RESTATED BYLAWS OF
THE SAN BRUNO COMMUNITY FOUNDATION
A California Nonprofit Public Benefit Corporation

Amended and Restated by the SBCF Board of Directors, September 2, 2026
Approved by the San Bruno City Council, October 13, 2026

ARTICLE I.

NAME

Section 1. Corporate Name

The name of this corporation is: The San Bruno Community Foundation (the "Corporation").

ARTICLE II.

OFFICES OF THE CORPORATION

Section 1. Principal Office.

The principal office for the transaction of the activities and affairs of the Corporation (principal office) shall be fixed and located in the City of San Bruno, California. The Board of Directors of this Corporation (the "Board"; each member of the Board, a "Director") may change the location of the principal office to any place within the City of San Bruno, California.

Section 2. Other Offices.

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities. Any change shall be noted in these Bylaws, or this Section may be amended to state the new location.

ARTICLE III.

PURPOSE

The primary purpose of the Corporation is to benefit the San Bruno community through enduring and significant contributions to, and investments in, charitable and community programs, and publicly-owned community facilities, over the long term. In furtherance of that purpose, this Corporation is organized and shall be operated exclusively for charitable purposes (within the meaning of Internal Revenue Code Section 501(c)(3)) by conducting or supporting activities for the benefit, or to carry out the purposes, of organizations, including but not limited to, the City of San Bruno, that: (i) benefit the San Bruno community, and (ii) are described in either (x) Internal Revenue Code Sections 501(c)(4), 501(c)(5), or 501(c)(6) but only if they would be described in Internal Revenue Code Section 509(a)(2) were they organizations described in Internal Revenue Code Section 501(c)(3), or (y) Internal Revenue Code Sections 509(a)(1) or (a)(2).

ARTICLE IV.

MEMBERS

Section 1. Member.

The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law.

ARTICLE V.

BOARD OF DIRECTORS

Section 1. General Corporate Powers.

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, all powers and activities of the Corporation shall be exercised directly by or under the ultimate direction of the Board.

Section 2. Specific Powers.

Without prejudice to the general powers set forth in Section 1 of this Article, but subject to the same limitations and to the approval rights of the City Council of the City of San Bruno (the "City" or "City Council") provided in Article XVI, the Board of Directors shall have the power to:

(a) Appoint and remove, at the pleasure of the Board, all the Corporation's officers and agents, prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws, and require from them security for faithful performance of their duties.

(b) Adopt and use a corporate seal and alter the forms of the seal and certificates.

(c) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities, subject to the reserved powers set forth in Section 3, below.

Section 3. Authorized Number and Qualifications.

(a) The authorized number of Directors shall be an odd number not fewer than five (5) and no more than eleven (11), as determined by action of the City Council.

(b) No Director shall serve concurrently as a member of the San Bruno City Council.

(c) A majority of the authorized number of Directors shall be residents of the City of San Bruno; provided, however, that a non-resident Director need not be removed

solely to comply with such requirement. Among non-residents, preference may be given to representatives of a business or other entity located in or with a substantial interest in the City. Directors should include individuals with particular expertise in areas applicable to the operation of a nonprofit entity, such as financial, investment, legal, philanthropic, or community-based programs.

(d) Directors shall serve without compensation.

Section 4. Restriction of Interested Persons as Directors.

No person serving on the Board may be an interested person. An interested person is:

(a) Any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any expense reimbursement paid to a Director as Director; and

(b) Any brother, sister, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.

However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 5. Designation and Removal of Directors.

All Directors shall be designated and may be removed by the City Council.

Section 6. Term.

Terms for Directors shall be for four years, starting on January 1 of each year, staggered so that a roughly equal number of terms ends every two years, with designated Directors having initial two-year terms where necessary to accomplish this staggering. No Director shall hold office for longer than three consecutive terms; an initial two-year term followed by two four-year terms shall constitute three consecutive terms. However, an unexpired term of less than one-half of a full term shall not count as a term for the purpose of the term limits in this Section. A Director may be reappointed two years after serving three consecutive terms.

Section 7. Events Causing Vacancy.

A vacancy or vacancies on the Board shall exist on the occurrence of the following:

(a) The death or resignation of any Director;

(b) The declaration of a vacancy by majority vote of all Directors then in office, excluding the vote of the Director at issue, when a Director has been declared of unsound mind by an order of court, been convicted of a felony, been found by final order or judgment of any court to have breached a duty under Article 3 of

Chapter 2 of the California Nonprofit Public Benefit Corporation Law, or failed or ceased to meet any required qualification of a Director that was in effect at the beginning of that Director's current term of office;

(c) The action of the City Council to remove any Director upon a finding of cause by a two-thirds (2/3) vote of the total number of authorized Directors;

(d) The increase of the authorized number of Directors;

(e) Expiration of a Director's term of office; or

(f) Action by the City Council to remove a Director.

