

history / san José

BYLAWS
OF
HISTORY SAN JOSE

A California Nonprofit Public Benefit Corporation
Revised and Restated by Act of the Board, October 23, 1996
Revised and Restated by Act of the Board, April 30, 1998
Revised and Restated by Act of the Board, December 5, 2001
Revised and Restated by Act of the Board, March 2, 2005
Revised and Restated by Act of the Board, June 23, 2011
Revised and Restated by Act of the Board, January 23, 2014

TABLE OF CONTENTS

<u>Section</u>	<u>Page No.</u>
ARTICLE 1. <u>Offices</u>	1
1.1 <u>Principal Office</u>	1
ARTICLE 2. <u>Objectives and Purposes</u>	1
2.1 <u>General Purposes</u>	1
2.2 <u>Specific Purposes</u>	1
2.3 <u>Limitations</u>	1
ARTICLE 3. <u>Membership</u>	2
3.1 <u>No Members</u>	2
3.2 <u>Associates</u>	2
ARTICLE 4. <u>Directors</u>	2
4.1 <u>Powers</u>	2
4.2 <u>Specific Powers</u>	2
4.3 <u>Number and Qualification of Directors</u>	3
4.4 <u>Restriction on Interested Persons as Directors</u>	3
4.5 <u>Designation and Term of Office of Directors</u>	3
4.6 <u>Vacancies</u>	3
4.7 <u>Resignations</u>	4
4.8 <u>Vacancies Filled</u>	4
4.9 <u>No Removal on Reduction in Number of Directors</u>	5
4.10 <u>Place of Meeting</u>	5
4.11 <u>Annual Meetings</u>	5
4.12 <u>Other Regular Meetings</u>	5
4.13 <u>Special Meetings</u>	5
4.14 <u>Notice of Special Meetings</u>	5
4.15 <u>Telephonic Meetings</u>	6
4.16 <u>Quorum</u>	6
4.17 <u>Waiver of Notice</u>	6
4.18 <u>Adjourned Meeting</u>	6
4.19 <u>Action Without Meeting</u>	6
4.20 <u>Compensation</u>	7
ARTICLE 5. <u>Committees</u>	7
5.1 <u>Formation of Committees</u>	7
5.2 <u>Meetings and Action of Committees</u>	8
ARTICLE 6. <u>Officers</u>	8
6.1 <u>Officers</u>	8
6.2 <u>Election of Officers</u>	8

6.3 <u>Other Officers</u>	8
6.4 <u>Removal of Officers</u>	8
6.5 <u>Resignation of Officers</u>	8
6.6 <u>Vacancies</u>	9
6.7 <u>Responsibilities of Officers</u>	9
ARTICLE 7. <u>Indemnification</u>	10
7.1 <u>Right to Indemnity</u>	10
7.2 <u>Approval of Indemnity</u>	10
7.3 <u>Advance of Expenses</u>	11
7.4 <u>Insurance</u>	11
ARTICLE 8. <u>Records and Reports</u>	11
8.1 <u>Maintenance of Corporate Records</u>	11
8.2 <u>Maintenance of Articles of Incorporation and Bylaws</u>	11
8.3 <u>Inspection by Directors</u>	11
8.4 <u>Annual Financial Report</u>	12
8.5 <u>Annual Statement of Certain Transactions and Indemnifications</u>	12
ARTICLE 9. <u>Non-Discrimination</u>	13
ARTICLE 10. <u>Political Participation</u>	14
ARTICLE 11. <u>Construction and Definitions</u>	14
ARTICLE 12. <u>Amendments</u>	14
12.1 <u>Power to Amend</u>	14
12.2 <u>High Vote Requirement</u>	14
12.3 <u>Designated Directors</u>	14

BYLAWS
OF
HISTORY SAN JOSÉ

A California Nonprofit Public Benefit Corporation

ARTICLE Offices

Principal Office. The principal executive office for the transaction of the activities of the corporation ("principal executive office") is located at 1650 Senter Road, San Jose, California 95112-2599 in the County of Santa Clara, State of California. The directors may change the principal executive office from one location to another. Any change of location shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

