



BYLAWS
ACM LIFTING LIVES®

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BYLAWS OF ACM LIFTING LIVES

A California Nonprofit Public Benefit Corporation

Amended and Restated as of October 18, 2018

ARTICLE I - NAME AND PRINCIPAL OFFICE

1.1 The name of the Corporation is ACM LIFTING LIVES (“Corporation”).

1.2 Principal Office. The principal office of the Corporation for its transaction of business is located at 5500 Balboa Boulevard, Encino, California 91316. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the State of California. Any such change shall be noted by the Secretary on the Bylaws opposite this section.

ARTICLE II - PURPOSES

2.1 Charitable Purposes. The specific purpose of the Corporation is to receive contributions, make payments to and for the benefit of charities, organizations, entities and/or persons directly or indirectly connected with the music industry (including, without limitation, the field of country music), and to make donations to, dispense charitable contributions through, and to otherwise aid, encourage and support those entities and/or organizations qualified for exemption from Federal income tax under the Internal Revenue Code of 1986, as now in effect or as subsequently amended, which are organized and operated exclusively for charitable purposes, and to purchase, acquire, own, hold, use, or lease real and/or personal property for relief and/or medical assistance of poor, distressed and/or underprivileged persons who are directly or indirectly connected with the music industry (including, without limitation, the field of country music).

2.2 Non-Partisan Activities. The Corporation is organized under the California Nonprofit Public Benefit Corporation Law for the public purposes described above and it shall be nonprofit and nonpartisan.

No substantial part of the activities of the Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation; the Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these bylaws (“Bylaws”), the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, contributions to which are deductible under applicable Internal Revenue Code or the corresponding provision of any future United States internal revenue law.

2.3 Dedication of Property. The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director or officer thereof or to the benefit of any private person. Upon the

dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law.

ARTICLE III - MEMBERSHIP

3.1 No Members. The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the directors.

3.2 Associates. Nothing in this Article IV shall limit the right of the corporation to refer to persons associated with it as “members” even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of all or substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation’s Articles or Bylaws, or for the selection of delegates who possess any of the preceding voting rights, but no such person shall be a member within the meaning of Section 5056.

ARTICLE IV - DIRECTORS (& LIAISON)

4.1 Number of Board of Directors. The Board of Directors shall consist of at least ten (10) but no more than fifty (50) directors until changed by amendment to the Bylaws. The exact number of directors shall be fixed within those limits, by resolution adopted by the Board of Directors.

4.2 Qualifications. The directors of the Corporation shall be natural persons who may be residents of California or such other state of the United States or otherwise interested in advancing the purposes of the Corporation. Fifty percent (50%) of the total number of directors elected to the Corporation’s Board of Directors shall be members of the Board of Directors who are elected to the Board of Directors while concurrently serving as directors of the Academy of Country Music (“ACM”) and may be referred to from time to time as the “representative directors.” (ACM is a California nonprofit mutual benefit corporation recognized as a tax exempt organization under Internal Revenue Code section 501(c) (6).) The remaining fifty percent (50%) of the total number of directors elected to the Corporation’s Board of Directors must be persons who are not members of the Board of Directors of ACM and may be referred to from time to time as the “public directors.”

4.3 Ex-Officio. The then-acting Chairman of the Board of ACM shall serve ex-officio as a voting member of the Board of Directors of the Corporation and shall be included in the total number of directors of the Corporation set forth in Section 4.1 above.

4.4 Restriction on Interested Persons as Directors. No more than 49 percent (49%) of the persons serving on the Board of Directors may be interested persons. As set forth in California Corporations Code section 5227, an interested person is (a) any person 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. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

4.5 Term of Office. The terms of office for the representative directors and the public directors shall be as set forth below. The director serving as Vice President, regardless of whether such person is a representative director or public director, shall have a separate term of office as set forth below. Additionally, the immediate past Chairman shall have a separate term of office as set forth below. The beginning and ending of each director's term of office shall be specified by the Board of Directors at the time of each director's election. Election of directors shall occur at the Corporation's annual meeting pursuant to Section 5.9(b) below, with the exception of the directors-at-large as described in Section 5.7(b) below.

