

BY-LAWS
Of
THE BAR ASSOCIATION OF SAN FRANCISCO FOUNDATION
A California Nonprofit Public Benefit Corporation

ARTICLE I

OFFICES OF THE CORPORATION

Section 1.1 Principal Office. The principal office for the transaction of the activities and affairs of the corporation is located at 301 Battery Street, 3rd Floor, San Francisco, California 94111. The board of directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

Section 1.2 Other Offices. The board of directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE II

PURPOSES AND LIMITATIONS

Section 2.1 General Purposes. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and, as a supporting organization meeting the requirements of Section 509(a)(3) of the Internal Revenue Code of 1986, is organized and operated exclusively to support financially and carry out the charitable activities of The Bar Association of San Francisco (“BASF”), a California nonprofit corporation, including without limitation the Volunteer Legal Services Program of The Bar Association of San Francisco (“VLSP”), a California nonprofit public benefit corporation.

Section 2.2 Limitations. Notwithstanding any other provision of these bylaws, this corporation shall not carry on any activity not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or (3) by a corporation

organized and operated for the benefit of, to perform the functions of, or to carry out the purposes of BASF, under Section 509(a)(3) of the Internal Revenue Code of 1986.

ARTICLE III

MEMBERS

Section 3.1 No Members. This corporation shall have no members pursuant to Cal. Corp. Code §5056.

Section 3.2 Approval of Board of Directors. Pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval of the majority of all members or approval by the members, shall only require the approval of the board of directors of this corporation.

ARTICLE IV

DIRECTORS

Section 4.1 Powers

(a) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to the provisions and limitations of these bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.

(b) Specific Powers. Without prejudice to the general powers set forth in Paragraph (a) of this Section 4.1, but subject to the same limitations, the directors shall have the power to designate the organizations and programs which shall be the recipients of the charitable grants of the corporation, and to determine in the case of each such organization or program the amount of such charitable grant.

Section 4.2 Designation of Directors by BASF. All of the directors of this corporation shall be designated by the board of directors of BASF.

Section 4.3 Number and Qualification of Directors. The board of directors shall consist of at least three but no more than eighteen directors, with the exact number within these limits to be fixed by the board of directors of BASF. The qualifications for directors shall be established by the board of directors of BASF.

Section 4.4 Term of Office. Each such director shall hold office for three years and until a successor has been designated, and terms shall be staggered so that the terms of one-third of the total number of directors shall expire each year.

Section 4.5 Vacancies on Board

(a) Events Causing Vacancy. A vacancy or vacancies on the board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law.

(b) Resignations. Except as provided below, any director may resign by giving written notice to the president or the secretary of the corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. The board of directors of BASF may designate a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly elected director or directors.

(c) Removal. The removal of one or more directors shall occur upon the adoption of a resolution to that effect by the vote of a majority of the full number of authorized directors of BASF.

(d) Filling Vacancies. Vacancies on the board may be filled by the designation of a successor by the board of directors of BASF. Successors shall serve for the remainder of the term of the vacancy to which they are designated.

(e) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 4.6 Restriction on Interested Persons as Directors. No more than 49 percent of the persons serving on the board may be interested persons. An interested person is (a) any person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 4.7 Directors' Meetings.

(a) Regular Meetings. Regular meetings of the board may be held without notice at such time and place within or outside California as is designated by resolution of the board.

(b) Special Meetings. Special meetings of the board for any purpose may be called at any time by the president or any vice president, or the secretary or any two directors. Notice of the time and place of special meetings shall be given by first class mail with at least four days' notice or may be delivered personally or by telephone (including a voice messaging system or other system or technology designed to record and communicate messages), facsimile, electronic mail or other electronic means at least 48 hours in advance of each meeting, to each director at his or her address shown on the records of the corporation (and in the case of electronic transmission or communication, the address for which the director has given unrevoked consent to use for these purposes). The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

(c) Meetings by Telephone or Electronic Communication. Directors may participate in a meeting through use of conference telephone, electronic video screen communication or similar communications equipment, as long as all directors participating in the meeting can hear one another, and, if the meeting is through electronic transmission by and from the corporation, other than conference telephone and electronic video screen communication, the following apply: (a) each director participating in the meeting can communicate with all the other directors concurrently; and (b) each director is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation. In the event of electronic transmission by or to the corporation, the corporation must place in effect reasonable measures to verify that the director is actually participating and to create a record that is capable of retention, retrieval and review, and may thereafter be rendered into clearly legible tangible form. Participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

(d) Quorum. A majority of the appointed number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of

directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(e) Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

(f) Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(g) Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another 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 adjournments.

