

**AMENDED AND RESTATED
BY-LAWS
of
THE RED TAB FOUNDATION**

ARTICLE I – OFFICES

1. Principal Office. The Principal office of this Corporation shall be located in the City and County of San Francisco, California.

ARTICLE II – MEMBERS

1. Corporation Without Members. This Corporation has no members. Any action which would otherwise require membership approval shall require only approval of the Board of the Corporation (“the Board”). All rights which would otherwise vest in members shall vest in the Board.

ARTICLE III - BOARD OF DIRECTORS

1. Number. The authorized number of Directors of this Corporation shall not be less than five nor more than fifteen or such number that is determined by an amendment to the Articles of Incorporation or these By-laws.

2. Powers. Subject to the limitations imposed by law or contained in the Articles of Incorporation or these By-laws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the ultimate direction of the Board.

3. Election, Term of Office and Vacancies. Directors of the Corporation shall be elected by the Board to terms of three years. Directors may be reelected at the end of each term to an additional three year term. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which the Director was elected or until a successor has been elected. Vacancies on the Board shall be deemed to exist in the event that the actual number of directors is less than the minimum authorized number. A vacancy, whether or not caused by removal, may be filled by a majority of the Directors then in office, regardless of whether they constitute a quorum, or by a sole remaining Director. No reduction in the minimum authorized number of Directors shall have the effect of removing any Director prior to the expiration of such Director’s term of office.

4. Resignation and Removal. Any Director may resign by giving notice to the Chairperson of the Board, the President, the Secretary or the Board. The resignation of a Director shall be effective when notice is given unless the notice specifies a later time. A majority of the directors may remove any director at any time, with or without cause.

5. Compensation. If the Board so resolves, the directors, including the Chairperson of the Board, may receive compensation and expenses of attendance for meetings of the Board and of committees. Subject to Article III, Section 6 of these By-laws, nothing in this Section shall be construed to preclude any director from serving the Corporation in another capacity and receiving just and reasonable compensation for such service.

6. Restriction on Interested Directors. Not more than 49% of the persons serving on the Board may be interested persons. For purposes of this Section 6, an interested person is either (a) any person currently being compensated by the Corporation for services rendered to the Corporation within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; or (b) any brother, sister, ancestor, descendent, spouse, brother-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

7. Time and Place of Meetings and Telephone Meetings. Regular meetings of the Board shall be held at such times as the Board may determine. All meetings of directors shall be held at the principal office of the Corporation or at such other place, within or without California, as shall be designated in the notice of the meeting or in a resolution of the Board. Directors may participate in a meeting through use of conference telephone or similar communications equipment, provided that all members so participating can hear each other.

8. Special Meetings. Special meetings of the Board may be called by the Chairperson of the Board, the President, the Secretary, any Vice President or any two directors.

9. Notice. Regular meetings of the Board may be held without notice if the time and place of such meetings has been fixed in these By-laws or by the Board. Special meetings shall be held upon four days' notice by first-class mail or 48 hours notice delivered personally or by telephone, including a voice messaging system or other system of technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Neither a notice nor a waiver of notice must specify the purpose of any regular or special meeting. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting is announced at that meeting at which the adjournment is taken, but if a meeting is adjourned for more than 24 hours, a notice of the adjourned meeting shall be given prior to the time of such meeting to the directors who were not present at the time of the adjournment.

10. Meeting Without Regular Call and Notice. The transactions of any meeting of the Board, however called and noticed and wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a written consent to the holding of the meeting or an approval of the minutes of the meeting. For such purposes, a director shall not be considered present at a meeting if, although in attendance at the meeting, the director protests the lack of notice prior to the meeting or at its commencement.

11. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all of the members of the Board individually or collectively consent in writing or by other form of electronic transmission. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such directors.

12. Quorum and Required Vote. A majority of the directors then in office shall constitute a quorum for the transaction of business, provided that unless the authorized number of directors is one, the number constituting a quorum shall not be less than the greater of one-fifth of the authorized number of directors or two directors. In accordance with California Nonprofit Corporation Law, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of

directors, if any action taken is approved by at least a majority of the required quorum for such meeting. A majority of the directors present at a meeting, whether or not a quorum is present, may adjourn the meeting to another time and place.

ARTICLE IV – COMMITTEES OF THE BOARD

1. Committees of the Board. The Board, may by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees of the Board, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to any such committee shall be by a majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee who may replace any absent member at any meeting of the committee. To the extent permitted in a resolution the Board, any such committee may exercise all the authority of the Board except:

a. The approval of any action which, under the California Nonprofit Corporation law, would also require approval by the members or by a majority of all members, were this a Corporation with members.

b. The filling of vacancies on the Board or any committee which has the authority of the Board.

c. The fixing of compensation of the directors for serving on the Board or any committee.

d. The adoption, amendment or repeal of the Corporation's Articles of Incorporation or By-laws.

e. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.

f. The appointment of committees of the Board or the members of such committees.

g. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

h. The approval of any self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Corporation Law.

i. The approval of any merger, reorganization, voluntary dissolution, or any disposition of substantially all of the assets of this Corporation.

2. Advisory Committee. The Corporation may have an Advisory Committee composed of such number and members as may be determined by the Board from time to time. The Advisory Committee may not exercise the authority of the Board to make decisions on behalf of the Corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

3. Conduct of Business. Each committee may determine the procedural rules for meeting and conducting its business, except as otherwise provided herein or required by law. Adequate provision shall be made for notice to members of all meetings; one-third of the members shall constitute a quorum unless the committee shall consist of only two members, in which event one member shall constitute a quorum; and all matters shall be determined by a majority vote of the members present. Action may be taken by any committee without a meeting if all members thereof consent thereto in writing or by electronic transmission, and the writings or transmissions are filed with the minutes of the proceedings of such committee.

