



**BYLAWS OF
ACM LIFTING LIVES®**

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A California 501 (c) 3 Non-Profit Public Benefit Corporation

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BYLAWS OF ACM LIFTING LIVES

A California Nonprofit Public Benefit Corporation

Amended and Restated as of January 1, 2021

ARTICLE I NAME AND PRINCIPAL OFFICE

- 1.1 Name. The name of this corporation is ACM Lifting Lives (the “Corporation”).
- 1.2 Principal Office. The principal office of the Corporation for its transaction of business may be established at any place or places within or without the State of California by resolution of the Board of Directors (the “Board”).

ARTICLE II PURPOSES

2.1 Charitable Purposes. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the provisions of Sections 5000 et seq. of the California Corporations Code (“California Nonprofit Corporation Law”) for charitable purposes. The specific purpose of the Corporation shall include without limitation, receiving contributions, making 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 making donations to, dispensing charitable contributions through, and otherwise aiding, encouraging and supporting those entities and/or organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) 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 Political Activities. The Corporation has been formed under the California Nonprofit Corporation Law for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

2.3 Prohibited Activities. The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above. The Corporation may not carry on any activity for the profit of its directors, officers or other private persons or distribute any gains, profits or dividends to its directors, officers or other private persons as such. Furthermore, nothing herein shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

2.4 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 of its directors or officers or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. 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 Section 501(c)(3) of the Code.

ARTICLE III MEMBERSHIP

3.1 Members. The Corporation shall have no members within the meaning of Section 5056 of the California Corporations Code.

3.2 Non-Voting Members. The Board may adopt policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the Corporation. Such associate or other members are not “members” of the Corporation as defined in Section 5056(a) of the California Corporations Code.

ARTICLE IV DIRECTORS

4.1 Number and Qualifications. The authorized number of directors (“Directors”) shall be not less than ten (10) or more than fifty (50), the exact number to be fixed, within those limits, by resolution of the Board. The Directors shall be natural persons interested in advancing the purposes of the Corporation. Not more than fifty percent (50%) of the total number of Directors may concurrently serve on the Academy of Country Music Board of Directors (“ACM Board”). Such Directors are referred to as “Representative Directors.” The remaining Directors are referred to as “Public Directors.”

4.2 Power Exercised by Board. Subject to the provisions of the Corporation’s Articles of Incorporation (“Articles”), California Nonprofit Corporation Law and any other applicable laws, 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. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

4.3 Ex-Officio. One of the Representative Director positions shall be filled *ex officio* by the ACM Board chair during the term of her or his office, with full voting rights.

4.4 Restriction on Interested Persons as Directors. Not more than forty-nine percent (49%) of the total number of Directors may be “interested persons” as defined in Section 5227 of the California Corporations Code. An interested person is (a) any person compensated by the

Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

4.5 Terms; Succession. Each Director shall hold office until the expiration of the term for which she or he was elected and until the election and qualification of a successor in accordance with these Bylaws and the California Nonprofit Corporation Law.

(a) Representative Directors. The term for each Representative Director shall coincide with the Representative Director's term on the ACM Board. Thus, by way of example, if a Representative Director is elected to a two-year term on the ACM Board, said Representative Director's term shall be two (2) 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 on the ACM Board, said Representative Director's term on the Corporation's Board shall terminate upon the termination of her or his term on the ACM Board; and (ii) if a Representative Director serves her or his full term on the ACM Board and has a period of four (4) months or less remaining in her or his term on the Corporation's Board, said Representative Director may continue to serve on the Corporation's Board until the expiration of her or his term on the Corporation's Board despite the termination of said Representative Director's term on the ACM Board.

(b) Public Directors. The term for each Public Director shall be three-(3) years. Following expiration of a Public Director's term, she or he may be reelected to one (1) additional three-year term. A Public Director who has served for two (2) consecutive terms may be eligible for reelection as a Public Director after a period of one (1) year.