(a) Representative Directors. Each representative director's term of office shall coincide with the representative director's term of office on the board of directors of ACM (the "ACM Board"). Thus, as a general matter, if a representative director is elected to a two-year term on the ACM Board, that representative director's term of office on the Corporation's Board of Directors shall be two years, subject to the following limitations: (i) if a representative director ceases serving on the ACM Board prior to the expiration of said representative director's term of office on the ACM Board, said representative director's term of office on the Corporation's Board of Directors shall terminate upon his or her cessation to serve on the ACM Board; and (ii) if a representative director serves his or her full term on the ACM Board and has a period of four months or less remaining in his or her term on the Corporation's Board of Directors, said representative director may continue serving on the Corporation's Board of Directors despite the termination of said representative director's term on the ACM Board.

(b) Public Directors. Each public director shall serve for one three (3) year term and may be re-elected to one additional three (3) year term. At the end of a second term, a public director shall not be eligible for reelection for a period of one (1) year.

(c) Vice President Director. Notwithstanding Sections 5.5(a) and 5.5(b) above, regardless of whether the individual elected as the Corporation's Vice President is a representative director or a public director, and regardless of the number of consecutive terms such individual has served, upon commencing service as Vice President, such individual's term of office as a director shall be three (3) years, subject to the Past Chairman provision in Section 5.5(d). If the Vice President is not a director of the Corporation, this provision shall not apply.

(d) Past Chairman: Notwithstanding Sections 5.5(a) and 5.5(b) above, regardless of whether the immediate past Chairman is a representative director or a public director, and regardless of the number of consecutive terms such individual has served, the immediate past Chairman will serve a one-year term as a Board member and Executive Committee

member upon expiration of his/her term in office as Chairman. Following such one-year period, said past Chairman will remain on the Board as a Director for the ensuing five (5) years, for a maximum six (6) years post-Chair tenure (he/she may choose to resign from the Board after the one-year term as immediate past Chairman expires).

Following their service as outlined in the preceding paragraph, and at their sole discretion, a past Chairman may request to be deemed “ex officio” and would be afforded the same rights and privileges as other members of the Board, including participation in discussions, but excluding proposing motions and voting on matters before the Board.

Ex Officio Past Chairmen will be welcome to attend and participate in meetings of the Board of Directors, and, from time to time, may be invited to attend other meetings as deemed appropriate by the current slate of Officers.

4.6 Nomination. Any person qualified to be a director under Section 4.2 above may be nominated by the method described in Section 8.5 below or by any other method authorized by law; provided, however, that the directors-at-large shall be nominated as provided in Section 4.7(b) below.

4.7 Election.

(a) Annual Meeting. Except as provided in subsection (b) below, directors shall be elected at the annual meeting of the Board of Directors as provided by Section 4.9(b) below. The candidates receiving the highest number of votes up to the number of directors to be elected are elected.

(b) Directors-at-Large. Up to ten (10) seats on the Board of Directors may be filled in the manner hereinafter set forth. Within a reasonable time after the election of the directors at the annual meeting, the “Officer Leadership Team,” consisting of the immediate past Chairman, Chairman, President, and Vice President, shall be entitled to present a proposed slate of up to ten (10) directors for election to the Board of Directors. Such directors, referred to as the “directors-at-large,” may be elected by the Board of Directors at its next ensuing regular or special meeting. The directors-at-large may consist of individuals who are simultaneously members of the Board of Directors of ACM or who are not members of the ACM Board of Directors, provided that the election of such directors does not alter the 50/50 requirement of Section 4.2 above. The terms of office of such directors-at-large shall be two (2) years.

4.8 Compensation. The directors shall serve without compensation except that they shall be allowed and paid such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

4.9 Meetings.

(a) Location. Meetings of the Board of Directors shall be held at such locations as may be designated from time to time by the Board of Directors.

(b) Annual Meetings. The Board of Directors shall hold an annual meeting for the purpose of organization, election of directors, election of officers, and the transaction of other

business. Annual meetings shall generally occur during the fourth quarter of the calendar year, upon such date as may be fixed by resolution of the Board of Directors.

(c) Regular Meetings. It shall be the policy of the Board of Directors to hold regular meetings, at least annually, upon such dates as shall be fixed by the Board of Directors.