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

ARTICLE Objectives and Purposes

The purpose for which this corporation is formed is:

General Purposes. History San Jose collects, preserves and celebrates the stories of diversity and innovation in San Jose and the Santa Clara Valley

Specific Purposes. Within the context of the general purposes stated above, the corporation shall take actions consistent with the preservation and reflection of the rich historical legacy of San Jose and the Santa Clara Valley for the education and enjoyment of its residents and visitors.

2..3 Limitations.

Nonpartisan Activities. This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the charitable/educational purposes described above, pursuant to Section 501 (c)(3) of the Internal Revenue Code and it shall be nonprofit and nonpartisan. No substantial part of the activities of this corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. This corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

Dedication of Assets. The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable/educational purposes. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets shall be distributed and paid over to an organization dedicated to charitable/educational purposes, provided that the organization has established and maintained its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE Membership

No Members. This corporation shall have no members. Any action for which there is no specific provision in the California Nonprofit Law applicable to a corporation which has no members and which otherwise require approval by a majority of all members or approval by members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the directors.

Associates. Nothing in this Article 3 shall be construed as limiting the right of corporation to refer to persons associated with it as "members" even though those persons or entities are not members, and no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law. By amendment of its Articles or Incorporation or these Bylaws, the corporation may grant some or all the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person who does not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles of Incorporation or Bylaws or for the selection of delegates who possess any of the preceding voting rights, but no such person or entity shall be a member within the meaning of Section 5056.

ARTICLE Directors

Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the corporation's

Articles of Incorporation and these Bylaws relating to actions that require approval, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Specific Powers. Without prejudice to the general powers set forth in Section 4.1 of these Bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

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

Change the corporation's principal executive office in the State of California from one location to another; cause the corporation to be qualified to conduct its activities in another state, territory, dependency or country; and conduct its activities within or outside the State of California.

Adopt and use a corporate seal; and alter the form of the seal.

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.

e. To establish a membership program, including but not limited to, the terms of eligibility, classifications and categories of membership, dues and fees, benefits and obligations, as well as any rights and privileges and responsibilities thereto.

Number and Qualification of Directors. The authorized number of directors shall be not less than ten (10) or more than thirty (30). The qualifications for directors are affiliation with the organization in good standing and the expectation that each such director will financially support the organization on an annual basis, encourage others to donate to the organization and serve on one or more Board subcommittees.

Restriction on Interested Persons as Directors. No director may be an interested person at any time during their tenure. An interested person is: (a) any person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person. Any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction into which the corporation has entered.

Designation and Term of Office of Directors. All directors shall be designated by the existing Board of Directors with the exception of one director who shall be qualified pursuant to Section 4.3 above and shall be designated in accordance with the bylaws or other procedures of the Volunteer

Core. Each such director shall hold office for a one year term, followed by a three (3) year term, followed by a two (2) year term. The qualified Volunteer director shall serve one three (3) year term. No director shall be permitted to serve more than six years as noted by the 1 – 3 – 2 year terms. A director’s term shall commence upon election at the annual meeting of the Board of Directors.

Vacancies. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of one of the following:

The death or resignation of any director.

The declaration by resolution of the Board of Directors 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 has been found by final order or judgment of any court to have breached a duty under Article 3 (commencing with Section 5230) of the California Nonprofit Public Benefit Corporation Law.

The declaration by resolution of the Board of Directors of a vacancy in the office of a director who fails to attend the specified number of meetings if, at the time the director was elected or from time to time thereafter, these Bylaws provided that a director may be removed for missing a specified number of meetings of the Board of Directors.

The declaration by resolution of the Board of Directors of a vacancy in the office of a director who fails or ceases to meet any required qualification that was in effect at the beginning of that director’s current term of office, provided however, that such resolution must be by a majority vote of the directors who meet all of the required qualifications to be a director.