(c) Vice President. Notwithstanding Sections 4.5(a) and 4.5(b) above, regardless of whether the Corporation's Vice President may be a Representative Director or a Public Director, and regardless of the number of consecutive terms such person has served as a Director, upon the commencement of service as Vice President, such person's term as a Director shall be three (3) years.

(d) Past Chair: Notwithstanding Sections 4.5(a) and 4.5(b) above, regardless of whether the Corporation's Chair is a Representative Director or a Public Director, and regardless of the number of consecutive terms such person has served as a Director, upon the expiration of her or his term as Chair, she or he shall continue to serve as a Director and a member of the Executive Committee (as defined below) for a period of one (1) year. Following such one-year period, a past Chair ("Past Chair") shall continue to serve as a Director for an additional five (5) years. Following expiration of a Past Chair's term, she or he may be reelected to an unlimited number of consecutive terms by resolution of the Board.

(e) Directors at Large. Not more than ten (10) seats on the Board may be filled as more specifically set for herein. Within a reasonable period of time following election of Directors at the Annual Meeting (as defined below), the Officer Leadership Team shall

present a proposed slate of up to ten (10) persons for election as “Directors at Large.” As used herein, “Officer Leadership Team” shall consist of the Chair, Vice Chair, Vice President and immediate Past Chair. Subject to the limitations set forth in Section 4.1 above, the Directors at Large may be composed of any combination of Representative Directors and/or Public Directors. Notwithstanding the provisions set forth in Sections 4.5(a) and 4.5(b) above, Directors at Large shall serve a term of two (2) years.

4.6 Nomination. Any person qualified to be a Director may be nominated as provided in these Bylaws or by any other method authorized by law.

4.7 Election. Unless elected by a written ballot, Directors shall be elected at the annual meeting (“Annual Meeting”) of the Board. The candidates receiving the highest cumulative number of votes up to the number of Directors to be elected shall be elected. Notwithstanding the foregoing, Directors at Large may be elected at the next regular or special meeting of the Board as set forth in Section 4.9 below.

4.8 Compensation. Directors shall serve without compensation except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved the Board.

4.9 Meetings.

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

(b) Annual Meetings. The Board shall hold an Annual Meeting in conjunction with the regularly scheduled Board meeting in the fourth quarter of each calendar year, or such date as the Board may fix from time to time by resolution, for the purpose of organization, election of Directors, appointment of Officers (as set forth in Article V below), review and approval of the budget and the transaction of other business.

(c) Regular Meetings. The Board shall have a minimum of four (4) regular meetings during each calendar year. Other regular meetings shall be held by the Board at such time(s) and place(s) as the Board may fix from time to time by resolution.

(d) Special Meetings. Special meetings of the Board for any purpose may be called by the Chair, Vice Chair, Vice President, Secretary or any two (2) Directors.

(e) Notice of Meetings. Except when the time and place of a regular meeting is set by the Board by resolution in advance, notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods: first class mail, telephone, facsimile or e-mail. 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, voice messaging system or other system or technology designed to record or communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least forty-eight (48) hours before the time set for the meeting.

(f) Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice, if a quorum is present and either before or after the meeting each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes thereof. The waiver of notice or consent does not need to 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. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting prior to or at its commencement about the lack of adequate notice.

(g) Quorum. A majority of the Directors then serving constitutes a quorum of the Board for the transaction of business, except as otherwise provided herein.

(h) Majority. Every action taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board unless a greater number is expressly required by the California Nonprofit Corporation Law, the Articles or these Bylaws. A meeting at which a quorum was initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

(i) Meetings by Telephone or Similar Communications Equipment. Any meeting may be held by conference telephone or other communications equipment permitted by the California Nonprofit Corporation Law, as long as all Directors participating in such meeting can communicate with one another and all the other requirements of the California Nonprofit Corporation Law are satisfied. All Directors shall be deemed to be present in person at such meeting.

(j) Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (24) hours, in which case 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.

(k) Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to such action. For the purposes of this Section 4.9(k) only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

4.10 Removal of Directors. The Board may by resolution remove any Director convicted of a felony or found to have breached a duty under the California Nonprofit Corporation Law. Directors may be removed without cause, by a vote of two-thirds (2/3) of the Directors then in office. Notwithstanding the foregoing, the Board may remove any 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 or fails to attend two (2) meetings of the Board in a given calendar year without receiving an excuse for such absence by the Board, by a majority vote of the Directors then in office.