Vacancies shall be filled by the City Council as provided in Section 5.

Section 8. Resignations.

Except as provided below, any Director may resign by giving written notice to the President or Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the City Council shall appoint a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if the Corporation would be left without a duly selected Director or Directors. A Director's resignation may not be rescinded, revoked, or withdrawn.

Section 9. Compensation and Reimbursement.

The Directors shall serve without compensation, though they may be reimbursed for their reasonable expenditures on behalf of the Corporation if approved by the Board.

Section 10. Approval of Executive Compensation.

The Board (or an authorized committee of the Board) shall review and approve the compensation, including benefits, of the Executive Director to assure that such compensation is just and reasonable and given in return for services actually rendered to this Corporation. This review and approval shall occur upon the hiring of the officer, whenever the officer's term of employment (if any) is renewed or extended, and whenever the officer's compensation is modified (unless the modification extends to substantially all employees).

ARTICLE VI.

DIRECTORS' MEETINGS

Section 1. Place of Meetings.

Regular meetings of the Board shall be held at any place in the City of San Bruno. At least four (4) meetings of the Board shall be held each year, including the annual meeting required by Section 3, below.

Section 2. Method of Meetings.

All meetings of the Board of Directors, or any committee thereof, shall be called, noticed, held, and conducted in accordance with the applicable provisions of the Ralph M. Brown Act (the "Brown Act") (commencing with Section 54950 of the California Government Code). The Board of Directors shall take no action other than at a meeting called, noticed, and held pursuant to these Bylaws.

Section 3. Annual Meeting.

The Board shall hold a regular meeting for purposes of organization, election of officers, and transaction of other business. Notwithstanding any other provision of these Bylaws, the annual meeting shall be held in the City of San Bruno, California.

Section 4. Other Regular Meetings.

Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time.

Section 5. Authority to Call Special Meetings.

Special meetings of the Board for any purpose may be called at any time pursuant to the Brown Act.

Section 6. Quorum.

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, including, without limitation, those provisions relating to:

(a) Approval of certain transactions between corporations having common directorships;
(b) Creation of and appointments to committees of the Board; and
(c) Indemnification of Directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 7. Adjournment.

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

ARTICLE VII.

COMMITTEES

Section 1. Committees of the Board.

The Board, by resolution adopted by a majority of the Directors then in office provided a quorum is present, may create one or more committees, each consisting of two or more Directors and no one who is not a Director, to serve at the pleasure of the Board. Members of Committees shall serve without compensation. Committees are authorized to create subcommittees in their discretion to assist in the work of the committee. Appointments to committees of the Board shall be by majority vote of the Directors then in office. No committee, regardless of Board resolution, may:

(a) Fill vacancies on the Board or on any committee that has the authority of the Board;

(b) Fix compensation of the Directors for serving on the Board or on any committee;

(c) Amend or repeal Bylaws or adopt new Bylaws;

(d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;

(e) Create any other committees of the Board or appoint the members of committees of the Board;

(f) Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be appointed;

(g) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code; or

(h) Approve the merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of the Corporation.

Section 2. Meetings and Action of Committees of the Board.

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws and conducted in accordance with the applicable provisions of the Brown Act concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee, provided they are consistent with these Bylaws, or, in the absence of rules adopted by

the Board, the committee may adopt such rules. The below enumerated committees may be created by the Board, but are not limited to:

Section 3. Advisory Committees.

The Board may also create one or more advisory committees which may contain any number of Director and non-Director committee members. None of the powers of the Board can be delegated to any advisory committee, except that management of the Corporation's activities may be delegated to such a committee to the same extent that those powers may be delegated to anyone pursuant to California Corporations Code §5210 and other provisions of these Bylaws.

Section 4. Audit Committee.

The Corporation shall have an Audit Committee consisting of at least two (2) Directors appointed by the Board. Directors who are employees or officers of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation (other than for service as Director) may not serve on the Audit Committee. The Audit Committee shall perform the duties, but are not limited to:

(a) Assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary;
(b) Negotiating the auditor's compensation;
(c) Conferring with the auditor regarding the Corporation's financial affairs; and
(d) Reviewing and accepting or rejecting the audit.

