BYLAWS

Of

YMCA OF SILICON VALLEY

(A Nonprofit Public Benefit Corporation)

Amended and Restated on May 19, 2026 by the Board of Directors

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AMENDED AND RESTATED BYLAWS
Of
YMCA OF SILICON VALLEY
(A Nonprofit Public Benefit Corporation)

ARTICLE I
NAME AND EXEMPT PURPOSE

Section 1. Name. The name of this corporation is "Young Men's Christian Association of Silicon Valley" (doing business as "YMCA of Silicon Valley") (together, the "**Corporation**")

Section 2. Exempt Purpose. This corporation is a Nonprofit Public Benefit Corporation organized under the California Nonprofit Corporation Law (the "**Law**") and is not organized for the private gain of any person, and is subject tothe other limitations described in the Corporation's Articles of Incorporation (the "**Articles**"). The charitable purposes of the Corporation shall be those set forth in the Articles, as may be amended from time to time.

ARTICLE II
PRINCIPAL OFFICE

The principal office of this Corporation shall be located in the county of Santa Clara, California.

ARTICLE III
MEMBERSHIP

Section 1. No Members. This Corporation shall have no "members" within the meaning of Section 5056 of the Law. Any action which would otherwise require approval by a majority of all members or approval of all members shall only require approval of the Board of Directors (the **"Board"**) of the Corporation.

Section 2. Operating Members. The Board may refer to persons associated with the Corporation who have no voting rights as "members" but who may have certain special benefits or privileges, and the Board may adopt policies and procedures for the admission of such persons. Such persons are not "members" of the Corporation as defined in Section 5056 of the Law. Such policies and procedures for admission of such persons may provide for eligibility requirements for membership and rights and duties of persons, including the obligation to pay dues.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. General Powers. Subject to the provisions of the Law and in accordance with the purposes and limitations set forth in the Articles and herein, the activities and affairs of this Corporation shall be conducted 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 this Corporation to any person or persons, management company, or committee, however composed, provided that the activities and affairs of this Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. Number of Directors. The number of directors shall be not less than 18 nor more than 36 (the **"Maximum"**), with the exact authorized number of directors to be fixed from time to time by resolution of the Board. If the actual number of directors at any time exceeds the number authorized by resolution of the Board, but is less than the Maximum, the authorized number of directors shall be automatically adjusted to the actual number of directors.

Section 3. Limitations on Interested Persons. At all times, not more than 49% of the directors of this Corporation may be interested persons. An interested person means either:

(a) any person currently being compensated by this Corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or

(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 any such person.

Section 4. Election of Directors. Directors shall be elected by a majority of the Board at each Annual Meeting of the Board, but directors may be elected as needed at any regular meeting of the Board or in any manner authorized by Law.

Section 5. Terms. Each director shall serve staggered three (3) year terms, arranged so that approximately one-third of the directors will conclude their terms on June 30 of each calendar year. Directors may be re-elected for an unlimited number of terms. Each director shall serve until the election and qualification of a successor, or until such director's death, resignation, or removal. In the event of an increase or decrease in the number of directors, additional directors may be elected to terms of one (1), two (2), or three (3) years as may be necessary to maintain equality in numbers among classes of directors.

Section 6. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Any vacancy occurring on the Board, as well as any directorship to be filled by reason of an increase in the number of directors, shall be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with Section 5211 of the Law, or (3) a sole remaining director. Individuals who are elected to fill a vacancy occurring on the Board shall serve for the remainder of the term set forth in Article IV, Section 5 above and until such director's successor is elected and qualified.

Section 7. Resignation and Removal. Resignations shall be effective upon receipt in writing by the Chair of the Board, the President/CEO, the Secretary, or the Board of this Corporation, unless a later effective date is specified in the resignation. A majority of the directors then in office may remove any director at any time, with or without cause.

Section 8. Absence. Any director who has failed to attend three (3) consecutive regular meetings of the Board, without having such absence excused by the Chair of the Board of the Corporation, may be considered to have tendered such person's resignation as director to the President/CEO. If such resignation is accepted, the President/CEO shall notify the director.

