrative duties, the scope of responsibility includes oversight of program management, fund development, marketing, community relations and long-range planning. The President will maintain a balanced culture which combines the richness and relevance of programs with the efficacy of best business practices, fiscal accountability and institutional impact.

b) Compensation of the President

At the direction of the Board, the Executive Committee shall hire and fix the compensation of the President and/or Executive Director, which they in their discretion may determine to be necessary to conduct the business of the organization.

c) Annual Performance Review of the President

The Executive Committee shall conduct an annual performance review of the President. Additionally, at the time of the performance review, goals and objectives for the coming year will be identified and agreed upon. The Executive Committee will provide a summary report to the Board.

ARTICLE V DIRECTORS

Section A. Powers

1. General Corporate Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

2. Specific Powers

Without prejudice to the general powers set forth in this Article V, Section A of these Bylaws, but subject to the same limitations, the Directors shall have the power to:

a) Appointment and Removal

Appoint and remove, at the pleasure of the Board, any of the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

b) Change of Principal Office

Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of the Board.

c) Corporate Seal

Adopt and use a corporate seal and alter the forms of the seal.

d) Borrow Money and Incur Indebtedness

Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

Section B. Number and Qualification of Directors

1. Authorized Number of Directors and Composition

a) Number of Directors

The Board shall consist of at least fifteen (15) but not more than thirty (30) Directors until changed by amendment to these Bylaws.

b) Composition of Board

The Board shall be comprised of representation from Education, Business, Non-profit and Community. No one representative group shall have greater than 50% representation. In the event the composition of the board does not meet the criteria due to resignation(s), the board will have six (6) months to bring the composition into compliance.

2. Qualifications for Directors

The qualifications for Directors are dedication and support of the purposes of this corporation. As deemed necessary by the Executive Committee, individuals with specific skills and experience may be recruited as Directors.

Section C. Term

The Directors to be nominated for the ensuing two year term based on the fiscal year calendar shall be elected at the annual meeting of this organization in the same manner and style as the officers of the organization and they shall serve for a term of two (2) years and are eligible for re-election.

Board position term expirations shall be evenly divided by alternating years and within each representative group and best efforts will be made to maintain desired board representation composition.

Section D. Restriction in Interested Persons as Directors

No more than one percent (1%) of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section E. Director Nominations

1. Nominations by Committee

The Chairman of the Board, or the Vice Chairman if there is no Chairman, shall appoint a committee of at least three (3) current Directors to select qualified candidates for election to the Board at least ninety (90) days before the date of any election of Directors. This nominating committee shall make its report to the Executive Committee at least thirty (30) days before the date of the election, or at such other time as the Board may set, and the Secretary shall forward to each Director with the notice of meeting required by these Bylaws, a list of all candidates nominated by committee under this section.

2. Nominations from the Floor

(a) If there is a meeting of Directors to elect Directors, any Director present at the meeting in person or by proxy may place names in nomination.

(b) Individuals to be considered as a Director shall fulfill the following requirements prior to having their name put in for nomination:

- Meet with President
- Attend at least one (1) committee meeting

- Attend at least one (1) Vital Link event
- Meet with an additional Director of the Board

3. Solicitation of Votes

The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to the Board the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable procedure for all Board Directors to choose among the nominees.

Section F. Vacancies on Board

1. Events Causing Vacancy

A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation law; (c) the vote of a majority of all Directors, to remove any Director(s); or (d) the failure of the Board, at any meeting of the Board at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting.

2. Resignations

Except as provided below, any Director may resign by giving written notice to the Chairman or any member of the Executive Committee. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if the corporation would be left without a duly elected Director or Directors.

3. Filling Vacancies

Vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

4. No Vacancy on Reduction of Number of Directors

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 G. Removal of Directors

A Director may be removed when sufficient cause exists for such. Without prejudice to any rights of any Director under any contract of employment, any Director may be removed with or without cause by majority vote of the Board.

ARTICLE VI FINANCIAL

Section A. Disbursements

1. Disbursement of Budgeted Funds

Disbursement of budgeted funds less than \$5,000.00 shall only require the signature of the President. Disbursements over \$5,000.00 shall require the signature of the President and any authorized officer.

