

BYLAWS

OF

SAN DIEGO CHRISTIAN LEGAL AID

a California Nonprofit Corporation

ARTICLE I

OFFICES

Section 1. Principal Office

The principal office for the transaction of the business of the corporation ("principal executive office") is located at 1101 Miramonte Glen, Escondido, CA 92026. The Directors may change the principal office from one location to another.

Section 2. Other Offices

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE II

OBJECTIVES OF THE CORPORATION

The objectives of the corporation are to to seek to glorify God and advance his Kingdom by ministry worldwide. This will be done primarily by directing the poor and needy in its community to Jesus Christ and by addressing their spiritual and legal needs through practical and legal wisdom, the power of God’s Word and the transforming grace of the Gospel.

ARTICLE III

NONPARTISAN ACTIVITIES

This corporation is a religious corporation and has been formed under the California Nonprofit Religious Corporation Law for religious purposes and it shall be nonprofit and nonpartisan. No substantial part of the activities of the 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. The corporation shall not, except in an insubstantial degree, engage in any activity or exercise any power that is not in furtherance of the purposes described above.

ARTICLE IV  
DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to religious 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 and obligations shall be distributed and paid over to an organization dedicated to religious purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code §501 (c) (3).

ARTICLE V

DIRECTORS

Section 1. Number, Term, and Election of Directors

The Board of Directors shall exercise all power and authority to operate the corporation. The Board of Directors shall consist of between three (3) and nine (9) Directors. The initial Board of Directors shall be as stated in the first minutes. Thereafter the Board of Directors shall be elected every three (3) years by a vote of a majority of the Directors of the corporation. Each Director shall serve for a term of three (3) years or until their successors are elected or appointed and qualify in their place. Directors my succeed themselves by reelection or

re-appointment without limitation as to the number of terms they may serve. As a condition of being appointed or elected to serve as a Director, each Director must subscribe in writing, without mental reservation, to the corporation’s Statement of Faith.

Section 2. Powers

A. General corporate powers. The business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

B. Specific powers. Without prejudice to those general powers, the Directors shall have the power to:

1. Select and remove all officers, agents, and employees of the corporation; prescribe any power and duty for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation;

2. Change the principal executive office or the principal business office in the State of California from one location to another; and cause the corporation to be qualified to do business in any other state, territory, dependency, or country; and conduct business within or without the State of California; the corporation shall continuously maintain a principal executive office within the State of California.

3. Adopt, make, and use a corporate seal and the form of the seal;

4. 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 evidence of debt and securities.

Section 3. Vacancies

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

B. Resignations. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on acceptance by the Board of Directors.

1. Removal. A Director may be removed with or without cause by a majority vote of the Directors. A notice with the names of the Director(s) proposed to be removed, the date, time and place of the meeting called to consider the removal, shall be given in writing to each Director(s) proposed to be removed, at least two (2) days prior to the date of such meeting.
2. Appointment. If the office of any Director or Directors becomes vacant, the remaining Directors, even though less than a quorum, shall be authorized to appoint a successor or successors and the successors shall serve the unexpired terms of the vacant directorship(s).

Section 4. Place of Meetings: Meetings by Telephone

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting, or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 4, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, 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 such Directors shall be deemed to be present in person at such meeting.

Section 5. Regular Meeting

Regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice. One regular meeting each calendar year shall be designated as the annual meeting.

Section 6. Special Meetings

A. Authority to call. Special meetings of the Board of Directors for any purpose may be called at any time by the President or the Secretary.

B. Notice.

1 . Manner of giving. Notice at the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; or (d) by telegram, charge prepaid, email or fax. All such notices shall be given or sent to the Director's address, telephone number, email address or fax as shown on the records of the corporation. The minutes of such a meeting shall state who participated in the meeting and how they participated (the form of their attendance).