Members of the Audit Committee shall not receive compensation for their service on the Audit Committee. If the Corporation has a Finance Committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the chair of the Audit Committee may not serve on the Finance Committee. Members of the Audit Committee shall not include the President and the Treasurer.

ARTICLE VIII.

OFFICERS

Section 1. Officers of the Corporation.

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and an Executive Director. The Corporation may also have, at the Board's discretion, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with Section 3 of this Article. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President and the Executive Director may not hold any other office.

Section 2. Election of Officers.

The officers of the Corporation, except the Executive Director and those appointed under Section 3 of this Article, shall be chosen annually by the Board for one-year terms starting on January 1

and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment, and subject to the approval of the City Council.

Section 3. Other Officers.

The Board may appoint and may authorize the President or other officer to appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office, have the authority, and perform the duties specified in the Bylaws or determined by the Board.

Section 4. Removal of Officers.

Without prejudice to any rights of an officer, any officer may be removed with or without cause by the Board and also by any officer on whom the Board may confer that power of removal.

Section 5. Resignation of Officers.

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation. An officer may not rescind, revoke, or withdraw a resignation.

Section 6. Vacancies in Office.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

ARTICLE IX.

RESPONSIBILITIES OF OFFICERS

Section 1. President.

The President shall preside at all Board meetings and shall have such other powers and duties as the Board or the Bylaws may prescribe.

Section 2. Vice President.

If the President is absent or disabled, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 3. Secretary.

The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 4. Treasurer.

The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board.

The books of account shall be open to inspection by any Director at all reasonable times. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

Section 5. Executive Director.

The Board shall appoint an Executive Director, who shall serve as the Corporation's chief executive officer at the pleasure of the Board and whose terms and conditions of employment shall be specified by the Board. The Executive Director shall be responsible for the day-to-day administration of the Corporation and shall have other such powers and duties as are prescribed by the Board. The Executive Director shall hire, direct, and discharge all other agents and employees, who shall have such authority and perform such duties as may be required to carry out the operations of the Corporation in accordance with the policies established by the Board.

Unless excused by the Board's presiding officer or committee chair, the Executive Director shall attend all meetings of the Board and committees, except the Audit Committee; provided, however, that the Board or any committee of the Board may enter into a closed session without the presence of the Executive Director at the President's discretion in compliance with the Brown Act.

ARTICLE X.

STANDARD OF CARE

Section 1. General.

A Director shall perform the duties of a Director, including duties as a member of any committee of the Board 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:

(a) One (1) or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

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

(c) A committee of the Board upon which the Director does not serve that is composed exclusively of any or any combination of Directors and persons described in subsection (a) and (b) of this Section 1, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need thereof is indicated by the circumstances and without knowledge that could cause such reliance to be unwarranted.

A person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defect a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

Section 2. Standard of Care - Investments.

Except with respect to assets held for use or used directly in carrying out this Corporation's charitable activities, in investing, reinvesting, purchasing, 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 incomes, as well as the probable safety of this Corporation's capital.

Section 3. Standard of Care – Self-Dealing Transactions.

The Board shall not approve a contract in which one of its Directors has a financial interest, pursuant to California Government Code Section 1090, or a self-dealing transaction, pursuant to Corporations Code Section 5233.

Section 4. Inspection.

Every Director shall have the right at any reasonable time during the business hours of the Corporation to inspect and copy all books, records, and documents pursuant to the California Nonprofit Public Benefit Corporation Law and the California Public Records Act, and to inspect the physical properties of this Corporation.

ARTICLE XI.

INDEMNIFICATION; LIABILITY OF THE CORPORATION

Section 1. Right of Indemnity.

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described as "agents" in Section 5238(a) of the California Corporations Code, including persons formerly occupying 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 these Bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity.

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

Section 3. Advancement of Expenses.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 4. Insurance.

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's employee's, or agent's status as such.

Section 5. Liability of the Corporation.

The Corporation itself shall be responsible for the management and fiscal affairs of the Corporation and for the payment of any debts and liabilities incurred by the Corporation.

ARTICLE XII.

RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records.

The Corporation shall keep:

(a) Adequate and correct books and records of account; and

(b) Written minutes of the proceedings of its Board and committees of the Board.

The Corporation shall abide by the provisions of the California Public Records Act.

Section 2. Maintenance and Inspection of Articles and Bylaws.

The Corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the Articles of Incorporation and its Bylaws, as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 3. Annual Report.

The Board shall cause an annual report to be sent to the Directors within one hundred fifty (150) days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

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

(b) The principal changes in assets and liabilities, including trust funds;

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes;

(d) The expenses or disbursements of the Corporation for both general and restricted purposes; and

(e) Any information required by Section 4 of this Article.