Notice of the time, date and proposed agenda shall be given by the Secretary to each director at least ten (10) days prior to any meeting by first-class mail, telephone, facsimile or e-mail.

(d) Special Meetings. Special meetings of the Board of Directors may be called by the Chairman, or the Secretary or any two directors. Special meetings shall be held on four days' notice by first class mail, telephone, facsimile or e-mail. Notice of the special meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without registering his or her protest prior to or at its commencement. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(e) Quorum. A majority of the directors then serving constitutes a quorum of the Board of Directors for the transaction of business, except as hereinafter provided.

(f) Majority. Except as otherwise provided in the Articles, in the Bylaws, or by law, 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 the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles or the Bylaws.

(g) Telephone. Members of the Board of Directors may participate in a meeting through the use of conference telephones or similar communications equipment so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

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

(i) 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 shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

4.10 Removal of Directors. Any director may be removed, with or without cause, by a vote of two-thirds of the directors then in office. Notwithstanding the foregoing, should any director fail to attend two meetings of the Board of Directors in a given year without receiving an

excuse for such absence by the Board of Directors, the Board of Directors may vote to remove the director from office by a majority vote of the directors present at a Board of Directors meeting at which a quorum is present.

4.11 Resignation of Director. Any director may resign effective on giving written notice to the Chairman or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A director shall not resign where the Corporation would then be left without a duly elected director or directors in charge of its affairs.

4.12 Vacancies in the Board of Directors. Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any director; whenever the number of directors authorized is increased; and on the failure of any election to elect the full number of directors authorized. The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board of Directors may be filled by appointment of the directors then in office whether or not less than a quorum, or by a sole remaining director, provided that such successor director(s) shall be elected in accordance with Section 4.2 of these bylaws. The nominating procedure set forth in Section 7.5 below shall not apply to the filling of vacancies.

4.13 Liaison. The President of the ACM and the Vice-President of the ACM shall be permitted to attend any meetings held by the Board of Directors and shall be given notice of any such meetings of the Board of Directors as provided in Section 5.9 of these Bylaws; provided, however, that neither the President of the ACM nor the Vice-President of the ACM shall be entitled to vote on any matter at any such meetings.

ARTICLE V - OFFICERS

5.1 Number and Title. The officers of the Corporation shall be: (1) a Chairman, (2) a President, (3) a Vice-President, (4) a Secretary, (5) a Treasurer, and six (6) such other officers as from time to time may be established by the Board of Directors; provided that the Board of Directors may eliminate offices so long as the Corporation has at least the following three officers: a President, a Secretary and a Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer shall serve concurrently as the Chairman or President. The 'Officer Leadership Team', as detailed in section 5.4, is comprised of the (1) Chairman, (2) President, and (3) Vice-President.

5.2 Appointment and Succession. The officers of the Corporation shall be chosen annually and shall serve at the pleasure of the Board Directors and shall hold their respective offices until their resignation, removal, or until their respective successors shall be appointed. Officers shall serve one (1) year terms, which shall commence at the Annual Meeting as set forth in Section 4.9(b). Following the Vice President's one (1) year term, the Vice President shall succeed to the office of President, and following a one (1) year term as President, the President shall succeed to the office of Chairman.

5.3 Resignation and Removal of Officers. Any officer may resign at any time on written notice to the Corporation, without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Should any officer fail to attend two (2) meetings of the Board of Directors in a given year without being “excused” by the Board of Directors, the Board of Directors may vote to remove the officer from his/her office. Any officer may be removed, either with or without cause, by the Board of Directors at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer. If the Chairman is removed from office, or vacates the office, the Board of Directors shall appoint the President to serve as the Chairman. With respect to any vacancy of office of the President, Vice-president or any other officer, that vacancy will be filled by the Board of Directors. All records and assets of the Corporation must be returned to the Corporation or its designee(s) by any former officer (or such officer’s estate) as soon as possible, but in no event later than thirty (30) days, after such former officer has ceased to be an officer for any reason.

5.4 Duties of the Officer Leadership Team.

(a) Chairman. The Chairman shall preside at all meetings of the Board of Directors, perform such other duties as may be assigned from time to time by the Board of Directors, and work with the President to prepare the President to assume the office of Chairman.

