

Bylaws of

Graduate Fellowships for Science, Technology, Engineering, and Mathematics Diversity

A California Nonprofit Public Benefit Corporation

Approved by the Board of Directors

August 13, 2021

ARTICLE 1: NAME

The name of the corporation shall be Graduate Fellowships for Science, Technology, Engineering, and Mathematics Diversity, aka GFSD.

ARTICLE 2: OFFICES

Section 1: Principal Office

The principal office for the transaction of business of the Corporation is located at 3716 South Hope Street, Suite 348, Los Angeles, CA 90007.

The location of the principal office or the designation of the resident agent, or both, may be changed at any time or from time to time when authorized by the Board of Directors by filing with the Secretary of State, on or before the day any such change is to take effect, or within five days after the death of the resident agent or other unforeseen termination of his/her agency, a certificate signed by the President or a Vice President or the Secretary or the Treasurer of the Corporation and verified under oath by one of such officers signing the same, stating the change to be made and reciting that such change is made pursuant to authorization by the Board of Directors. Any person who has been designated by the Corporation as its resident agent for service of process may file with the Secretary of State a signed statement that he/she is unwilling to continue to act as resident agent for such Corporation for the service of process. Upon receipt of written notice from the Secretary of State that such a statement has been filed, the Corporation shall designate a new registered agent pursuant to the above procedure. During any period in which the Corporation shall not have a duly designated registered agent, service of process may be made upon the Secretary of State with the same force and effect as though it had been made upon a duly designated registered agent.

Section 2: Other Offices

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business within or without the state of California, as the corporation may require.

ARTICLE 3: OBJECTIVES AND PURPOSES

The purpose of GFSD is to increase the number of American citizens with graduate degrees in STEM fields, emphasizing recruitment of a diverse applicant pool.

ARTICLE 4: NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE 5: DEDICATION OF ASSETS

Section 5.1 Property Dedicated to Nonprofit Purposes

The property of the Corporation is irrevocably dedicated to the purpose in Article 3. 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 in Article 3 hereof.

Section 5.2 Distribution of Assets Upon Dissolution

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 for the fostering of graduate education in the sciences and engineering and which has established its tax-exempt status under Section 501(c)(3) of the IRS Code.

ARTICLE 6: MEMBERSHIPS

Section 6.1 Members

The Corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law.

ARTICLE 7: DIRECTORS

Section 7.1 Number and Tenure

The authorized number of directors of the Corporation (“Directors”) shall be not less than three nor more than seven. Members shall serve for an unlimited term.

Section 7.2 Corporate Powers Exercised by the Board

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these bylaws, the Board of Directors shall manage the affairs of the Corporation, but in a manner so as not to interfere with the delegation of authority to the Executive Director as specified in Article 10, Section 1. The Board of Directors shall establish long-range, general policies and objectives for the Corporation, shall periodically evaluate compliance with those policies and realization of those objectives, shall approve the Corporation's annual budget, and shall approve the appointment of and may effect the removal of the Executive Director of the Corporation. The Board of Directors shall not be involved with day-to-day management of the Corporation's activities or the supervision of the Corporation's employees. The Board of Directors will actively seek effective new members.

Section 7.3. Terms; Election of Successors

Board of Directors serve for an unlimited term. New members may be added at any time upon a voice vote of the present Board of Directors. Board members shall actively assist the Executive Director in soliciting new members.

Section 7.4 Vacancies

7.4.1 Events Causing Vacancy

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased.

7.4.2 Removal

The Board may by resolution declare vacant the office of a director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

Directors may be removed without cause by a majority of Directors then in office.

7.4.3 No Removal 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 unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

7.4.4 Resignations

Except as provided in this Section 7.4.4, any Director may resign by giving written notice to the President, such a written resignation will be effective on the later of (i) the date it is delivered or (ii) 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 (the "Attorney General").

7.4.5 Election to Fill Vacancies

If there is a vacancy on the Board, including a vacancy created by the removal of a 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 written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with section 5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining Director.

SECTION 7.5 Regular Meeting

Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of election of Directors, appointment of Officers, review and approval of the corporate budget and transaction of other business. This meeting is sometimes referred to in these Bylaws as the "annual meeting." Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time.

SECTION 7.6. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or a majority of members of the Board, who shall, in the notice of the meeting, designate the time and place thereof.

SECTION 7.7. Notice

Notice of any special meetings of the Board of Directors shall be given at least 14 days previously thereto by written notice delivered personally, or sent by mail, or facsimile telecommunication, or email to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile telecommunication, such notice shall be deemed to be delivered when the facsimile

telecommunication is transmitted to the Board member. If notice is given by email, such notice shall be deemed to be delivered when the email is transmitted to the Board member. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of waiver of notice of such meeting unless specifically required by law or these bylaws.

