

AMENDED AND RESTATED BYLAWS

OF

THRESHOLD CHOIR

a California Nonprofit Public Benefit Corporation

June 2026

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**AMENDED AND RESTATED BYLAWS
OF
THRESHOLD CHOIR**

**ARTICLE 1
PRINCIPAL OFFICE**

The principal office of the corporation is located in Sonoma County, California.

**ARTICLE 2
MEMBERSHIP**

The corporation shall have no voting members. The Board of Directors (“**Board**”) may, by resolution, establish one or more classes of nonvoting members.

**ARTICLE 3
BOARD OF DIRECTORS**

Powers. The corporation shall have powers to the full extent allowed by law. All powers and activities of the corporation shall be exercised and conducted by or under the direction of the Board. The Board may delegate the management of activities of the corporation to any person or persons, management company, or committee however composed, 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.

Number of Directors. The number of directors shall be not less than three (3) nor more than nine (9) with the exact authorized number of directors to be fixed, within these limits, by resolution of the Board.

Limitation on Interested Persons. No more than 49% of the directors of the corporation may be interested persons. An interested person is:

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

(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.

Election and Term of Office of Directors. The directors then in office shall elect their successors. Each director shall be elected for an initial term of three (3) years. After the initial term, the Board Chair and Executive Director may nominate a director for a subsequent term of one (1) year. Each director shall hold office until a successor has been elected and qualified.

Vacancies. A vacancy shall be deemed to exist on the Board whenever the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the remaining directors for the unexpired portion of the term.

Resignation. Resignations shall be effective upon receipt in writing by the Chair of the Board, the Secretary, or the Board unless a later effective date is specified in the resignation. Except upon notice to the California Attorney General, no director may resign if the corporation would be left without any duly elected directors.

Removal. A majority of the directors then in office may remove any director at any time, with or without cause.

Annual and Regular Meetings. Annual meetings of the Board shall be held at least once a year. Annual meetings shall be called by the Chair of the Board or any two directors, and noticed in accordance with Section 3.10. Regular meetings of the Board may be held without notice if the date, time, and place of the meetings are fixed by resolution of the Board. Any change in the date, time, or place of a regular meeting shall be noticed in accordance with Section 3.10.

Special Meetings. Special meetings of the Board may be called by the Chair of the Board or any two directors, and shall be noticed in accordance with Section 3.10.

Notice. Notice of the annual meeting and any special meetings of the Board shall state the date, time, and place of the meeting and shall be given to each director at least four days before the meeting if given by first-class mail or 48 hours before the meeting if delivered personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail.

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

Action at a Meeting; Quorum. A majority of the directors then in office shall constitute a quorum of the Board for the transaction of business. However, in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. Every action taken or decision made by a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided in Section 3.05 (filling Board vacancies), Section 3.07 (removing directors), Section 3.13 (taking action without a meeting), Section 4.01 (appointing Board Committees), Section 6.03 (approving self-dealing transactions), Section 7.02 (approving indemnification), and Section 9.07 (amending Bylaws) of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. Directors at 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 such meeting, or a greater number as required by law or by these Bylaws.

Action without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all directors individually or collectively consent in writing to such action. Such action by unanimous written consent shall have the same force and effect as the unanimous vote of the directors at a meeting. The written consents shall be filed with the minutes of the proceedings of the Board.

Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone or video screen communication so long as all participating directors can hear each other. Directors may participate in a meeting through the use of other electronic transmission so long as all of the following apply:

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

(b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Standard of Care. A director shall perform the duties of a director, including duties as a member of any Board Committee, in good faith, in a manner such director believes to be in the best interest of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing such 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 or more officers or employees of the corporation whom the director believes to be reliable and competent as to 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 upon which the director does not serve composed exclusively of any or any combination of directors, persons described in paragraph (a), or persons described in paragraph (b), as to matters within its designated authority, provided that the director believes such committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in California Corporations Code Section 5233, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by the corporation, are dedicated.