4.11 Resignation of Director. Any Director may resign by giving written notice to the Chair, Vice Chair, Vice President, Secretary or the Board. Such a written resignation will be effective on the later of the date on which it is delivered or the time specified in the written notice that the resignation is to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General.

4.12 Vacancies on the Board. If there is a vacancy on the Board, including a vacancy created by the death, resignation, or removal of any Director, the Board may fill such vacancy by electing an additional Director as soon as practicable after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional Directors may be elected to fill such vacancies by (i) the unanimous consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held in accordance with these Bylaws, or (iii) a sole remaining Director. The nominating procedure set forth in Section 7.5 below shall not apply to the filling of vacancies.

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

ARTICLE V OFFICERS

5.1 Officers. The officers ("Officers") of the Corporation shall have such powers and perform such duties as the Board may establish, subject to the California Nonprofit Corporation Law, the Articles, these Bylaws, and/or any rules or regulations approved by and otherwise determined from time to time by the Board.

(a) Number and Title. The Officers shall consist of a Chair, Vice Chair, Vice President, Secretary, Treasurer, and up to six (6) such other Officers as from time to time may be established by the Board; provided, however, that the Board may eliminate offices so long as the Board has at least a Chair, Secretary and 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 Chair or Vice Chair.

(b) Appointment and Succession. The Officers shall be chosen annually and shall serve at the pleasure of the Board and shall hold their respective offices until their resignation, removal, or until their respective successors shall be appointed. Officers shall serve one-year terms, which terms shall commence at the Annual Meeting. Upon completion of the Vice President's one-year term, the Vice President shall succeed to the office of Vice Chair, and upon completion of the Vice Chair's one-year term, the Vice Chair shall succeed to the office of Chair.

(c) 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 written resignation will be effective on the later of the date on which it is delivered or the time specified in the written notice that the resignation is to become effective. The acceptance of such resignation shall not be necessary to make it effective. Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or (ii) by an Officer on whom such power of removal may be conferred by the Board. 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 that such vacancies be filled as they occur and not on an annual basis. If the Chair is removed from office, or vacates the office, the Board shall appoint the Vice Chair to serve as Chair. 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.

(d) Duties of the Officer Leadership Team.

(i) Chair. The Chair shall be a Director and shall preside at all meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned by the Board or prescribed by these Bylaws. The Chair shall work with the Vice Chair to prepare the Vice Chair to assume the office of Chair.

(ii) Vice Chair. The Vice Chair shall supervise the Corporation's day to day activities and affairs and in the absence or disability of the Chair, preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned by the Board or prescribed by these Bylaws. The Vice Chair shall also work with the Chair to prepare to move into the office of Chair.

(iii) Vice President. The Vice President shall, in the absence or disability of the Vice Chair, perform all the duties of the Vice Chair and, when so acting, have all the powers of and be subject to the restrictions upon, the Vice Chair. The Vice President shall have such other powers and perform such other duties as may from time to time be assigned by the Board or prescribed by these Bylaws. The Vice President shall also prepare to move into the office of the Vice Chair.

(e) Duties of Other Officers.

(i) Secretary. The Secretary shall (1) certify and keep or cause to be kept at the principal office of the Corporation, the original copy of these Bylaws, as amended, the original copy of the Articles, as amended and a book of minutes of all meetings of the Board; (2) give, or cause to be given, notice of all meetings of the Board in accordance herewith, (3) upon request, exhibit or cause to be exhibited at all reasonable times to any Director(s), these Bylaws, as amended, the Articles, as amended, and the book of minutes of all meetings of the Board, and (4) perform such other duties as may from time to time be assigned by the Board or prescribed by these Bylaws.