(h) Action Without a Meeting. Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in Section 5233(a) of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

Section 4.8 Compensation and Reimbursement. Directors, and members of committees of the board of directors, shall receive no compensation for their service, unless otherwise determined by the board.

Section 4.9 Committees.

(a) Committees of the Board. The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the board

resolution, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (i) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of the members (it being understood that such actions shall require the approval of the board);
- (ii) Fill vacancies on the board or on any committee that has the authority of the board;
- (iii) Fix compensation (if any) of the directors for serving on the board or on any committee;
- (iv) Amend or repeal bylaws or adopt new bylaws;
- (v) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;
- (vi) Create any other committees of the board or appoint the members of committees of the board;
- (vii) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or
- (viii) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, unless the conditions set forth in paragraph (3) of Section 5233(d) of the California Corporations Code are met.

(b) Meetings and Action of Committees. Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the committee of the board. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the board, the committee may adopt such rules.

(c) Particular Board and Advisory Committees. The board may establish particular committees, e.g., an executive committee, a grant-making committee, a fundraising committee, an audit committee, a compensation committee, and finance

committee. The board cannot, however, delegate the powers listed in Section 5212(a)(1)-(8) of the California Corporations Code to any committee.

If any committee is to have any nondirector committee members, it is not a “committee of the board,” and it should be clearly labeled an “advisory committee.” The board may delegate management of the corporation’s activities to an advisory committee to the same extent that those powers could be delegated to agents, employees or independent contractors generally, and subject to the ultimate direction of the board.

(d) BASF Finance Committee and Audit Committee. The board may decide to coordinate with BASF and VLSP to jointly manage the three corporations’ investments through a finance committee comprised of representatives of each of the three corporations. The board may decide to share resources with BASF and VLSP for the auditing of the three corporations’ financial statements through an audit committee comprised of representatives of each of the three corporations. In each case, the representatives of the corporation on the finance or audit committee shall be directors selected by the board and no director who sits on the finance committee may concurrently sit on the audit committee.

(e) Liability of Directors. Except as provided in Section 5233 of the California Nonprofit Corporation Law, a person who performs the duties of a director in accordance with Section 5231(a) and (b) of the California Nonprofit Corporation Law shall have no liability based on any alleged failure to discharge that person’s obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

ARTICLE V

OFFICERS

Section 5.1 Officers of the Corporation. The officers of the corporation shall be a president, a secretary, a treasurer, and an executive director. The corporation may also have, at the discretion of the board of directors of BASF or the board of directors of this corporation, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section 5.3 of these bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the president or, if one is appointed, the chairperson of the board of directors.

Section 5.2 Designation of Officers. The officers of the corporation, shall be designated by the board of directors of this corporation and shall serve at the pleasure of the board of directors, subject to the rights, if any, of any officer under any contract of employment.

Section 5.3 Other Officers. The board of directors of this corporation may appoint and may authorize the president or another officer to appoint any other officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the board of directors or the president of this corporation.

Section 5.4 Removal of Officers. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the board of directors of this corporation or by any officer of this corporation whom the board of directors of this corporation may have delegated their power of removal.

Section 5.5 Resignation of Officers. Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 5.6 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 5.7 Responsibilities of Officers.

(a) President. Subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all board meetings and shall have such other powers and duties as the board or the bylaws may prescribe. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board or by these bylaws or by statute to some other officer or agent of the corporation; and in general the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board from time to time.

(b) Vice Presidents. If the president is absent or disabled, the vice presidents, if any, in order of their rank as designated by the board of directors of this corporation, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or these bylaws may prescribe.

(c) Secretary. Subject to the power of delegation set forth below, the secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was regular or special, the notice given, and, if special, how authorized, and the names of those present at board and committee meetings. The secretary shall keep or cause to be kept, at the principal office, a copy of the articles of incorporation and bylaws, as amended to date. The secretary shall give, or cause to be given, notice of all meetings of the board and of committees of the board required by these bylaws to be given. The secretary shall have such other powers and perform such other duties as the board or the bylaws may prescribe. While the secretary shall have the responsibility for the faithful carrying out of the duties assigned to that office, he or she shall, with the consent of the Board, have the right to delegate their execution, under his or her supervision, to employees of the Bar Association of San Francisco.