Investments. Except with respect to assets held for use or used directly in carrying out the corporation's public or charitable programs, in investing, reinvesting, purchasing, acquiring, exchanging, selling, and managing the corporation's investments, the Board shall avoid

speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the corporation's capital. No investment violates this Section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the corporation.

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

Compensation. The Board may authorize, by resolution, the payment to a director of reasonable compensation for services as a director. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, including expenses for attending meetings of the Board and Board Committees.

ARTICLE 4 COMMITTEES

Board Committees. The Board may, by resolution adopted by a majority of the directors then in office, create one or more Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to such Board Committees shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) create any other Board Committees or appoint the members of any Board Committees;
- (d) fill vacancies on the Board or any Board Committee;
- (e) fix compensation of directors for serving on the Board or any Board Committee;
- (f) amend the Articles of Incorporation;
- (g) amend or repeal these Bylaws or adopt new Bylaws;
- (h) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of the corporation.

Advisory Committees. The Board may establish Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of 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.

Audit Committee. For any tax year in which the corporation is required to have an audit pursuant to Section 9.04 because it has gross revenues of \$2,000,000 or more, the corporation shall have an Audit Committee appointed by the Board. The Audit Committee may include both directors and non-directors, subject to the following limitations: (a) a majority of the members of the Audit Committee may not consist of members of the Finance Committee; (b) the chair of the Audit Committee may not be a member of the Finance Committee; (c) the Audit Committee may not include any member of the staff or the Chair of the Board or Treasurer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with the corporation; and (e) Audit Committee members may not receive compensation greater than the compensation paid to directors for their Board service.

Meetings of Board Committees. Meetings and actions of Board Committees shall be governed by the provisions of Article 3 of these Bylaws concerning meetings and actions of the Board with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board and its members. Minutes shall be kept of each meeting of a Board Committee and shall be filed with the corporate records.

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

ARTICLE 5

OFFICERS

Officers. The officers of the corporation shall be a Chair of the Board, a Vice Chair, a Secretary, a Treasurer, and such other officers with such titles and duties as shall be determined by the Board. 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 or the Chair of the Board. All officers shall be elected from among the directors of the corporation.

Election. The officers of the corporation shall be elected by the Board and shall serve for one (1) year, at the pleasure of the Board, and subject to the rights of any officer under any employment contract.

Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Resignation. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Removal. Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause.

Chair of the Board. The Chair of the Board shall be the chief executive officer of the corporation and shall, subject to the control of the Board, generally supervise, direct, and control the corporation's activities, affairs, and officers. The Chair of the Board shall preside at all Board meetings, shall be a member of all Board Committees, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Vice Chair. The Vice Chair shall, in the absence of the Chair, carry out all the duties of the Chair and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Secretary. The Secretary shall keep or cause to be kept a full and complete record of the proceedings of the Board and its committees, shall supervise the giving of such notices as may be proper or necessary, shall keep or cause to be kept the minute books of the corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

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 supervise the charge and custody of all funds of the corporation, shall supervise the deposit of such funds in the manner prescribed by the Board, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Executive Compensation Review. The Board or a Board Committee shall review any compensation packages, including all benefits, of the Chair or the chief executive officer and the Treasurer or chief financial officer, regardless of job title, and such other officers as may be required by law or which shall be so designated by resolution of the Board, and shall approve such compensation only after determining that the compensation is just and reasonable. The review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of the corporation.

ARTICLE 6

CERTAIN TRANSACTIONS

Loans. The corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer, except as permitted by California Corporations Code Section 5236. The corporation may, however, advance money to a director or officer of the corporation or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Self-Dealing Transactions. The Board shall not approve or permit the corporation to engage in any self-dealing transaction, except as provided in Section 6.03 below. A self-dealing transaction is a transaction to which the corporation is a party and in which one or more of its directors has a material financial interest and which is not described in California Corporations Code Section 5233(b).