(ii) Treasurer. The Treasurer shall (1) 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, including, without limitation, accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements, (2) prepare, or caused to be prepared, an annual budget for the Corporation for the following calendar year's anticipated financial activities, (3) upon request, prepare, or cause to be prepared, and to be certified, the financial statements to be included in any required reports, and (4) perform such other duties as may from time to time be assigned by the Board or prescribed by these Bylaws.

5.2 Executive Director. Subject to such supervisory powers as may be given by the Board to the Officers, the Board may hire an executive director ("Executive Director") who shall oversee, and report to the Board with respect to, the Corporation's day to day activities, business and affairs. The Executive Director shall perform such other duties as may from time to time be assigned by the Board or prescribed by these Bylaws.

FINANCIAL OVERSIGHT

6.1 Nonprofit Integrity Act/Audit Committee. In any fiscal year in which the Corporation receives or accrues gross revenue of two million dollars (\$2,000,000) or more (excluding grants from, and contracts for services with, government entities for which the governmental entity requires an accounting of funds received), the Board shall appoint an audit committee ("Audit Committee") as set forth herein.

(a) Members. The Audit Committee may include non-Board members, but it shall not include any paid or unpaid staff or employees of the Corporation, the Chair 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 members of the finance committee shall constitute less than fifty percent (50%) of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Any person who has any material financial interest in any entity doing business with the Corporation shall not serve on the Audit Committee. Each member of the Audit Committee shall serve until such member's successor shall be appointed by the Board. In the event that any member of the Audit Committee shall resign, the vacancy thus caused shall be filled by the Board.

(b) Duties. Subject to the supervision of the Board, the Audit Committee shall (i) make recommendations to the Board regarding the appointment, retention, and termination of the independent auditor for the Corporation and negotiate the auditor's compensation, (ii) confer with the auditor to satisfy its members that the financial affairs of the Corporation are in order, (iii) review the audit and decide whether to accept it, and (iv) assure that any non-audit services performed by the auditor conform to the applicable independent standards and in accordance with the U.S. Government Accountability Office Yellow Book.

(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) Meetings. Determinations of quorum, procedures for meetings, and records of the Audit Committee shall be governed by and conducted 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 on the same basis that the Internal Revenue Service Form 990 is required to be made available.

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 Executive Director or any other paid executive of the Corporation to ensure that each such executive's compensation is just and reasonable. Such review and approval shall occur when the executive is initially hired, whenever the executive's term of employment is renewed or extended, and when the executive's compensation is modified, unless such modification applies to substantially all employees of the Corporation.

ARTICLE VII COMMITTEES

7.1 Committees of Directors. The Board may, by resolution of a majority of Directors then in office, create one (1) or more Board committees, including an executive committee (as set forth below), each consisting of two (2) or more Directors, to serve at the discretion of the Board. Any committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no committee may:

- (a) Approve any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members.
- (b) Fill vacancies on the Board or on any committee.
- (c) Fix compensation of Directors for serving on the Board or on any committee.
- (d) Amend or repeal the Bylaws or adopt new Bylaws.
- (e) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable.
- (f) Appoint other committees of the Board or the members thereof.
- (g) Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

(h) Approve any self-dealing transaction, as those transactions are defined in Section 5233(a) of the California Corporations Code.

7.2 Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, held and taken in accordance with, the provisions of these Bylaws concerning meetings of Directors with such changes in the context of Article IV as are necessary to substitute the committee and its members except that the time for regular meetings of committees may be determined either by resolution of the Board or committee, and special meetings of committees may also be called either by resolution of the Board or 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.

7.3 Leadership Development Committee. After the Annual Meeting, the Board shall appoint a committee ("Leadership Development Committee") comprised of the Chair, Vice Chair, Vice-President, and two (2) Representative Directors and two (2) Public Directors whose terms do not terminate in that year. The Leadership Development Committee shall serve during the ensuing year and shall maintain a list of persons ready, willing and able to fill vacancies on the Board and vacancies among the Officers. Such a list shall be made available to the Board as vacancies occur. The Leadership Development Committee shall present a slate of at least two (2) and no more than four (4) persons for each elected position before the Annual Meeting. Nominations also may be made from the floor for both Directors and Officers; provided, however, that persons so nominated have consented (or will consent) to assume office if so elected.