The removal of a director, with or without cause, by a majority of the directors then in office, provided that a director who has been designated pursuant to Section 4.5 of these Bylaws may be so removed only with the consent of the person or entity who designated the director.

The removal of a director, with or without cause, by the person or entity who designated the director pursuant to Section 4.5 of these Bylaws.

The increase of the authorized number of directors.

Resignations. Except as provided in this Section, any director may resign by giving written notice to the Chairperson of the Board, if any, the President, the Secretary or the Board of Directors of the corporation. The resignation shall be effective when given unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. Except upon notice to the Attorney General of the State of California, no director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs.

Vacancies Filled. Except for a vacancy created by the removal of a director by the person or entity who designated the director, vacancies on the Board of Directors 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. A director elected to fill a vacancy shall hold office only until the expiration of the term of the director who whose vacancy was filled. A vacancy created by the vacation or removal of a director by the Volunteer Core who designated the director pursuant to Section 4.5 of these Bylaws may be filled only by the Volunteer Core in accordance with Section 4.5 above and its bylaws or other procedures duly adopted by that organization.

No Removal on Reduction in Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

Place of Meeting. Meetings of the Board of Directors may be held at any place within or outside the State of California which has been designated from time to time by resolution of the Board or in the notice of the meeting, or, if not so designated, at the corporation's principal executive office.

Annual Meetings. An annual meeting of the Board of Directors shall be held within the sixth calendar month of each calendar year of the corporation for the purpose of organization, selection of officers and directors, and the transaction of other proper business. Notice of this meeting shall not be required.

Other Regular Meetings. Other regular meetings of the Board of Directors may be held without notice at such time and place as the Board may fix from time to time.

Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairperson or Vice Chairperson of the Board, if any, the President/CEO, any VicePresident, the Secretary or any two directors.

Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by written notice by firstclass mail, postage prepaid; (b) notice delivered personally; (c) by notice delivered by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph (charges prepaid), facsimile, electronic mail, or other electronic means. All such notices shall be given or sent to the director's address, telephone number, facsimile number, electronic mail address or other comparable address or number as shown on the records of the corporation.

Notices sent by firstclass mail shall be deposited into a United States mail box at least seven (7) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph , facsimile, electronic mail, or other electronic means shall be delivered, telephoned, given to the telegraph company, or transmitted at least fortyeight (48) hours before the time set for the meeting.

The notice shall state the time of the meeting and the place of the meeting if the place of the meeting is other than the principal executive office of the corporation. The notice need not specify the purpose of the meeting.

Telephonic Meetings. Any meeting may be held by conference telephone or similar communications equipment, as long as all directors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business. A quorum shall not be less than one-half (2) the number of directors authorized in these Bylaws, or less than two (2), whichever is larger, unless the number of directors is one (1), in which case, one (1) director constitutes a quorum. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors. 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, or such number as is required by the California Nonprofit Public Benefit Corporation Law, or these Bylaws.

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 holding the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose 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 meeting. Notice of a meeting need not be given to any director who attends the meeting without protesting before or at its commencement about the lack of notice.

Adjourned Meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the original meeting is adjourned for more than twentyfour (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Action Without Meeting. 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 consent in writing to such action. The consent of any director who has a 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 Nonprofit Public Benefit Corporation Law 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. Written consents shall be filed with the minutes of the proceedings of the Board.

Compensation. Directors and members of committees shall not be entitled to any compensation for their services as directors or officers, unless the attendance at Director=s or Committee meetings is a material component of their position. Directors and Committee members may be entitled to reimbursement of expenses, as the Board of Directors may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

ARTICLE Committees

Formation of Committees. The Board of Directors, by resolution adopted by the directors, provided a quorum is present, may create one or more committees, each consisting of two or more directors to serve at the pleasure of the Board. Appointments to committees shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any committee, who may replace any absent member at any committee meeting. The Board may appoint one or more community members to serve on a committee. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee may:

Take final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the Board of Directors then serving in office.