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

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

Section 4. Annual Statement of Certain Transactions and Indemnifications.

The Corporation shall annually prepare and furnish to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the Corporation's fiscal year:

(a) Any transaction in which the Corporation, its parent, or its subsidiary was a party;

(b) Any transaction in which an "interested person" had a direct or indirect material financial interest; and

(c) Any transaction which involved more than $50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than $50,000. For the purposes of this subparagraph, and subparagraph (b) above, an "interested person" is either of the following:

i) Any Director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

ii) Any holder of more than ten (10) percent of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(d) Any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any officer or Director of the Corporation under Article X, Sections 1, 2 and 3 of these Bylaws.

ARTICLE XIII.

MISCELLANEOUS

Section 1. Fiscal Year.

The fiscal year of this Corporation shall end each year on June 30.

Section 2. Contracts.

All contracts entered into on behalf of this Corporation must be authorized by the Board, or, where the contract is for less than twenty-five thousand dollars ($25,000), by the President, Treasurer, or Executive Director.

Section 3. Execution of Checks.

Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of the Corporation shall be signed by such individuals as are authorized by the Board.

Section 4. Independent Audit.

The Corporation shall retain an independent auditor and conduct annual independent audits in accordance with the applicable provisions of the Supervision of Trustees and Fundraisers for Charitable Purposes Act (commencing with Section 12586 of the California Government Code).

Section 5. Amendment of Bylaws.

The Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of all the Directors then in office and the approval of the City Council. Such amended or newly adopted Bylaws shall take effect immediately upon approval of the City Council.

Section 6. Applicable Law.

This Corporation shall be subject to any and all applicable state, federal, and local laws, including, but not limited to, such laws as may be applicable as a result of the Corporation's affiliation with the City.

Section 7. Ralph M. Brown Act.

All meetings of the Board of Directors, or any committee thereof, shall be called, noticed, held and conducted in accordance with the applicable provisions of the Ralph M. Brown Act (commencing with Section 54950 of the California Government Code).

Section 8. Conflict of Interest.

The Board shall develop, establish, and implement a conflict of interest policy. The policy shall provide that the Board and the Corporation's agents and employees shall not be financially

interested in a contract made by them in their official capacity, or by anybody or board of which they are members pursuant to Government Code Section 1090. In addition, the Corporation shall not authorize any contract in which an officer of the City of San Bruno has a financial interest, either directly or through a body or board of which they are members. Nor shall the Board, its agents, or its employees be purchasers at any sale or vendors at any purchase made by them in their official capacity pursuant to Government Code Section 1090.

ARTICLE XIV.

DISSOLUTION OF THE CORPORATION

Subject to the provisions governing distribution upon dissolution set forth in the Articles of Incorporation of the Corporation, in the event of a dissolution of the Corporation the residual assets shall be distributed as provided in the Articles of Incorporation.

ARTICLE XV.

CONSTRUCTION AND DEFINITIONS

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

ARTICLE XVI.

APPROVAL OF THE CITY COUNCIL

In addition to the City Council having the authority to designate and remove Directors pursuant to Article V, the following actions shall require approval by the City Council:

(a) Any change in the Articles of Incorporation or Bylaws of the Corporation;

(b) Adoption, amendment, or repeal of the Corporation's investment policy and its spending policy;

(c) The Corporation's annual budget;

(d) Adoption, amendment, or repeal of the Corporation's grant policies;

(e) Election of officers of the Corporation;

(f) Any agreement for the management of the affairs of the Corporation;

(g) Acquisition of real estate or of any project that would require the use of City property or resources;

(h) Incurrence of indebtedness by the Corporation in excess of twenty-five thousand dollars ($25,000); and/or

(i) Affiliation of the Corporation with any other entity ("Affiliation" meaning any arrangement whereby the Corporation controls, is controlled by, or is under common control with any other entity or any other similar arrangement).

CERTIFICATE OF SECRETARY

I certify that I am the duly designated and acting Secretary of the San Bruno Community Foundation, a California nonprofit public benefit corporation; that the above Bylaws consisting of 16 pages, are the Bylaws of the Foundation as amended and restated by the Board of Directors at its meeting on September 2, 2026, and that these Bylaws have not been amended or modified since that date. These amended and restated Bylaws were also approved by the San Bruno City Council at a meeting held in San Bruno, California, on October 13, 2026.

Executed on October 19, 2026, at San Bruno, California.

Raul Gomez, Secretary