7.4 Finance Committee. If such committee is established, the finance committee ("Finance Committee") shall be governed by the provisions of Article VI above.

7.5 Conflict of Interest Committee. If such committee is established, the conflict of interest committee ("Conflict of Interest Committee") shall periodically review (a) the fairness of compensation, including benefits, paid to every person, regardless of title, once that person is hired or her or his term of employment is extended or renewed, or such person's compensation is modified, (b) the conflict of interest policy adopted by the Corporation and ensure that such policy remains in full force and effect, and (c) potential conflicts of interest and provide the Board with information sufficient to make a determination whether the Corporation may enter into a given contract or transaction. The Conflict of Interest Committee shall report directly to the Board or the Officer Leadership Team, as from time to time may be requested.

7.6 Grants Committee. If such committee is established, the grants committee ("Grants Committee") shall review, identify and submit to the Board for approval, proposed grants, donations and/or other charitable contributions to be made by the Corporation to qualified tax-exempt public charities and/or other charitable organizations and entities within the meaning of Section 501(c)(3) of the Code. During each year, the Grants Committee shall develop and implement a schedule for making grants, donations and/or other charitable contributions to such qualified tax-exempt public charities and/or other charitable organizations and entities. The Grants Committee shall gather information regarding potential charitable activities and public charities and shall be authorized and empowered to make requests for grant proposals and/or grant applications to tax-exempt organizations.

7.7 Executive Committee. The Board shall establish an executive committee (“Executive Committee”). The Executive Committee shall be comprised of the Chair, Vice Chair, Vice-President, Treasurer, immediate Past Chair (provided that all such persons shall be Directors), two (2) Representative Directors and two (2) Public Directors (each of whom shall be appointed by the Officer Leadership Team). Unless limited by a resolution of the Board, the Executive Committee shall consult with and advise the Officers in the management of the business and affairs of the Corporation and, except as expressly limited in Section 7.1 above, shall have and may exercise the authority of the Board in the management of the Corporation and its business and affairs between meetings of the Board.

7.8 Advisory Committee. The Board from time to time may create advisory committees to serve at the discretion of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

7.9 Revocation of Delegated Authority. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a committee, increase or decrease (but not below two) the number of members of a committee, and fill vacancies on a committee from the Directors then in office.

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 a Director or Officer, or might result in a potential 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, 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, directly or indirectly, through business, investment or family has (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 a 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.

(d) Duty of Loyalty. Nothing herein shall be construed to derogate in any way from the absolute duty of loyalty that every Director and Officer owes to the Corporation. Furthermore, nothing in this Article XIII shall be construed to override or amend the provisions of Article IX. All conflicts between the two articles shall be resolved in favor of Article IX.

8.3 Requirements to Authorize Interested Party Transactions.

(a) By the Board. The Corporation shall not enter into a transaction in which one (1) or more of its Directors or Officers has a financial interest, or with any corporation, firm, association, or other entity in which one (1) or more Directors or Officers has a financial interest as described in Section 8.2(b) above, unless (i) the Corporation enters into the transaction for its own benefit, (ii) the transaction is fair and reasonable to the Corporation at the time at which the transaction is entered into, (iii) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith by a vote of a majority of Directors then in office (excluding the vote of the interested Director(s)), and with knowledge of the material facts concerning the transaction and the interested Director's financial interest in the transaction, (iv) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation the Board determines that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the specific circumstances, and (v) the minutes of the Board meeting at which the action was taken reflect that the Board considered and in good faith made the findings as described herein.

(b) By a Committee. A committee shall not approve a transaction described in Section 8.3(a) above, unless (i) the committee approves the transaction in a manner consistent with the standards set forth in Section 8.3(a) above, (ii) based on the specific circumstances, it was not reasonably practicable to obtain approval of the transaction by the Board prior to entering into the transaction, and (iii) the Board, after determining in good faith that the two above-enumerated conditions of this Section 8.3(b) ratifies the transaction at its next meeting by a vote of a majority of the Directors then in office without counting the vote of the interested Director or Directors.