Fill vacancies on the Board or in any committee that has the authority of the Board.

Fix compensation of the directors for serving on the Board or on any committee.

Amend or repeal the Bylaws or adopt new Bylaws.

Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable.

Create any other committees of the Board or appoint the members of committees of the Board.

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

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

Meetings and Action of Committees. Meetings and action of committees of the Board of Directors shall be governed by and held and taken in accordance with the provisions of these Bylaws concerning meetings of directors, with such changes in the context of these Bylaws 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 such committees and the calling of special meetings of such committees may be determined either by resolution of the Board or, if there is no Board resolution on the matter, by resolution of the committee. Minutes shall be kept of each meeting of any committee of the Board and shall be filed with the corporate records. The Board may adopt rules for the government of any committee which are not inconsistent with the provisions of these Bylaws, or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE Officers

Officers. The officers of the corporation shall be a Chairperson of the Board of Directors, a President/CEO, a Secretary and a Treasurer/Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, a Vice-Chairperson of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of this Article 6. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer/Chief Financial Officer may serve concurrently as the President/CEO or the Chairperson of the Board.

Election of Officers. The officers of the corporation, except those appointed in accordance with the provisions of Section 6.3 of this Article 6, shall be chosen annually by the Board of Directors and shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. The officers may be appointed by the Executive Committee with approval of the Board of Directors.

Other Officers. The Board of Directors may appoint and may authorize the Chairperson of the Board or the President/CEO or another 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 from time to time by the Board.

Removal of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board.

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

Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

6..7 Responsibilities of Officers.

Chairperson of the Board. The Chairperson of the Board shall preside at meetings of the Board and shall exercise and perform such other power and duties as may be from time to time assigned to the Chairperson by the Board of Directors or prescribed by these Bylaws. If there is no President/CEO, the Chairperson of the Board shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties of the President/CEO of the corporation prescribed in these Bylaws, unless the Board of Directors appoints an interim or acting President/CEO in lieu of the Chairperson serving in such capacity.

President/CEO. Subject to such supervisory powers as may be given by the Board of Directors to the Chairperson of the Board, if any, the President/CEO shall, subject to the control of the Board of Directors, be the general manager of the corporation and shall supervise, direct and control the corporation's activities and affairs and the officers of the corporation. The President/CEO shall preside, in the absence of the Chairperson and Vice-Chairperson of the Board, or if there be none, at all meetings of the Board. The President/CEO shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Vice Presidents. In the absence or disability of the President/CEO, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors, or, if not ranked, a Vice President designated by the Board, shall perform all the duties of the President. When so acting, a Vice President shall have all the powers of, and be subject to all the restrictions on, the President. The Vice Presidents shall have such other powers and perform such other duties as may be prescribed for them by the Board or these Bylaws.

Secretary.

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

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

Secretary shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

e. Treasurer/Chief Financial Officer.

Books of Account. The Treasurer/Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the corporation. The Treasurer/Chief Financial Officer shall send or cause to be given to directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board of Directors. The books of account shall be open to inspection by any director at all reasonable times.

Deposit and Disbursement of Money and Valuables. The Treasurer/Chief Financial Officer 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 may be designated by the Board of Directors; shall disburse the funds of the corporation as ordered by the Board; shall render to the President, Chairperson of the Board, and the Board, whenever requested, an account of all of transactions as Treasurer/Chief Financial Officer and of the financial condition of the corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

ARTICLE Indemnification

Right to 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 Nonprofit Public Benefit Corporation Law, including persons formerly occupying any such positions, 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 Section 5238(a), 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 Article 7, shall have the same meaning as in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law.

Approval of Indemnity. On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Public Benefit Corporation Law, the Board shall promptly determine under Section 5238(e) of the California Nonprofit Public Benefit Corporation Law 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 court in which such proceeding is or was pending, shall, upon application of the corporation or the person seeking indemnification, or the attorney or other person rendering services in connection with the defense, whether or not such application by the person

seeking indemnification, attorney or other person is opposed by the corporation, determine whether the applicable standard of conduct has been met and whether indemnification is authorized.