2. Disbursements of Non-Budgeted Funds

Disbursements of non-budgeted funds over \$500.00 for new programs will require approval from the Executive Committee. Signature requirements for budgeted fund disbursements will apply to approved, non-budgeted disbursements.

Section B. Compensation and Reimbursement

Reimbursement of Expenses

Directors and officers may receive reimbursement of expenses incurred in their capacity as a Board Director with prior approval of the Executive Committee or the Board.

ARTICLE VII RECORDS & REPORTS

Section A. Maintenance of Corporate Records

The corporation shall keep:

1. Adequate and correct books and records of account;
2. Written minutes of the proceedings of Executive Director's Meetings, Board of Director's Meetings, and committees of the Board; and
3. A record of each Director's name, address, and date on which the member was elected to the Board.
4. Employee records (which are securely maintained by the President).

5. Employee related files associated with any HR related issues. These files shall be maintained at the corporate office.

Section B. Inspection by Directors

Every Director shall have the right at any reasonable time to inspect the corporation's books, records, and documents of every kind, physical properties, and the records of any of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section C. Financial Reports

The Board shall cause a financial report to be sent to the Directors within ninety (90) days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year.

1. The assets and liabilities, including the trust funds, of the corporation at the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds.
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
4. The expenses or disbursements of the corporation for both general and restricted purposes.
5. Any information required by these Bylaws.

The financial report shall be accompanied by any report on it of independent accountants, or if there is not such report, by the certificate of an authorized officer of the corporation that such statement was prepared without audit from the corporation's books and records.

Section D. Annual Statement of Certain Transactions and Indemnification

As part of the annual report to all Directors, the corporation shall annually prepare the mail or deliver to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the corporation's fiscal year;

1. Any transaction (i) in which the corporation, its parent or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than Ten Thousand Dollars (\$10,000.00) or was one of a number of transactions with the same interested person involving, in the aggregate, more than Ten Thousand Dollars (\$10,000.00). For this purpose, "interested person" is any Director or officer of the corporation, or any subsidiary. The statement shall include a brief description of the transaction, the names of the interested person involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the

transaction was with a partnership in which the interested person is a partner, only the interest of the partnership needs to be stated.

2. Any indemnification or advance aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the fiscal year to any officer or Director of the corporation under Article V of these Bylaws, unless the indemnification has already been approved by the members under Section 5238 (e) (2) of the California Corporation Code.

ARTICLE VIII MEETINGS

Section A. Meeting Schedule

1. The Executive Committee

The Executive Committee will meet on a monthly basis at a time set by the Chairman.

2. The Directors

The Directors will meet no less than bi-monthly.

3. Committees and Task Forces

Committees and Task Forces of the board will meet on an 'as needed' basis.

4. Annual Meeting

The Board of Directors shall hold an annual meeting for the purpose of election of officers and Directors, budget approval, business plan for the coming year and transaction of other organizational business. The annual meeting of this organization shall be held in the last month of the fiscal year. The date will be set by the Executive Committee and communicated to the full Board no less than thirty (30) days prior.

5. Special / Other Meetings

Authority to Call

Special meetings of this organization may be called by the Chairman when he/she deems it in the best interest of the organization. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

At the request of thirty percent (30%) of the members of the Board of Directors, the President shall cause a special meeting to be called; such request for the special meeting must be made in writing at least fourteen (14) days before the requested schedule date. The President shall notify the full Board of Directors of the special meeting in writing no less than ten (10) days prior to the meeting date.

Section B. Director's Meetings

1. Place of Meetings

Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

2. Meetings by Telephone

Any meeting may be held by conference call or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

3. Notice

a) Manner of Giving Notice of Annual, Regular or Special Meetings

The President shall cause meeting notice to be delivered to every Director. The notice will include the time and place of such annual or regular meeting. Notice shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage prepaid; (c) by telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director, (d) by facsimile transmission, (e) by telephone, or (f) electronically.