Section 9. Annual Meeting. Each year, the Board shall hold an Annual Meeting in June (or at a later date if determined by the Board to be necessary) for the purposes of organization, election of directors and officers, and transaction of other business that may come before the Board.

Section 10. Regular Meetings. The Board may fix by resolution the time, place, either within or without the State of California, and manner of calling and conducting of regular meetings of the Board, including the Annual Meeting of the Board, without other notice than such resolution. Notice of any change in the time or place of regular meetings shall be given to all of the directors in the same manner as notice for special meetings of the Board.

Section 11. Special Meetings. Special meetings of the Board may be called by the Chair of the Board, the President/CEO, or any five directors, and noticed in accordance with Section 10.

Section 12. Notice. Notice of any special meetings of the Board shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Article X, Section 6 of these bylaws. The business to be transacted at any special meeting does not need to be specified in the notice or waiver of such meeting.

Section 13. Waiver of Notice. The transactions of any meeting of the Board, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides a waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 14. Quorum. One-third of the directors then in office, but in no event less than two directors, shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. A majority of the directors present, whether or not a quorum is present, may adjourn the meeting for twenty-four (24) hours or less without further notice. If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 15. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of such directors. For these purposes only, "all members of the Board" does not include an "interested director" as defined in Section 5233 of the Law or any successor section thereto.

Section 16. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article X, Section 6 of these bylaws so long as all of the following apply:

(a) each director participating in the meeting can communicate with all of the other directors concurrently, and

(b) each director is provided with 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.

Participation in a meeting in a manner pursuant to this section constitutes presence in person at such meeting.

Section 17. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) one or more officers or employees of this Corporation whom the director believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VIII below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or 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 a corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this Corporation's public or charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this Corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this Corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this Corporation.

Section 18. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this Corporation.

Section 19. Director Compensation. The Board may authorize by resolution, the payment to a director of just and reasonable compensation for services as a director. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees. For these purposes only, "all members of the Board" does not include an "interested director" as defined in Section 5233 of the Law or any successor section thereto.

Section 20. Executive Compensation Review. The Board (or a Board Committee) shall review any compensation packages (including all benefits) of the President or the Chief Executive Officer and the Chief Financial Officer or Treasurer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this Corporation.

ARTICLE V
COMMITTEES

Section 1. Board Committees. The Board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create any number of Board Committees, each consisting of two (2) or more directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority of the directors then in office. The Board may appoint one or more directors as alternates who may replace any absent member at any meeting of the Board Committees. Board Committees are given authority of the Board within the commissions approved by the Board for each committee, except for the powers to:

(a) setting the number of directors within a range specified in these Bylaws;

(b) electing directors or removing directors without cause;

(c) filling vacancies on the Board or any Board Committee;

(d) fixing compensation of directors for serving on the Board or any Board Committee;

(e) amending or repealing these bylaws or adopt new bylaws;

(f) adopting amendments to the Articles of Incorporation of this Corporation;

(g) amending or repealing any resolution of the Board of which by its express terms is not so amendable or repealable;

(h) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this Corporation;

(i) the appointing Board Committees or the members thereof;

(j) the expending corporate funds to support a nominee for director that can be elected;

(k) the approval of a self-dealing transaction as defined by Section 5233 of the Law or any successor thereto, except as provided by law.

A. Executive Committee. The Executive Committee shall be a Board Committee and shall facilitate the work of the Board and the committees of the Board by considering matters of potential concern to the Board and its committees, and assigning particular tasks, as needed, to particular committees. The Executive Committee shall also have all other powers of the Board, except those powers listed above. It shall be composed of the Chair of the Board, each Vice-Chair, the Secretary, the Treasurer, the Immediate Past Chair, and the President/CEO.