2. Time requirements. Notices sent by first ­class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph or email, shall be delivered, telephoned, or emailed or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

3. Notice contents. The notice shall state the, date, time and place for the meeting. However, it need not specify the purpose of meeting, or the place of the meeting, if it is to be held at the principal executive office of the corporation.

Section 7. Quorum

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided herein. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material interest, (b) appointment of committees, and (c) indemnification 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 that meeting.

Section 8. Waiver of Notice

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, or (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 9. Adjournment

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

Section 10. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 11. 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, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 12. Fees and Compensation of Directors

Directors and members of committees shall not receive compensation for their services. But, may, at the discretion of the Board, be reimbursed for expenses incurred in attending such meeting. Directors shall not be barred from serving the corporation in any other capacity and receiving reasonable compensation for such other services as determined by resolution of the Board of Directors.

Section 13. Transactions with Interested Directors

A contract or other transaction between the corporation and one or more of its Directors, or between the corporation and any other entity, in which entity one or more Directors is also an Interested Party or has a material financial interest shall be consistent with the corporation’s Conflict of Interest policy. No loan shall be made by the corporation to any of its Directors or Officers.

ARTICLE VI

COMMITTEES

Section 1. Committees and Directors

The Board of Directors may, be resolution adopted by a majority of Directors then in office, designate one or more committees, each constituting of at least two (2) or more Directors, to serve at the pleasure of the Board. The Board Chair shall have authority to make appointments to each committee, to designate the chair thereof, to fill vacancies in, to change the size or membership of and to discharge any such committee as he deems appropriate. No committee shall operate to remove from the Board of Directors any responsibility imposed by law or power provided by law or these bylaws. No committee shall have the authority of the Board and no committee, regardless of Board resolution, may do the following:

A. Fill vacancies on the Board of Directors or on any committee;

B. Fix compensation of the Directors for serving on the Board or on any committee;

C. Amend the Articles of Incorporation or amend, repeal Bylaws or adopt new Bylaws; approve a merger or transfer of assets of the corporation;

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

E. Appoint any other committee of the Board of Directors or the members of these committees;

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

G. Approve any transaction (1) to which the corporation is a party and one or more Directors have a material financial interest; or (2) between the corporation and one or more of its Directors or between the corporation or any person in which one or more of its Directors have a material financial interest.

Section 2. Meetings and Action of Committees

Rules governing procedures for committees shall be established by the Board of Directors or Board Chair. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws, and the rules governing procedures for committees. The time for regular meetings of committees may be determined either by resolution of the Board of Directors or by the Board Chair. Special meetings of committees may also be called by resolution of the Board of Directors or the Board Chair. Notice of special meetings of committees shall also be given to any and all alternate members of committees, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records.

Section 3. Advisory Board

The Board of Directors may create an Advisory Board(s), for such purpose and for such term as deemed fit by the Board of Directors. Such Advisory Board(s) shall have no vote or governance role, but shall serve the Board of Directors in the determined advisory capacity.

ARTICLE VII

OFFICERS

Section 1. Names of Officers

The Officers of the corporation shall be chosen by the Board of Directors and shall be a Board Chair, President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may also chose at their discretion other officers to perform the duties and exercise the powers prescribed by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Board Chair.

Section 2. Election of Officers

The Officers of the corporation shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an Officer under any contract of employment.

Section 3. Subordinate Officers

The Board of Directors may appoint, and may authorize the Board Chair or another Officer to appoint, any other Officer that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

Section 4. Removal of Officers

Subject to the rights, if any, of any Officer under any contract of employment, any Officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, 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 of Directors.

Section 5. Resignation of Officers

Any Officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the 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.

Section 6. Vacancies in Offices

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 of regular appointments to that office.

Section 7. Responsibilities of Officers,

A. Board Chair. The Board Chair shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the Officers of the corporation. He shall preside at all meetings of the Board of Directors. He/She shall have such other powers and duties as may be prescribed by the Board of Directors.