(b) President. Subject to such supervisory powers as the Board of Directors may give to the Chairman, and subject to the control of the Board of Directors, the President shall supervise the Corporation’s day to day activities and affairs. In the absence of the Chairman, the President shall preside at all Board of Directors meetings. The President shall have such other powers and duties as the Board of Directors of the Bylaws may require. The President shall also work with the Chairman to prepare to move into the office of Chairman.

(c) Vice-President. The Vice-president shall perform the functions of the office of the President in the absence or disability of the President, and shall perform such other duties as may be assigned from time to time by the Board of Directors. The Vice-President shall also prepare to move into the office of the President.

5.5 Duties of Other Officers.

(a) Secretary. The Secretary shall keep or cause to be kept at the principal office of the Corporation, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary shall give notice of all meetings of the Board of Directors as required by the Bylaws or by law. The Secretary shall keep or have kept at the principal office of the Corporation a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors. The Secretary shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the Corporation’s properties and business transactions, 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.

(b) Treasurer. 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 of Directors may designate, shall disburse the Corporation's funds as the Board of Directors may order, shall render to the Chairman and Directors, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board of Directors or the Bylaws may prescribe.

If requested by the Board, the Treasurer shall prepare a budget for the Corporation at the fourth quarterly meeting each year for the following calendar year's anticipated financial activities. The Board of Directors shall approve such budget subject to any modifications, deletions and/or amendments the Board shall determine.

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 of Directors for faithful performance of the duties of the 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 VI - FINANCIAL OVERSIGHT

6.1 Appointment of an Audit Committee. In a fiscal year in which the Corporation's gross revenue is \$2,000,000 or more, the Corporation shall appoint an audit committee (the "Audit Committee"). Such \$2,000,000 threshold excludes grants received from and contracts and services with government entities for which the governmental entity requires an accounting of funds received.

(a) Members. The Audit Committee may include non-Board members, but it may not include any members of the staff, the President, the Chairman, or the Treasurer. If the Corporation has a Finance Committee, it shall be separate from the Audit Committee. The Audit Committee may include members of the Finance Committee, but such overlapping members shall constitute less than half of the Audit Committee and the chairperson of the Audit Committee may not be a member of the Finance Committee. Any person who has any material financial interest in any entity doing business with the Corporation may not serve on the Audit Committee. Each member of the Audit Committee shall serve as such until such member's successor shall be appointed by the Board. In the event that any member of the Audit Committee shall resign or cease to be a director of the Corporation, the vacancy thus caused shall be filled by the Board. If the Audit Committee is a committee of the Board (in accordance with Section 7.3 below), at least two members shall be appointed to such committee, provided, however, that if this committee is not a committee of the Board, it may consist of one or more members.

(b) Duties of the Audit Committee. Subject to the supervision of the Board, the Audit Committee shall exercise the following powers, responsibilities, and duties:

(i) To make recommendations to the Board regarding the appointment, retention, and termination of the independent auditor for the Corporation;

- (ii) To negotiate the auditor's compensation;
- (iii) To confer with the auditor to satisfy its members that the financial affairs of the Corporation are in order;
- (iv) To review the audit and decide whether to accept it; and
- (v) To assure that any non-audit services performed by the auditor conform to the applicable independent standards and to approve such non-audit services.

(c) Compensation. No member of the Audit Committee shall receive compensation for serving on the Audit Committee. An Audit Committee member may be reimbursed for reasonable expenses incurred in attending such meetings.

(d) Quorum, Meetings of the Audit Committee, Records of the Audit Committee. Determinations of quorum, procedures for meetings, and records of the Audit Committee shall be in accordance with the provisions of Section 7.3 below.

(e) Control by the Board. The Audit Committee shall be subject at all times to the control of the Board, which shall have the power to revise or alter any action taken by the Audit Committee; provided, however, that no rights of third parties shall be affected thereby.

6.2 Financial Statements Must Be Made Available. If the Corporation prepares an audited financial statement (either in accordance with Section 6.1 above or otherwise), such audited financial statement shall be made available for inspection by the California Attorney General and by all members of the public no later than nine months after the close of the relevant fiscal year in the same manner as the Corporation's Internal Revenue Service Form 990. Each annual financial statement shall be made available to the public for three years.