B. Finance Committee. The Finance Committee shall be responsible for assisting the Board in overseeing the finances and investment strategies of the Corporation. Finance Committee members shall be selected for their financial expertise and experience and shall include the Treasurer and at least two additional directors. The Treasurer shall be the Chair of the Finance Committee.

Section 2. Advisory Committees. The Board may establish one or more Advisory Committees to the Board, which may be designed as either (a) Standing Committees, which are committees that are formed to do assigned work on an ongoing basis and therefore to have a continuing existence, or (b) Ad-Hoc Committees, which are committees that are formed for a specific task or objective and will be dissolved after the task has been completed or the objective has been achieved. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of this Corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee. Each such committee may accept rules for its own governance not inconsistent with the rules set by the Board in the resolution designating the committee.

A. Audit Committee. For any tax year in which this Corporation has gross revenues of $2 million or more, this Corporation shall have an Audit Committee, which shall be an Advisory Committee whose members shall be appointed by the Board, and who may include both directors and non-directors, subject to the following limitations: (a) members of the Finance Committee shall constitute less than one-half of the membership of the Audit

Committee; (b) the chair of the Audit Committee may not be a member of the Finance Committee; (c) the Audit Committee may not include any member of the staff, including the President or Chief Executive Officer and Treasurer or Chief Financial Officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this Corporation; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

The Audit Committee shall: (1) recommend to the Board the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this Corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this Corporation by the auditor's firm.

B. Community Leadership Council. The organizational structure of the Corporation may have various operating units which may include one or more Advisory Committees composed of volunteers for the purpose of providing support, primarily in efforts related to community engagement, fundraising, and advocacy. Each such Advisory Committee shall be called a "Community Leadership Council," but may also be referred to as an "Advisory Board."

Section 3. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article IV of these bylaws concerning meetings and actions of the Board, with such changes in the content of those bylaws as are necessary to substitute the Board Committee and its members for the Board and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Subject to the authority of the Board, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

Section 4. Rules for Governance of Board and Advisory Committees. The Board may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these bylaws.

ARTICLE VI
BOARD OFFICERS

Section 1. Board Officers. The officers of the Board of this Corporation shall be a Chair of the Board/Chief Volunteer Officer ("**CVO**"), an Immediate Past Chair of the Board, one or more Vice-Chairs of the Board, a Secretary, and a Treasurer (the **"Board Officers"**). The Board may establish additional officers by resolution as it shall deem necessary. Any number of offices may be held by the same person, except that the Secretary, the Treasurer and the Chief Financial Officer, if any, may not serve concurrently as Chair of the Board. All Board officers shall be elected from among the directors of the Corporation.

Section 2. Election. The officers of this Corporation shall be elected by the Board at the Annual Meeting, and each shall serve at the pleasure of the Board, subject to the rights, if any, of such officer under any contract of employment.

Section 3. Term. The term for all officers shall be two (2) years. Officers are eligible to serve consecutive terms, following rules set forth in Section 2. The Board may extend the term of a director by one year to allow them to fulfill the second year of a term in an officer position.

Section 4. Removal. Subject to the rights, if any, of a Board Officer under any contract of employment, any Board Officer may be removed, with or without cause, by the Board or by an officer on whom such power of removal may be conferred by the Board.

Section 5. Resignation. Any Board Officer may resign at any time by giving written notice to this Corporation. Any resignation shall take effect on receipt of that notice by any other Board Officer than the person resigning or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this Corporation under any contract to which the Board Officer is a party.

Section 6. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these bylaws provide for election to that office. A vacancy in any Board office because of death, resignation, or removal may only be filled by the Board.

Section 7. Chair of the Board. The Chair of the Board, who may also be referred to as the Chairman of the Board or CVO, shall preside at all meetings of the Board, shall be a member of all Board Committees, and shall have such other powers and duties as may be prescribed by the Board or these bylaws.

Section 8. Immediate Past Chair of the Board. The Immediate Past Chair of the Board shall, in the absence of the Chair of the Board, carry out the duties of the Chair of the Board and shall have such other powers and duties as may be prescribed by the Board or these bylaws.

