AMENDED AND RESTATED BYLAWS
OF THE CHILDREN'S COUNCIL OF SAN FRANCISCO

THESE AMENDED AND RESTATED BYLAWS (these "Bylaws") have been adopted as the bylaws of the Children's Council of San Francisco, a California nonprofit corporation (hereinafter referred to as the "corporation"), with reference to the following facts and circumstances:

WHEREAS, reference is made to the bylaws previously adopted as the bylaws of the corporation (as amended by the Board of Directors of the corporation on November 1, 1994 and as the same may otherwise have been amended from time to time in accordance with their terms, the "Existing Bylaws"); and

WHEREAS, the Board of Directors of the corporation (i) have determined that it is in the best interests of the corporation to replace the Existing Bylaws with these Bylaws and (ii) at a regularly scheduled meeting held on June 1, 2004, have adopted these Bylaws as the bylaws of the corporation, replacing and superseding in their entirety the bylaws previously adopted as the bylaws of the corporation;

NOW, THEREFORE, the Existing Bylaws are hereby amended and restated in their entirety to read as follows:

Mission Statement: Our Mission is to support children, families and child care providers through advocacy, information, education and child care resources.

ARTICLE I
Purpose and Activities

Section 1. Purpose. The purpose of the Children's Council of San Francisco is to provide parents, child care providers, community agencies and concerned individuals with information about child care and child-related services, to provide technical assistance to individuals and groups involved in the provision of child care services, to advocate for the expansion of quality child care and to provide administrative services in connection with child care subsidy programs.

Section 2. Activities. Without limiting the generality of Article I, Section 1 of these Bylaws, the Children's Council of San Francisco endeavors to engage in the following specific activities, in a manner consistent with the above-stated Mission Statement

(a) to provide information and referral regarding child care and child-related services in San Francisco;
(b) to collect and analyze data documenting child care needs in San Francisco;

(c) to work for the expansion of accessible, affordable, quality child care services;

(d) to provide technical assistance and support services to individuals and groups who provide, or wish to provide, child care services;

(e) to inform and advise the general public on child care needs, regulations and legislation;

(f) to encourage communication and cooperation among all agencies and organizations working for improved and expanded child care services;

(g) to facilitate various support services for parents; and

(h) to provide administrative services in connection with child care subsidy programs.

ARTICLE II
Offices

Section 1. Principal Office. The principal office of the corporation shall be located at 445 Church Street, San Francisco, CA 94114.

Section 2. Other Offices. Other offices may at any time be established at any place or places specified by the Board of Directors.
Article III
Membership

Section 1. Members. The corporation shall have no voting members (within the meaning of Section 5056 of the California Nonprofit Corporation Law).

Article IV
Board of Directors

Section 1. Powers. The activities and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operations of the business of the corporation to a committee (however composed) or single person; provided, that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Number of Directors. The maximum number of directors shall be 20.

Section 3. Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is: (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise; (2) 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, or other person maintaining a familial relationship or living arrangement with, any such person; (3) any parent or caretaker receiving subsidy benefits from the Children’s Council. However, any violation of the provisions of this Section 3 shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 4. Election and Term of Office. The term of office of each director of the corporation shall be approximately three (3) years; and, at the end of such period, such term of office shall expire, and the office of such director shall become vacant. The terms of directors shall commence at the time each member is elected to serve on the Board. If a director’s first term commences on or after October 1st, but before December 31st of a year, his or her first term shall conclude at the third subsequent October meeting of the Board. If a director’s first term commences prior to October 1st of a year, that director’s term shall conclude at the fourth subsequent October meeting of the Board. At the end of each term, Board members who wish to continue serving must be re-elected for a second or third term. Board service is limited to three consecutive three-year terms, not inclusive of leaves of absence. A member who has served for 9 years (three 3-year terms) can be considered for board service again after a one-year absence from the board.
The re-election of all directors whose terms expire in a calendar year shall be in October of that year.