(d) Treasurer. Subject to the power of delegation set forth below, the treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president and the board, 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 or these bylaws may prescribe.

If required by the board of directors of this corporation, 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 of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on his or her death, resignation, retirement, or removal from office. While the treasurer shall have the responsibility for the faithful carrying out of the duties assigned to that office, he or she shall, with the consent of the Board, have the right to delegate their execution, under his or her supervision, to employees of the Bar Association of San Francisco.

(e) Executive Director. The Executive Director shall have such powers and perform such duties as are usually possessed or exercised by chief executive officers, as and to the extent such powers are delegated to the Executive Director by the President or the board of directors. The Executive Director shall keep the President and the board of

directors informed on matters important to the corporation and shall serve at the pleasure of the board of directors.

ARTICLE VI

INDEMNIFICATION

Section 6.1 Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify, defend and hold harmless its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. The term “expenses,” as used herein shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 6.2 Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification.

Section 6.3 Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Sections 6.1 and 6.2 of these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE VII

INSURANCE

The corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer’s, director’s, employee’s, or agent’s status as such, whether or not the corporation would have the power to indemnify the person against the liability under the law.

ARTICLE VIII

RECORDS AND REPORTS

Section 8.1 Maintenance of Corporate Records. The corporation shall keep adequate and correct books and records of account and written minutes of the proceedings of the board and committees of the board.

Section 8.2 Inspection Rights. Every director of the corporation shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries at the corporation's offices. The inspection may be made in person or by the director's or officer's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 8.3 Annual Report. The board shall cause an annual report to be sent to the directors of the corporation and the President of BASF within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, if any, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes.
- (e) Any information required by Section 8.4 of these bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors who request it in writing.

Section 8.4 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to directors, the corporation shall annually prepare and mail or

deliver to each director a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year:

(a) Any transaction (i) in which the corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest and (iii) which involved more than \$50,000, or was one of a number of transactions in which the same interested person had a direct or indirect material financial interest, and which transactions involved, in the aggregate, more than \$50,000. Mere common directorship shall not be considered a material financial interest. For this purpose, an "interested person" is either of the following (1) any director or officer of the corporation, or its parent or subsidiary or (2) any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with the partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Article VI of these bylaws, unless that indemnification has already been approved by the board under Section 5238(e)(2) of the California Corporations Code, as modified by Section 5310(b).

ARTICLE IX CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

Section 9.1 Contracts with Directors and Officers.

(a) No director or officer of this corporation, nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors or officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation, unless (i) the material facts regarding such director's or officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the board of directors prior to consideration by the board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the directors then in office without counting the vote or votes of such interested director(s) (action by a committee of the board will not satisfy this subsection (ii)); (iii) prior to authorizing or approving the transaction, the board considers and in good faith determines after reasonable investigation under the circumstances that this corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this corporation enters into the transaction for its own

benefit, and the transaction is fair and reasonable to this corporation at the time the transaction is entered into.

(b) The provisions of this Section 9.1 do not apply to a transaction which is part of an educational or charitable program of this corporation if it: (i) is approved or authorized by this corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more directors or officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

Section 9.2 Loans to Directors and Officers. This corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General of the State of California; provided, however, that this corporation may advance money to a director or officer of this corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer, provided that in the absence of such advance such director or officer would be entitled to be reimbursed for such expenses by this corporation.

ARTICLE X CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 10.1 Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation (which agents may include staff members of the Bar Association of San Francisco) in addition to officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 10.2 Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the Treasurer and, for checks in amounts exceeding \$1,000.00, countersigned by the Executive Director, the President or a Vice President of the corporation.

Section 10.3 Deposits. All funds of this corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

Section 10.4 Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE XI
FISCAL YEAR

The corporation's fiscal year shall be December 31, or such other date as may be determined by resolution of the board of directors of the corporation at a meeting duly noticed and held in accordance with these Bylaws.

ARTICLE XII

CONSTRUCTION AND DEFINITIONS

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

ARTICLE XIII


AMENDMENTS

The board may adopt, amend, or repeal bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly designated and acting Secretary of The Bar Association of San Francisco Foundation, a California nonprofit public benefit corporation, that the above bylaws, consisting of fourteen (14) pages, are the bylaws of this corporation as adopted by action of the board of directors on April 6, 2010 and that these bylaws have not been amended or modified since that date.

Executed on 28 April 2010 at San Francisco, California.


Secretary