Section 9. Vice Chairs. The Vice Chairs shall have such powers and duties as may be prescribed by the Board or these bylaws.

Section 10. Secretary. The Secretary shall keep or cause to be kept at the principal executive office of this Corporation, or such other place as the Board may order, a book of minutes of all proceedings of the Board, with the time and place of each meeting, whether regular or special, and, if special, how authorized, the notice thereof given, and the names of those present. The Secretary or, if he is absent or unable or refuses to act, any other officer of this Corporation shall give or cause to be given notice of all the meetings of the Board required by these Bylaws or by Law to be given, and he shall keep the seal of this Corporation, if any, in safe custody. He shall have all of the powers and perform all of the duties incident to the office of Secretary, and he shall have such further powers and shall perform such further duties as may be prescribed for him by the Board.

Section 11. Treasurer. The Treasurer shall supervise the charge and custody of all funds of this Corporation, the deposit of such funds in the manner prescribed by the Board, and the keeping and maintaining of adequate and correct accounts of the Corporation's properties and business transactions, shall render reports and accountings as required, and shall have other powers and duties as may be prescribed for him by the Board.

ARTICLE VII
EXECUTIVE PERSONNEL

Section 1. General. The Corporation's executive personnel shall include the President/CEO. The President/CEO shall be appointed by the Board, and may be removed by the Board at any time with or without cause, subject to the rights, if any, of the President/CEO under any contract of employment.

Section 2. President/CEO. The President/CEO shall be the Chief Executive Officer of this Corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this Corporation. The President/CEO shall have the general powers and duties of management usually vested in the office of president of the Corporation and shall have such other powers and duties as may be prescribed by the Board or these bylaws. The President/CEO shall be an operational officer of the Corporation, attending meetings of the Board and its committees, but shall not be a director.

Section 3. Other Staff. The President/CEO of this Corporation may also establish and hire such other officers and employees, including executive personnel, to serve at the pleasure of the President/CEO as necessary for the proper and efficient operation of the Corporation.

ARTICLE VIII
CERTAIN TRANSACTIONS

Section 1. Loans. Except as permitted by Section 5236 of the Law, this Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer provided, however, that this Corporation may advance money to a director or officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions. Except as provided in Section 3 below, the Board shall not approve, or permit the Corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this Corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within Section 5233(b) of the Law.

Section 3. Approval. This Corporation may engage in a self-dealing transaction if the transaction is approved by the Attorney General or the court in an action in which the Attorney General is an indispensable party. This Corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this Corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this Corporation at the time; and (c) prior to consummating the transaction after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

ARTICLE IX
INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent allowed by Section 5238 of the Law, this Corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 5238, provided that such agent was acting in good faith and in a manner such person reasonably believed to be in the best interests of this Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees. The foregoing does not apply to any proceeding specifically excluded by Section 5238(b), which includes actions brought by or in the right of this Corporation and certain actions alleging self-dealing or a breach of any duty relating to assets held in charitable trust.

If, because of the nature of the proceeding, this Corporation is prohibited by the Law from indemnifying its directors or officers against judgments, fines, settlements and other amounts, this Corporation shall nevertheless indemnify any person against expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding arising by reason of the fact that any such person is or was an agent of the Corporation; provided that such person was acting in good faith and in a manner such person believed to be in the best interests of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances; and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph.

Section 2. Approval of Indemnity. On written request to the Board in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. The Board may authorize the advance of expenses incurred by or on behalf of an agent of this Corporation in defending any proceeding prior to final disposition, if the Board finds that:

(a) the requested advances are reasonable in amount under the circumstances; and

(b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby. The provisions of Article VIII, Section 1 of these bylaws shall not apply to advances made pursuant to this paragraph.

Section 4. Insurance. The Board of may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this Corporation's power to indemnify the agent under law, provided, however, that this Corporation shall not purchase or maintain insurance to indemnify any director or officer of this Corporation for violating Section 5233 of the Law.