Advance of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under this Article 7 in defending any proceeding covered by this Article 7 shall be advanced by the corporation before the final disposition of the proceeding, upon receipt by the corporation of an undertaking by or on behalf of that person to repay the amount of the advance unless it is determined ultimately that the person is entitled to be indemnified by the corporation for those expenses.

Insurance. The corporation shall have the right to purchase and maintain insurance on behalf of the officers, directors, employees and other agents of the corporation, 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. The corporation shall have no power to purchase and maintain insurance to indemnify any of its officers, directors, employees and other agents for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE Records and Reports

Maintenance of Corporate Records. The corporation shall keep adequate and correct books and records of account and written minutes of the proceedings of the Board of Directors and committees.

Maintenance of Articles of Incorporation and Bylaws. The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal office in California, the original or a copy of its Articles of Incorporation and Bylaws, as amended to date.

Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect and copy all the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. Such inspection of documents of a confidential nature may be required to be performed under reasonable restrictions directed by the Chairperson of the Board of Directors, or the Board of Directors. 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, unless such documents are deemed confidential.

Annual Financial Report. The Board of Directors shall cause an annual financial report to be furnished to directors within 120 days after the end of the corporation's fiscal year. That report shall 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.

The annual financial report shall be accompanied by a report on it of independent accountants or, if there is no such report, by the certificate of the Treasurer/Chief Financial Officer or other authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Annual Statement of Certain Transactions and Indemnifications. As part of the annual report, the corporation shall furnish to each director a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year:

Any transaction (i) in which the corporation, its parent or its subsidiary was a party, (ii) and in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either of the following:

Any director or officer of the corporation, its parent or subsidiary (but mere common directorship shall not be considered a material financial interest); or

Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons 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 need be stated.

Any indemnifications or advances, including a brief description of the amount and circumstances of each, aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Article 7 (indemnification and insurance) of these Bylaws.

ARTICLE 9. Non-Discrimination (Approved by the Board of Directors, March 2, 2005.)

History San José does not discriminate on the basis of sex (which includes gender, pregnancy, childbirth, or related medical conditions), race, color, age, sexual orientation, physical or mental disability, medical condition, marital status, national origin, ancestry, or

religion, nor will History San José tolerate such discrimination by any of its employees or any of its professional or contractual relationships.

ARTICLE 10. Political Participation (Approved by Board of Directors January 23, 2014)

History San Jose takes seriously its responsibility under Internal Revenue Code Section 501(c)(3) which sets forth strict guidelines for nonprofit organizations with regard to political activity.

No trustee, staff member, or volunteer may participate in any political campaign on behalf of HSJ or engage in any other activity that would lead the public to believe that HSJ is supporting or opposing a candidate for public office. Trustees, staff members, or volunteers who participate in political campaigns in their individual capacities must do so on their own time and without any use of HSJ resources, such as phone, email, fax, copier, or office space.

ARTICLE 11. Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the California Nonprofit Corporation Law (commencing with Section 5002) shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE 12. Amendments

12.1 Power to Amend. Subject to the limitations set forth in this Article 10 or elsewhere in these Bylaws, the Board of Directors may adopt, amend or repeal any provision of these Bylaws. The Board may not extend the term of a director beyond that for which the director was elected.

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

12.3 Designated Directors. Any provision of these Bylaws providing for the designation or selection, rather than the election, of any director or directors may be adopted, amended or repealed only with the consent of the person or persons entitled to designate or select any such directors.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of History San Jose, a California nonprofit public benefit corporation, that the above Bylaws, consisting of fifteen (15) pages, are the Bylaws of this corporation as adopted by the Board of Directors, and have been amended or modified on December 5, 2013 at San Jose, CA.

Secretary