Section 5. Vacancies and Removal. Vacancies in the Board of Directors may be filled at any time by a majority of the directors then in office, whether or not the majority is less than a quorum or by a sole remaining director.

Any director may resign by giving written notice to the President and the Executive Director of the corporation. Unless the California Attorney General is first notified, no director may resign where the corporation would then be left without at least one duly elected director in charge of its affairs.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Removal of a board member may occur by a majority vote of the Board of Directors provided that there has been written notice (by one of the means set forth in Article IV, Section 14) of the agenda item within 14 days of the Board meeting.

Section 6. Leave of Absence. A director may request a leave of absence from the Board for a period of three (3) months or less, with the option to renew the leave for another three months, at the discretion of the Executive Committee. The request must be made in writing to the Board President and approved by the Board Executive Committee.

Section 7. Meeting Attendance. Directors are expected to attend Board Meetings. Directors are responsible for notifying the corporation staff in advance when they plan to miss a meeting. A director who misses three (3) regular Board meetings in a year or two (2) consecutive Board meetings, without notification or explanation, must meet with the Board President to discuss his or her attendance.

Section 8. Place of Meetings. Regular and special meetings of the Board of Directors shall be held at the principal office of the corporation, unless (a) otherwise designated by the Board, (b) in the case of regular meetings, one of the other offices referred to in Article II, Section 2 of these Bylaws has been designated in the notice of the meeting, or (c) in the case of special meetings, another location has been designated in the notice of the meeting. Notwithstanding the above provisions of this Section 8, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Section 9. Meetings. The Board of Directors of the corporation shall meet on the first Tuesday of the month, for not fewer than six (6) meetings per year except otherwise designated by action of the Board of Directors (which may delegate such decisions to the Executive Committee). Special meetings of the Board of Directors for any purpose may be called at any time by the President or the Executive Director of the corporation or any two (2) directors.
Notice of the time and place of special meetings shall be given by one of the means set forth in Article IV, Section 14. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to that time of the holding of the meeting. In case such notice is delivered, personally or by telephone or telefax or e-mail, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. Such mailing, telefax, e-mail or delivery, personally or by telephone, shall be due, legal and personal notice to such director.

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such a director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 10. Action at a Meeting; Quorum and Required Vote. Presence of a majority of the Board members presently in office and in no event less than 1/5th of the number authorized by Article IV, Section 2 of the authorized number of directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. The chair (the President or whoever is conducting the meeting in the President’s absence) does not vote except to break a tie. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these Bylaws, or the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required quorum for such meeting, subject to any applicable requirements for approval by a greater number or a disinterested majority.

Section 11. Adjourned Meeting and Notice. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) 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 12. Action by Unanimous Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. For purposes of this Section 12 only, "all members of the Board" does not include any "interested directors" as defined in Section 5233 of the California Nonprofit Corporation Law.
Section 13. Fees and Compensation. Directors shall not receive any compensation for their services as directors of the corporation. Directors shall, however, receive such reasonable reimbursement for expenses that are not otherwise covered in the annual Board budget, as may be fixed or determined by resolution of the Board of Directors.

Section 14. Notice to Directors. Unless stated otherwise in these Bylaws, notice to a director shall be deemed sufficient when it is (a) delivered in person to each director, or (b) communicated to each director by telephone, other oral communication, or by telefax, e-mail or first-class mail, charges pre-paid, addressed to the director at the director's address as it is shown upon the records of the corporation or, if it is not readily ascertainable, at the place at which the meetings of the directors are regularly held.