B. President. The President shall have such powers and duties as may be prescribed by the Board of Directors.

C. Vice-President. The Vice-President shall have such powers and duties as may be prescribed by the Board of Directors.

B. Secretary. The Secretary shall attend to the following:

1. Book of minutes. 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 Book of Minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, and the names of those present at such meetings.

2. Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be given. He/She shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

C. Treasurer. The Treasurer shall attend to the following:

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

2. Deposit and disbursement of money and valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the Board Chair and Directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

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

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS,  
EMPLOYEES, AND OTHER AGENTS

Section 1. Definitions

For the purpose of this Article,

A. "agent" means any person who is or was a Director, Officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

B. "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

C "expenses" includes, without limitation, all attorneys' fees, costs and any other expense incurred in the defense of any claim or proceeding against an agent by reason of his position or relationship as agent, and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. Successful Defense by Agent

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provision of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

Section 3. Actions Brought by Persons Other Than the Corporation

Subject to the required findings to be made pursuant to Section 5(A.), below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 9243, or an action brought by the Attorney General pursuant to Section 9230) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonable incurred in connection with such proceeding.

Section 4. Action Brought By or On Behalf of the Corporation

A. Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expense incurred in defending against the proceeding.

B. Claims and suits awarded against agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation, by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, proved that both of the following are met:

1. The determination of good faith conduct required by Section 5(B), below, must be made in the manner provided for in that Section;

2. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. Determination of Agent's Good Faith Conduct

A. Required standard of conduct - actions brought by persons other than on behalf of corporation. As a condition for the indemnification described in Section 3 of this Article VIII, the agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith and in a manner such person believed to be in the best interests of the corporation, and in the case of a criminal proceeding, had not reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendre or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

B. Required standard of conduct - actions by or on behalf of the corporation. As a condition for the indemnification described in Section 4 of this Article VIII, the agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner which such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

C. Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with paragraph (A) or (B) above shall be made by:

1. The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or,

2.The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

Section 6. Limitations

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(C)(2), in any circumstance in which it appears:

A. That the indemnification or advance would be inconsistent with the provision of the articles or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses where incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

B. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 8. Contractual Rights of Non-Directors and Non-Officers

Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and Officers of this corporation, or any subsidiary thereof, may be entitled by contract or otherwise.

Section 9. Insurance

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this Section.

Section 10. Fiduciaries or Corporate Employee Benefit Plan

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE IX  
RECORDS AND REPORTS

The Articles of Incorporation, Bylaws, accounting books, records, minutes of proceedings of the Board of Directors and committee(s) of the Board of Directors shall be kept at such place or places as designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. Minutes shall be kept in written or typed form and other books and records shall be kept in either written form or any other form capable of being converted into written form. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation for a reason reasonably related to his interests as a Director. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE X  
CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XI

AMENDMENTS

Subject to the limitations contained in the Articles of Incorporation of this corporation and to any provision of law applicable to the amendment of Bylaws of nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed, and new Bylaws adopted as follows:

By vote of a 2/3 majority of the Board of Directors present at any special or regular meeting of Directors at which a quorum is present.

ARTICLE XII

INVESTMENTS

The corporation shall have the right to retain all or any part of any security or property acquired by it in whatever manner, and to invest and reinvest funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction under the Internal Revenue Code or the provisions of any Federal tax law.

ARTICLE XIII

PROHIBITION AGAINST SHARING CORPORATE  
PROFITS & ASSETS

No Director, Officer, employee, or other person connected with this corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by resolutions of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All Directors of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by these Bylaws.

CERTIFICATE OF SECRETARY OF CORPORATION  
AUTHENTICATING ADOPTION OF BYLAWS

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of SAN DIEGO CHRISTIAN LEGAL AID, a California nonprofit corporation, and the above Bylaws, consisting of 16 pages, are the Bylaws of this corporation as adopted at a meeting of the Board of Directors held on September 4, 2013.

Dated: September 4, 2013

Executed at San Diego, California

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TYLER BELONG, Secretary