4. Committee Meetings. The principles set forth in Article III, Sections 1 through 12 of these By-laws shall apply to committees of the Board and to actions taken by such committees.

ARTICLE V - INDEMNIFICATION

1. Indemnification of Directors, Officers, Employees and Certain Others.

a. Right of Indemnity. To the full extent permitted by law, this Corporation shall indemnify its directors, officers, employees and other persons described in Section 5238(a) of the California Nonprofit Corporation Law, 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 such Section, including without limitation an action by or in the right of the Corporation, an action brought under Section 5233 (self-dealing transactions) of the California Nonprofit Corporation law and an action brought by the Attorney General or a person granted realtor 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 a person described by such Section. "Expenses", as used in this by-law, shall have the same meaning as in Section 5238(a) of the California Nonprofit Corporation Law.

b. Approval of Indemnity. Upon written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Corporation Law, the Board shall promptly determine in accordance with Section 5238(e) 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.

c. Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board in the specific instance, expenses incurred by a person seeking indemnification under this by-law in defending any proceeding covered by this by-law shall be advanced by the Corporation prior to the final disposition of the proceeding upon receipt by the Corporation of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation therefore.

ARTICLE VI - OFFICERS

1. Titles and Relation to Board of Directors. The officers of the Corporation shall include a Chairperson of the Board or a President or both, a Secretary and a Chief Financial Officer. The Board may also appoint one or more Vice Presidents, Assistant Secretaries, Assistant Financial Officers or other Officers. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or Chairperson of the Board. All officers shall perform their duties and exercise their powers subject to the direction of the Board.

2. Appointment, Term of Office and Vacancies. The officers of the Corporation shall be appointed by the Board. The Board may appoint officers or fill vacant offices at any time. Any officer may be a member of the Board except the Chairperson of the Board. The officers shall hold office until their successors are chosen, except that the Board may remove an officer at any time subject to such officer's rights, if any, under a contract of employment.

3. Resignation. Any officer may resign at any time upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. The resignation of an officer shall be effective when notice is given unless the notice specifies a later time. The resignation shall be effective regardless of whether it is accepted by the Corporation.

4. Chairperson of the Board; President. If the Board elects a Chairperson of the Board, such officer shall preside over all meetings of the Board. If there be no Chairperson of the Board, the President shall perform such duties. The Board shall designate either the Chairperson of the Board or the President as the chief executive officer. If there be no Chairperson of the Board, the President shall be the chief executive officer.

5. Secretary. Unless otherwise determined by the Board or the chief executive officer, the Secretary shall have the following powers and duties or such other powers and duties as may be prescribed by the Board or these Bylaws.

a. Record of Corporate Proceedings. The Secretary shall attend all meetings of the Board and its committees and shall record all votes and the minutes of such meetings in a book to be kept at the principal office of the Corporation or at such other place as the Board may determine. The Secretary shall keep, at the Corporation's principal office in California, the original or a copy of the Corporation's Articles of Incorporation and By-laws, as amended.

b. Notices. The Secretary shall give such notices as may be required by law or these By-laws.

6. Chief Financial Officer. Unless the Board designates another treasurer, the Chief Financial Officer shall be the treasurer of the Corporation. Unless otherwise determined by the Board or the chief executive officer, the Chief Financial Officer shall have custody of the corporate funds, shall keep adequate and correct accounts of the Corporation's properties and business transactions, shall disburse such funds of the Corporation as may be ordered by the Board or the chief executive officer (taking proper vouchers for such disbursements) and shall render to the chief executive officer and the Board, at regular meetings of the Board or whenever the Board may require, an account of all transactions and the financial condition of the Corporation.

7. Other Officers. The other officers of the Corporation, if any, shall exercise such powers and perform such duties as the Board or the chief executive officer shall prescribe.

8. Salaries. The Board shall fix the salary of the chief executive officer and may fix the salaries of other employees of the Corporation including the other officers. If the Board does not fix the salaries of the other officer, the chief executive officer shall fix such salaries.

ARTICLE VII - MISCELLANEOUS

1. Reports to Directors.

a. Annual Report. The Corporation shall furnish annually to all directors a report containing the following information, in the appropriate detail and accompanied by a report of the independent accounts or (if there is no report of independent accounts) the certificate of the Chief Financial Officer or other authorized officer that such information was prepared without audit from the books and records of the Corporation:

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

- (ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (iii) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (iv) The expense or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- (v) Any information required by subsection (b) below.

b. Annual Statement. The Corporation shall furnish annually to all directors a report containing the following information:

- (i) Any covered transaction during the previous fiscal year involving more than \$40,000, or which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$40,000. The description shall include the names of the interested person or persons involved in such transaction, such person's relationship to the Corporation, the nature of such person's interest in the transaction, and where practicable, the amount of such interest. For purposes of this subsection (i), a 'covered transaction' is a transaction in which the Corporation, its parent or its subsidiary was a party, and in which either of the following "interested persons" had a direct or indirect material financial interest (other than a mere common directorship): (1) any director or officer of the Corporation, its parent or its subsidiary; (2) any holder of more than 10 percent of the voting power of the Corporation, its parent or its subsidiary. The Corporation shall include in the annual report to directors required by subsection (a) above a statement briefly describing:
- (ii) The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation.

2. Inspection of Records and Properties. Each director may inspect all books, records, documents and physical properties of the Corporation at any reasonable time. The right of inspection includes the right to copy and make extracts.

3. By-laws. The By-laws of the Corporation shall be adopted, amended or repealed by the Board.

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Amended and Restated on November 18, 2010