ARTICLE V
Committees

Section 1. Executive Committee. There shall be at all times an Executive Committee of the Board of Directors, which shall consist of the President, Vice-President, Secretary, and Treasurer. The Executive Director of the corporation shall be an ex-officio nonvoting member of the Executive Committee. The Executive Committee shall have the power and authority of the Board of Directors to act in cases of emergency that require immediate action by the corporation and to undertake such other actions as may from time to time be authorized by the Board. Without limiting the generality of the foregoing, the Executive Committee shall have the following responsibilities (in addition to any other responsibilities delegated to it from time to time by the Board of Directors):

(a) At least once during each fiscal year, reviewing the performance of the Executive Director and presenting such review to the Board of Directors and the Executive Director.

(b) Establishing an agenda for each regularly scheduled meeting of the Board of Directors, and, specifically, identifying and establishing as agenda items for consideration by the Board any strategic issues facing the corporation and any strategic agreements proposed to be entered into by the corporation. As used in the preceding sentence, the phrase "strategic issue" means an issue or proposed transaction involving a material and significant change in the long-term goals, priorities and/or responsibilities of the corporation (and specifically includes, without limitation, any proposed new transaction that would involve expenditures by the corporation or payments to the corporation in excess of One Million Dollars ($1,000,000) in any fiscal year or that would require an increase or decrease in the number of staff employed by the corporation of more than five percent (5%)); and the phrase "strategic agreement" means any agreement proposed to be entered into by the corporation in connection with any such transaction (but the terms "strategic issue" and "strategic agreement" shall not include extensions and renewals of previously approved transactions and agreements, unless the amendments or other changes proposed to be made to the previously-approved...
transaction or agreement as part of such extension or renewal would themselves constitute a "strategic issue").

In no case, however, may the Executive Committee:

(1) Approve any action which, under the California Nonprofit Corporation Law, also requires the affirmative vote of the members of a public benefit corporation.

(2) Fill vacancies on the Board of Directors or in any committee which has the authority of the Board.

(3) Fix compensation of the directors for serving on the Board of Directors or on any committee.

(4) Amend or repeal bylaws or adopt new bylaws.

(5) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable.

(6) Approve any transaction between the corporation and one or more of its directors in which the director or directors have a material financial interest, except as provided by Section 5233 of the California Nonprofit Corporation Law.

At each Board meeting, the President shall report on any actions taken by the Executive Committee since the previous meeting, and such actions shall be subject to the review and approval of the full Board.

Section 2. Finance and Administrative Committee. There shall be at all times a Board Finance and Administrative Committee of the corporation, which shall consist of at least two (2) directors appointed by the Board of Directors. The Board Finance and Administrative Committee shall have proactive oversight of the financial and compliance reporting and disclosure process and the results of that process. It will carry out due diligence by evaluating information from the chief financial officer, program administrator, the internal auditor, and the external auditors and form conclusions. The committee discharges its responsibilities for the benefit of funding sources, bondholders, oversight agencies, and the public at large.

Section 3. Board Development Committee. There shall be a Board Development Committee of the corporation, which shall consist of at least two (2) directors appointed by the Board of Directors. The Board Development Committee shall have the following responsibilities (in addition to any other responsibilities delegated to it from time to time by the Board of Directors):

(a) Identifying, interviewing and presenting to the Board of Directors candidates for open positions on the corporation's Board of Directors.
(b) From time to time reviewing the bylaws of the corporation and recommending appropriate amendments thereto to the corporation's Board of Directors.

Section 4. Other Committees. The Board of Directors may appoint one or more committees, each having at least two (2) directors, to advise the full Board of Directors with respect to various matters of concern to the corporation and to gather such information and make such recommendations as may be requested by the Board of Directors. Examples of committees operated by the Board of Directors include the Resources Committee, and the Advocacy Committee. No such committee, however, shall have the power of the Board itself, unless otherwise authorized by the Board of Directors.