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

ARTICLE X
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this Corporation shall end each year on June 30.

Section 2. Statement of Certain Transactions. So long as required by the Law (presently Section 6322), Section 6321(a), the Corporation shall furnish a written report to all directors of this Corporation containing the following information. The Corporation may satisfy this Section by including the required information in the annual report issued pursuant to Article VIII Section 4.

(a) any "covered transactions" (defined below) during the previous fiscal year involving more than $50,000, or which was one of a number of "covered transactions" in which the same "interested person" (defined below) had a direct or indirect material financial interest and which transactions in the aggregate involved more than fifty thousand dollars ($50,000). The description of such "covered transactions" should include the names of the "interested persons" involved in such transactions, stating such person's relationship to this Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated; and

(b) The amount and circumstances of any indemnifications or advances aggregating more than ten thousand dollars ($10,000) paid during the fiscal year to any officer or director of this Corporation pursuant to the Law (presently Section 5238) providing for the indemnification of officers and directors.

Within the meaning of this section, a "covered transaction" with an "interested person" means a transaction in which this Corporation, its parent or its subsidiary was a party, and in which either of the following persons had a direct or indirect material financial interest: any director or officer of this Corporation, or its parent or subsidiary; or any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary. A common directorship is not a material financial interest within the meaning of this section.

Section 3. Annual Report. So long as required by the Law (presently Section 6321(e)(1)), the Board shall cause to be prepared for their own use and for whatever further use the Board within 120 days after the end of this Corporation's fiscal year may duly authorize, a report containing in appropriate detail the following information:

(a) the assets and liabilities, including the trust funds, of this Corporation as of the end of the fiscal year;

(b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) the revenue or receipts of this Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) the expenses or disbursements of this Corporation, for both general and restricted purposes, during the fiscal year; and

(e) any information required by Section 2 of this Article.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this Corporation that such statements were prepared without an audit from the books and records of this Corporation. The report and any accompanying material may be sent by electronic transmission in compliance with Article X, Section 6 of these Bylaws.

Section 4. Required Financial Audits. This Corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of $2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this Corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this Corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this Corporation's website.

Section 5. Biennial Statement. This Corporation shall, within 90 days after the filing of its original articles and biennially thereafter during the applicable filing period (as set forth in section 6210(c) of the Law), file, on a form prescribed by the Secretary of State, a statement containing: (1) the names and complete business or residence addresses of its chief executive officer, secretary, and [chief financial officer]; (2) the street address of its principal office in this state, if any; and (3) the mailing address of the Corporation, if different from the street address of its principal executive office or if the Corporation has no principal office address in this state. The statement shall also designate an agent of the Corporation for the purpose of service of process as prescribed in Section 6210(b) of the

Law. If its agent for service of process or the address of the agent is changed, or if designation of a new agent for service of process is required under Section 6212 of the Law, the Corporation shall file a current statement containing all the information required by this Section 6.

Section 6. Electronic Transmissions. Unless otherwise provided in these bylaws, and subject to any guidelines and procedures that the Board may adopt from time to time, the terms "written" and "in writing" as used in these bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 7. Amendments. Proposed amendments to these bylaws and the Articles shall be submitted in writing to the directors at least one week in advance of any Board meeting at which they will be considered for adoption. The affirmative vote of a majority of all directors by resolution or the unanimous written consent of all directors shall be required to adopt an Articles or bylaws amendment.

Section 8. Governing Law. In all matters not specified in these bylaws, or in the event these bylaws shall not comply with applicable law, the Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, certify that I am presently the duly elected and acting Secretary of YMCA of Silicon Valley, a California nonprofit public benefit corporation, and that the above Amended and Restated Bylaws, consisting of _______ pages, are the bylaws of this Corporation as adopted by a majority of all members of its Board of Directors effective the 19th day of May, 2026, and they supersede all prior bylaws of the Corporation.

DATED:______________________

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