Section 7.8 Place of Board Meetings

Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board.

7.8.1 Meetings by Telephone or Similar Communication Equipment

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

Section 7.9 Quorum and Action of the Board

7.9.1 Quorum

One more than one-half the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such number is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The act of a majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

7.9.2 Minimum Vote Requirements for Valid Board Action

Every act 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 is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is 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.

Section 7.10 Waiver of Notice

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) 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. The waiver of notice or consent does not need to 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. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate

notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the records of the Corporation as of the date of the protest.

Section 7.11 Adjournment

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

Section 7.12 Notice of Adjournment

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

Section 7.13 Conduct of Meetings

Meetings of the Board shall be presided over by the President or by a designated member of the Board. The Secretary-Treasurer shall act as secretary of all meetings of the Board, provided that, if the Secretary-Treasurer is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Corporation.

Section 7.14 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 (including by email) to the action. For the purposes of this Section 7.14 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.

Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the President.

Section 7.15 Fees and Compensation of Directors

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Also, Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be "interested persons" which, for purposes of this Section 7.15 only, means:

- (a) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full or part-time Officer or other employee,

independent contractor, or otherwise, excluding any reasonable compensation paid to a Director 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 7.16 Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation and shall be covered by D&O insurance.

Section 7.17 Emergency Bylaws

7.17.1 When Applicable

Notwithstanding anything to the contrary herein, Section 7.17 applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Sections 7.7 and 7.9:

- (a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion.
- (b) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent.
- (c) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
- (d) A state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States.

7.17.2 Emergency Actions

In anticipation of or during an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's ordinary business operations and affairs:

- (a) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency.
- (b) Relocate the principal office or authorize the officers to do so.

During an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's ordinary business operations and affairs:

- (a) Give notice to a Director or Directors in any practicable manner under the circumstances when notice of a meeting of the Board cannot be given to that Director or Directors in the manner prescribed by Section 7.7
- (b) Deem that one or more officers present at a board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency the Board may not take any action that is not in the Corporation's ordinary course of business. Any actions taken in good faith during an emergency under this section bind the Corporation and may not be used to impose liability on a director, officer, employee, or agent. All provisions of the regular bylaws consistent with these emergency bylaws shall remain effective during the emergency.

ARTICLE 8: COMMITTEES

The Board may appoint such committees from time to time as it deems necessary

ARTICLE 9: OFFICERS

Section 1. Officers

The officers of the Corporation shall be a President, a Vice President, and a Secretary-Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Officers will be included in the Board of Directors. The Secretary-Treasurer is not required to be a member of the Board and will be excused from executive sessions of the Board, during which time the Executive Director shall serve as secretary. The Board of Directors may require the officers to be given bonds for the faithful discharge of their duties, in such sums, and with such surety or sureties, as the Board of Directors shall determine.

Section 2. Election and Terms of Office

The President and Vice President of the Corporation shall be elected by the Board of Directors. Each officer shall hold office until a successor shall have been duly elected.

Section 3. Vacancies

A vacancy in any office because of death, resignation, removal or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. President

The President shall be the chairman of the Board of Directors. He/she may sign 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 of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice President

In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors, and shall act as Vice Chairman of the Board of Directors.

Section 6. Secretary-Treasurer

If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Secretary-Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable

to the Consortium from any sources whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws; and in general perform all the duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him/her by the President of the Corporation.

The Secretary-Treasurer shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member, which shall be furnished to the by such member; and in general perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to the Secretary-Treasurer by the President or by the Board of Directors.

ARTICLE 10: THE EXECUTIVE DIRECTOR AND OTHER EMPLOYEES

Section 1. The Executive Director

The Executive Director shall be appointed by the Board of Directors, and shall serve as a voting member of the Board of Directors, except in payroll or personnel matters that pose a conflict of interest. The Executive Director shall be authorized to supervise and shall be accountable for the day-to-day operations of the Corporation, consistent with and in implementation of long-range policies and objectives established by the Board of Directors. The Executive Director shall have power to appoint and to discharge all employees of the Corporation. The Executive Director shall establish and maintain organizational procedures relating to allocation of duties, working conditions and communication among Corporation employees, shall prepare and administer the Corporation's budget in accordance with Board established priorities, shall approve the Corporation's involvement in various projects, shall report regularly to the Board of Directors on the Corporation's ongoing activities, and shall actively participate in Board of Director Committee meetings. Additional powers and duties of the Executive Director, as well as qualifications for the position, may be set forth in a job description adopted and approved by the Board of Directors, which job description may be revised periodically and shall be consistent with (and in implementation of) the provisions contained above and reflective of the prescribed relationship between the Board of Directors and the Executive Director.