ARTICLE VI
Officers

Section 1. Officers. The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer, elected annually by the Board of Directors. Any two or more offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President. The Board of Directors may appoint, and may empower the President or another officer to appoint, such other officers as the activities of the corporation may require, each of whom shall have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

All officers of the corporation shall hold office from the date elected or appointed to the date of the next succeeding annual meeting (October election) of the Board of Directors, and until the successors to such officers are elected and qualified; subject, however, to the rights of any officer under a contract of employment; and, provided, that all officers, as well as any other employee or agent of the corporation, may, subject to any claim for breach of contract based on any contractual arrangements between any such person and the corporation, be removed at any time at the pleasure of the Board of Directors.

Any officer may resign at any time by giving written notice to the President of the Board of Directors, without prejudice, however, to the rights, if any, of the corporation under any contract to which such an officer is a party. Any resignation shall take effect on the dates of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 2. Duties of the President. The President shall, when present, preside at all meetings of the members and the Board of Directors, and shall perform all the duties commonly incident to that office. The President shall exercise general supervision over
the affairs of the corporation, and shall perform such other duties as the Board of Directors may from time to time determine or as are prescribed by these Bylaws.

Section 3. Duties of the Vice-President. The Vice-President shall perform all the duties of the President in the absence of the President, and in so acting shall have all the powers of the President. The Vice-President shall have such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. Duties of the Secretary. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal office of the corporation and at such other place as the Board of Directors may order, a book of minutes of actions taken at all meetings of the Board of Directors, which minutes shall include the time and place of each such meeting, whether regular or special, and, if special, how authorized, the notice given, the names of those present and absent at such meeting, and the proceeding of such meeting.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties and have such other powers as the Board of Directors may from time to time determine.

Section 5. Duties of the Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation.

The Treasurer shall deposit or assure the appropriate deposit of all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board of Directors. The Treasurer shall disburse or assure the appropriate disbursement of the funds of the corporation as may be ordered by the Board of Directors, shall render to the directors, whenever they request it, an account of the financial condition of the corporation, and shall perform such other duties and have such other powers as the Board of Directors may from time to time determine.

Section 6. Duties of the Executive Director. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the President, the Executive Director shall be the general manager and chief executive officer of the corporation and shall perform all the duties commonly incident to that office or prescribed by the Board of Directors. The Executive Director shall make such reports regarding the affairs of the corporation as the Board of Directors shall from time to time require.

ARTICLE VII
Indemnification

Section 1. Indemnification of Officers, Directors and Agents. The corporation will, and does hereby, indemnify its officers, directors and agents to the fullest extent allowed and within the limits imposed by Section 5238 of the California Nonprofit Corporation Law.
ARTICLE VIII
Execution of Corporate Instruments

Section 1. Execution of Corporate Instruments. The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons to execute corporate instruments or documents, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation with the exception of project contracts from funding agencies, promissory notes, deeds of trust, mortgages and other evidences of indebtedness of the corporation, and other corporate instruments or documents shall be executed signed or endorsed by: (a) the President, or his or her designee and (b) the Executive Director of the corporation.

All checks and drafts drawn on banks or other depositaries on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board of Directors shall authorize so to do.

ARTICLE IX
Maintenance and Inspection of Corporate Records

Section 1. Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors and, to the extent required by applicable law, to the general public, at all reasonable times during office hours.

ARTICLE X
Amendments

Section 1. Power of Directors. New bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of a majority of Directors present at a duly held meeting at which a quorum is present.
CERTIFICATE OF SECRETARY

The undersigned, the duly elected Secretary of the Children's Council of San Francisco (the "corporation"), does hereby certify that the attached Amended and Restated Bylaws of the corporation, comprised of ___ pages (not including this one), were duly adopted as the bylaws of the corporation at a regularly scheduled meeting of the Board of Directors of the corporation duly held on __________, 2004, replacing and superseding in their entirety any bylaws previously adopted as the bylaws of the corporation.

IN WITNESS WHEREOF, this Certificate has been executed as of this ___ day of __________, 2004.

CHILDREN'S COUNCIL OF SAN FRANCISCO

By: __________________________________________
Name: 
Title: Secretary