All such notices shall be given or sent to the Director's physical address, e-mail address or telephone number as shown on the records of the corporation.

b) Time Requirements

Notices for Annual, Regular and Special meetings shall be sent to all Directors at least ten (10) days before the time set for the meeting.

c) Notice Contents

The notice shall state the date, time, and the place of the meeting. Notice of a Special meeting shall state the reasons such meeting has been called, the business to be transacted at such meeting and by whom it was called.

d) Waiver of Notice

Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All

such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

4. Quorum and Proxy Vote

a) Quorum

A fifty one percent (51%) majority of the authorized number of the voting Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the voting Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common Directorships, (c) creations of committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

b) Proxy Vote

In order to cast a vote by proxy at a board meeting, the Director must attend the Executive Committee meeting prior to the Board meeting where the agenda item was discussed.

c) Proxy Vote and Quorum

Proxy votes will not count towards quorum requirements.

5. Adjournment

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

6. Notice of Adjourned Meeting

Notice shall be given as defined in Section B. Directors Meetings 3. Notices a-d.

Section C. Action without a Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if a majority of the voting Directors of the Board consent in writing to the action; provided, however, that the consent of any Director who has material financial interest in

a transaction to which the corporation is a party and who is an “interested Director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section D. Committees

1. Committees of the Organization

The Board, by resolution adopted by a majority of the voting Directors then in office, provided a quorum is present, may create one or more committees. The Board may adopt rules for the governance of any committee, provided they are consistent with these Bylaws.

2. Committee Chair

The Chair of the committees will be a Director appointed by the Chairman at the annual meeting for a one (1) year term consistent with the organization’s fiscal year. Committee members can consist of both Directors and other interested parties that bring a specific skill required for the committee. A Committee Chair can serve multiple terms.

3. Committee Business Plan

The Committee Chair will be required to develop and submit to the Board at or prior to the annual meeting, a business plan, budget and staff resources required to accomplish their objectives. Upon request of the Chairman of the Board, the Committee Chair will provide updates and status reports.

4. Committee Meeting Minutes

The Committee Chair shall submit minutes of committee meetings and activities to the Secretary for inclusion in the records of the corporation.

ARTICLE IX OFFICIAL STATEMENTS, NEWS PUBLICITY

Section A.

Unless otherwise authorized by the Board of Directors, all releases of news and publicity and all statements regarding the position of the corporation, its activities and the activities of any corporate committee shall be under the immediate control and supervision of the President or Chairman.

Section B.

No action by any Director, committee member or corporate employee shall constitute an expression of the policy of Vital Link Education-Business Consortium until it shall have been approved or ratified by the Board of Directors.

ARTICLE X INDEMNIFICATION AND INSURANCE

Section A. Indemnification

1. Right of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in this Bylaw, shall have the same meaning as in Section 5238 (a) of the California Corporations Code.

2. Approval of Indemnity

On written request to the Board by any person seeking indemnification under Section 5238 (b) of the California Corporations Code, the Board shall promptly determine under Section 5238 (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of the Directors. At the meeting, the Directors shall determine under Section 5238 (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238 (b) or Section 5238 (c) has been met and, if so, the Directors present at the meeting in person or by proxy shall authorize indemnification.

3. Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under the provisions of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding. On receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section B. INSURANCE

1. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity, or arising out of the officer's, Director's, employee's or agent's status as such.

ARTICLE XI 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 natural person.

ARTICLE XII AMENDMENTS

Section A. Amendment

The Bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than fifty-one (51%) percent of the Board of Directors.

1. Majority Vote

The Board may, by majority vote, adopt, amend or repeal Bylaws and may specify or change any Bylaw provision that would:

- (a) Fix or change the authorized number of Directors;
- (b) Fix or change the minimum or maximum number of Directors, or
- (c) Change from a fixed number of Directors to a variable number of Directors or vice versa.

2. High Vote Requirement

If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

CERTIFICATE OF SECRETARY

We certify that we are the fully elected and acting Secretary of VITAL LINK EDUCATION-BUSINESS CONSORTIUM, a California nonprofit public benefit corporation, that the above Amended and Restated Bylaws, consisting of sixteen (16) pages, are the Amended and Restated Bylaws of this corporation as adopted by the Board of Directors on September 29, 2017, and that they have not been amended or modified since that date.

Executed on September 29, 2017 at Tustin, CA



Kathy Johnson
Vital Link President