6.3 Executive Compensation Review and Approval. The Board, or any authorized committee of the Board, shall review and approve the compensation, including benefits, of the President or Chairman and the Treasurer or Chief Financial Officer to ensure that each such officer's compensation is just and reasonable. Such review and approval shall occur when the officer is initially hired, whenever the officer's term of employment is renewed or extended, and when the officer's compensation is modified, unless such modification applies to substantially all employees.

ARTICLE VII - POWERS

7.1 General Corporate Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, and any limitations in the Articles and these Bylaws, the business and affairs of the Corporation shall be managed, and all corporate power shall be exercised by or under the direction of the Board of Directors.

7.2 Specific Powers. Without prejudice to the aforementioned general corporate powers, the Board of Directors shall have the power to:

- (a) Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of

Incorporation and with these Bylaws; and, fix the compensation of such officers, agents and employees.

(b) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place in or outside the State of California for the holding of any Board of Directors' meeting or meetings, including biennial meetings.

(c) Adopt, make and use a corporate seal and alter the form of the seal.

(d) Create committees as it may from time to time determine including, but not limited to, an Audit and Finance Committee, Conflict of Interest Committee, a Grants Committee, and a Nominating Committee.

(e) Establish an Executive Committee.

(f) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem best.

(g) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

7.3 General Provisions Regarding Committees. The Board of Directors may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board except with respect to:

(a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;

(b) The filling of vacancies on the Board or in any committee;

(c) The fixing of compensation of the directors for serving on the Board or on any committee;

(d) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(f) The appointment of other committees of the Board or the members thereof;

(g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or

(h) The approval of any self-dealing transaction, as those transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law (Corporations Code Section 5233(a)).

7.4 Meetings and Actions of Committees. Except as otherwise provided herein, meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of the Bylaws concerning other Board of Directors actions, except that the time for general meetings and the calling of special meetings may be set either by Board of Directors resolution or by resolution of the committee. Minutes of each meeting shall be kept and filed with the corporate records. Unless otherwise specified to the contrary, a committee member's term of office shall be one (1) year.

7.5 Nominating Committee. After the annual meeting of the Board of Directors, a Nominating Committee of five (5) persons shall be appointed by the Board of Directors. Such Nominating Committee shall be comprised of the Chairman, the President, and the Vice-President of the Corporation, and of two (2) directors whose terms do not terminate in that year. This committee shall serve during the ensuing year and shall maintain a list of persons ready, willing and able to fill vacancies on the Board of Directors and vacancies among the officers. Such a list shall be made available to the Board of Directors as vacancies occur.

Nominations for directors and officers shall take place before the annual meeting of the Board of Directors, and such selection shall be immediately posted at the principal office of the Corporation at a conspicuous place. The Nominating Committee shall present a slate of at least two (2) and no more than four (4) names for each elected position. As set forth in Section 4.9(b) above, voting for directors (excluding directors-at-large) and officers shall be at the Board of Director's annual meeting, which generally occurs during the fourth quarter of the calendar year. Nominations may be made from the floor for both directors and officers, provided persons so nominated have consented to act if elected.

7.6 Audit & Finance Committee. Any such committee, if established, shall be governed by the provisions of Article VII above.

7.7 Conflict of Interest Committee. If such committee is established, the Conflict of Interest Committee shall monitor all existing or potential conflicts of interest that may arise from time to time between the Corporation and the Board, Officers, or any other Committee. In doing so, the Conflict of Interest Committee shall have primary responsibility for the following: ensuring that the Conflict of Interest Policy adopted by the Corporation remains in full force and effect; identifying situations that present potential conflicts of interest, and providing the Board of Directors with information that will allow it to determine whether or not to enter into a given contract or transaction. The Conflict of Interest Committee shall report directly to the Board of Directors or to the Officer Leadership Team upon request. Members of the Conflict of Interest Committee shall be provided the opportunity to receive an overview of the relevant state and federal nonprofit and tax laws as applicable to conflict of interest transactions.

7.8 Grants Committee. If such committee is established, it shall be the duty of the Grants Committee to identify and make grants to the tax-exempt public charities and other charitable endeavors that are to receive the grants to be made by the Corporation consistent with its tax-exempt purposes.