8.4 Violations of the Conflict of Interest Policy. If the Board or committee reasonably believes that a Director or committee member has failed to disclose an actual or potential conflict of interest, then the Board or committee shall conduct an investigation into any such conflict of interest in a manner consistent with the standards set forth in Section 8.3(a) above. If, after conducting such investigation, the Board or committee determines the Director or committee member failed to disclose an actual or potential conflict of interest, the Board or committee shall take whatever disciplinary and/or remedial action deemed necessary and appropriate under the circumstances.

8.5 Compensation Matters.

(a) A Director who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director'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. If the Board or committee reasonably believes a member has failed to disclose an actual or potential conflict of interest, then the Board or Committee shall conduct an investigation into any such conflict of interest in a manner consistent with the standards set forth in Section 8.3(a) above. If, after conducting such investigation, the Board or committee determines the member failed to disclose an actual or potential conflict of interest, the Board or committee shall take whatever disciplinary and/or remedial action deemed necessary and appropriate.

(c) No Director 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, Officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person (i) has received a copy of the conflict of interest policy, (ii) has read and understands the policy, (iii) has agreed to comply with the policy, and (iv) understands the Corporation is public charity 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 its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board shall conduct periodic reviews of the Corporation's compensation arrangements and benefits, partnerships, joint ventures, and arrangements with management organizations so as to ensure that they conform to the Corporation's written policies, further its charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8.8 Use of Outside Advisors. When conducting periodic reviews as provided in Section 8.7 above, the Corporation may, but need not, use outside advisors.

ARTICLE IX INDEMNIFICATION

9.1 Applicability of Indemnification. To the fullest extent permitted by law, the Corporation shall indemnify its Directors, Officers, employees and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as defined 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 herein, shall have the same meaning as defined in Section 5238(a) of the California Corporations Code.

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

9.3 Required Standard of Conduct for Indemnification. Any indemnification granted by the Board hereunder shall be conditioned upon a determination by the Board that the person seeking indemnification acted (i) in good faith, (ii) in a manner she or he believed to be in the best interest of the Corporation, and (iii) with such care, including reasonable inquiry as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE X INSURANCE

10.1 Authorization or Purchase Insurance. The Board may adopt a resolution authorizing the purchase and maintenance of insurance against any liability asserted against or incurred by the Corporation's Directors, Officers, employees and other agents in such capacity or arising out of the Director's, Officer's, employee's or agent's status as such, whether or not the Corporation would have the power to indemnify the Director, Officer, employee or agent against the liability under the provisions herein.

ARTICLE XI CORPORATE RECORDS

11.1 Minute Book. The Corporation shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting, (ii) whether a meeting is regular or special and, if special, how called, (iii) the manner of giving notice of each meeting and a copy thereof, (iv) the names of those present at each meeting of the Board or any committee, (v) the minutes of all meetings, (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof, (vii) all written consents for action without a meeting, (viii) all protests concerning lack of notice, and (ix) formal dissents from Board actions.

11.2 Books and Records of Account. The Corporation shall keep adequate and correct books and records of account. "Correct books and records" includes, without limitation, accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains and losses.

11.3 Articles of Incorporation and Bylaws. The Corporation shall keep at its principal office, the original or a copy of the Articles and Bylaws, as amended.

11.4 Directors' Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE XII
CONSTRUCTION AND AMENDMENTS

12.1 Construction. Unless the context requires otherwise, the general provisions, rules of construction and definitions of 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 neutral, the singular number includes the plural, the plural number includes the singular, the term “person” includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

12.2 Amendment. The Board may adopt, amend or repeal these Bylaws by a Supermajority Vote of all members of the Board. As used herein, the term “Supermajority Vote” shall mean the affirmative vote or approval of not less than two-thirds (2/3) 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 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 these Bylaws are the Bylaws of the Corporation as adopted by the Board on May 27, 2021; and that they have not been amended or modified since that date.

Executed on _____, 2021, at Encino, California.

[NAME]

_____, Secretary