Section 2. Other Employees

The Board of Directors may designate other positions and authorize the employment of other employees from time to time.

ARTICLE 11: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts

The Board of Directors may authorize any officer or member of the Board 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 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 officers or member(s) of the Board and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits

All funds of the 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 of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

Section 5. Endowment Fund

The Board of Directors is authorized to establish an Endowment Fund for the purpose of funding the operational expenses of the Corporation and providing a reserve to ensure that the commitments to students can be funded by the Corporation if necessary. The terms and conditions of the Endowment Fund shall be set forth in a separate document approved by the Board. The Board shall authorize and approve the transfer of funds to the Endowment Fund and establish guidelines for the acceptance of gifts by the Endowment Fund. The Endowment Fund may be amended by a vote of the Board of Directors of the National Physical Science Consortium. Any funds received by way of gift from third parties shall remain subject to any restrictions with respect to such gifts that are accepted and approved by the Board of Directors of the National Physical Science Consortium at the time such gifts are received.

ARTICLE 12: INDEMNIFICATION, RESIGNATIONS AND INSURANCE

Section i. Definitions

For the purpose of this Article,

- (a) "Agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;
- (b) "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- (c) "Expenses" includes, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. Indemnification

To the fullest extent permitted by law, this 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 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. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 3. Approval of indemnification

On written request to the Board by any persons seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(c) 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. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall make application to the court in which such proceedings is or was pending for such a determination, or the Board shall cause such application to be made.

Section 4. Successful defense by agent

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

Section 5. Actions brought by persons other than the corporation

Subject to the required findings to be made pursuant to Section 5, below, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground

that defendant director was or is engaging in self-dealing within the meaning of California Corporations Code section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 6. Action brought by or on behalf of the corporation

Subsection 1.

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

Subsection 2.

Claims and suits awarded against agent. This corporation shall indemnify any person brought by or on behalf of this corporation by reasons of the fact that the person is or was an agent (a) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and (b) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the of expenses to be reimbursed.

Section 7. Determination of agent's good faith conduct

The indemnification granted to an agent in Section 3 and 4 above is conditioned on the following:

Subsection I.

Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he/she believed to be in the best interest of this corporation, and with such

care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

Subsection 2.

Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with Section I above shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or (b) by the court in which the proceeding is or was pending. Such determination may be made on application brought by the corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

Section 8. Limitations

No indemnification or advance shall be made under this Article, except as provided in Section 2 or 5 [Subsection 2 (c)], in any circumstance when it appears. (a) That the indemnification or advance would be inconsistent with a provision of the articles or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or (b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. 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 a. and b. of this Article II of these bylaws in defining any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceedings, 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.

Section 10. Resignation of officers

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

Section 11. Contractual rights of nondirectors and nonofficers

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

Section 12. Insurance

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

ARTICLE 13: BOOKS AND RECORDS

Section 1. Maintenance of corporate records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes in written form of the proceedings of the Board of Directors' and shall keep at its principal office a record giving the names and addresses of the members of the Board entitled to vote. All books and records of the Corporation shall be kept at the Corporation's principal executive office and may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

Subsection 1.

Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

Section 2. Maintenance and inspection of Articles and Bylaws

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal business office in this state, the secretary shall, on the written request, furnish a copy of the articles and bylaws as amended to date.

Section 3. Inspection by Directors

Every director shall have the absolute right at the reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its

subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 4: Corporate Seal

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE 14. CONSTRUCTION AND DEFINITIONS

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

ARTICLE 15: FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of June in each year.

ARTICLE 16: WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice, provided however that in case of a waiver of notice by member such written waiver shall set forth in reasonable detail the purpose for which the meeting is called and the time and place thereof. Attendance at a member's meeting in person shall constitute waiver of notice of such meeting unless attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

ARTICLE 17: AMENDMENTS TO BYLAWS

These bylaws may be altered, amended to repealed, and new bylaws may be adopted by a majority vote of the Board of Directors at any regular meeting or special meeting or by written consent in lieu of a meeting, if at least 14 days written notice is given of the intention to alter, amend or repeal or to adopt new bylaws at such meeting.

ARTICLE 18: CONFLICT OF INTEREST

No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its directors is a director or officer or is otherwise financially interested, shall be either void or voidable because of this relationship or interest or because the director or directors are present at the meeting of the Board of Directors or a committee thereof which authorized, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if: (a) The fact of this relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) The contract or transaction is fair and reasonable to the Corporation.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Graduate Fellowships for Science, Technology, Engineering, and Mathematics Diversity, a California nonprofit public benefit corporation; that these Bylaws, consisting of 15 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on August 13, 2021; and that these Bylaws have not been amended or modified since that date.

Dr. Joretta Joseph
Secretary-Treasurer