Each year, the Grants Committee shall develop and implement a schedule for accomplishing the various tasks associated with making distributions. The Grants Committee shall gather information on charitable activities and public charities involved in works that are consistent with the charitable mission of the Corporation. If appropriate, the Grants Committee shall issue requests for grant proposals and/or grant applications to possibly deserving organizations. The Grants Committee shall consider the information received through grant proposals and grant applications. The Grants Committee shall make proposals to the Board of Directors of specific grants to be made to those activities or organizations that are identified as deserving of a grant. The Grants Committee shall make those grants that are approved by the Board of Directors and shall attend to any details in connection with dispersal of those grants. The Grants Committee shall prepare for the Board's approval a Guidelines Policy and any amendments thereto from time to time.

7.9 Executive Committee. The Board of Directors shall establish an Executive Committee, and such Executive Committee shall be comprised of the Chairman, President, ~~and~~ Vice-President and Treasurer of the Corporation, the immediate past Chairman of the Corporation, provided that all such persons are directors of the Corporation, as well as ~~one~~ two representative directors and ~~one~~ two public directors, each of whom shall be appointed by the ~~director's respective class~~ Officer Leadership Team and presented to the Board of Directors for approval. Unless limited by a resolution of the Board of Directors, the Executive Committee shall consult and advise the officers of the Corporation in the management of its affairs and shall have and may exercise the authority of the Board of Directors in the management of the Corporation and its business and affairs between meetings of the Board of Directors except as limited in Section 7.3 above.

7.10 Advisory Committee. From time to time, the Officer Leadership Team may appoint one or more persons to one or more Advisory Committees (which committees shall not be "committees of the board" within the meaning of California Corporations Code section 5212(a)) to act as liaisons between the Corporation and the community and to enhance the Corporation's philanthropic activities.

ARTICLE VIII - CONFLICT OF INTEREST POLICY

8.1 Purpose. The purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

8.2 Definitions.

(a) Interested Person. Any director, trustee, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,

(ii) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

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

A financial interest is not necessarily a conflict of interest. Under Section 9.3(b) below, a person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.

8.3 Procedures.

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

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

(i) An interested person may make a presentation at the Board or committee meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The Board or Chair or the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the Board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement

is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

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

8.4 Records of Proceedings. The minutes of the Board and all committees with Board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

8.5 Compensation Matters.

(a) A voting member of the Board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

8.6 Annual Statements. Each director, trustee, principal officer, and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the conflicts of interest policy;

(b) Has read and understands the policy;

(c) Has agreed to comply with the policy; and

(d) Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8.8 Use of Outside Experts. When conducting the periodic reviews as provided for in Section 8.7 above, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX - INDEMNIFICATION

9.1 To the fullest extent permitted by law, the Corporation shall indemnify its directors, officers, employees and other persons described in California Corporations Code section 5238(a), 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 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.

9.2 On written request to the Board of Directors by any person seeking indemnification under California Corporations Code section 5238(b) or section 5238(c), the Board of Directors shall promptly decide under California Corporations Code section 5238(e) whether the applicable standard of conduct set forth in California Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the Board of Directors shall authorize indemnification.

9.3 To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in specific instances, expenses incurred by a person seeking indemnification under this section of the Bylaws 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 found that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE X - INSURANCE

10.1 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, to cover any liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising from the officer's, director's, employee's or agent's status as such.

ARTICLE XI - CORPORATE RECORDS

11.1 The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its Board of Directors, and committees of the Board of Directors. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

ARTICLE XII - ADOPTION, AMENDMENT AND REPEAL OF BYLAWS

12.1 These Bylaws may be adopted, amended or repealed by a Supermajority Vote of all members of the Board of Directors. As used herein, the term "Supermajority Vote" shall mean the affirmative vote or approval of not less than sixty-six and sixty-seven one hundredths percent (66.67%) of the applicable quorum requirement. Amendments may be proposed at a regular or a special meeting called for that purpose and adopted at a subsequent Board of Directors meeting.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of ACM Lifting Lives, a California Nonprofit Public Benefit Corporation that the above restated and amended bylaws, consisting of 18 pages, are the bylaws of the Corporation as adopted by the Board of Directors on June 21, 2018, and they have not been amended or modified since that date.

Executed on _____, 2018, at Encino, California,

_____, Secretary