Approval. Pursuant to California Corporations Code Section 5233(d), the corporation may engage in a transaction that would otherwise be a self-dealing transaction if the transaction is approved by a court or by the California Attorney General; or if the Board determines, before the transaction, that:

- (a) the corporation is entering into the transaction for its own benefit;
- (b) the transaction is fair and reasonable to the corporation at the time; and
- (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

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

ARTICLE 7

INDEMNIFICATION AND INSURANCE

Right of Indemnity. To the fullest extent allowed by law, the corporation shall indemnify its agents against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding by reason of the fact that such person is or was an agent of the corporation. "Agent" shall have the same meaning as in California Corporations Code Section 5238(a) and shall include the corporation's directors, officers, employees, and other agents. "Proceeding" shall have the same meaning as in Section 5238(a) and shall include any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; "expenses" shall have the same meaning as in Section 5238(a) and shall include reasonable attorneys' fees.

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

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

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

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

Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond the corporation's power to indemnify the agent under law; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of California Corporations Code Section 5233.

ARTICLE 8 GRANTS

Purpose of Grants. The corporation shall have the power to make grants and to provide other financial assistance for the purposes described in its Articles of Incorporation.

Board of Directors' Review. The Board shall establish grant review and approval procedures and shall exercise ultimate control over grants and other financial assistance provided by the corporation. The Board's review and approval procedures shall require that grantees specify the proposed use of the funds and that the Board regularly reviews all grants made.

Refusal and Withdrawal. The Board, in its absolute discretion, shall have the right to refuse to make any grant, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes described in the corporation's Articles of Incorporation, subject to any rights of third parties under any contract relating to such grant.

Periodic Accounting. The Board shall determine under what circumstances to require that grantees furnish a periodic accounting to show that the funds granted by the corporation were expended for the purposes that were approved by the Board.

Restricted Contributions. Unless otherwise determined by resolution of the Board in particular cases, the corporation shall retain complete discretion and control over the use of all contributions it receives, and all contributions received by the corporation from solicitations for specific grants shall be regarded as for the use of the corporation and not for any particular organization or individual mentioned in the solicitation.

ARTICLE 9
MISCELLANEOUS

Fiscal Year. The fiscal year of the corporation shall end each year on December 31st.

Contracts, Notes, and Checks. All contracts entered into on behalf of the corporation must be authorized by the Board or the person or persons on whom such power may be conferred by the Board. Except as required by law, every check, draft, promissory note, money order, or other evidence of indebtedness of the corporation shall be signed by the person or persons on whom such power may be conferred by the Board.

Annual Reports to Directors. The Treasurer shall provide an annual written report to all of the directors within 120 days after the end of the corporation's fiscal year. The report shall contain the following information:

- (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, during the fiscal year;
- (c) the revenue or receipts of the corporation, both unrestricted and restricted to a particular purpose, for the fiscal year;
- (d) the expenses or disbursements of the corporation, for both general and restricted purposes, for the fiscal year;
- (e) any transaction during the previous fiscal year between the corporation (or its parent or subsidiary, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiary, if any) or any holder of more than ten percent of the voting power of the corporation (or its parent or subsidiary, if any), involving (i) more than \$50,000 or (ii) any of a number of such transactions, which in the aggregate involved more than \$50,000, in which the same person had a direct or indirect material financial interest. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest; and
- (f) the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of the corporation pursuant to California Corporations Code Section 5238.

This annual report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without an audit from the books and records of the corporation.

Required Financial Audits. The corporation shall obtain a financial audit by an independent certified public accountant for any tax year in which it receives or accrues gross revenues of \$2,000,000 or more, excluding income from any governmental entity for which the

governmental entity requires an accounting. Any audited financial statements obtained by the corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate.

Electronic Transmissions. Subject to procedures that the Board may adopt, the term “written” and “in writing” as used in these Bylaws includes electronic transmissions, such as facsimile or e-mail, provided that: (a) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (b) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to send the transmission; and (c) for electronic transmissions both from and to the corporation, the transmission creates a record that is capable of retention, retrieval, and review, and may be rendered into clearly legible tangible form.

Maintenance of Certain Records. The corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date. The corporation shall keep its accounting books and records, and minutes of the proceedings of the Board and Board Committees at its principal office or at such other place as designated by the Board. The minutes and the accounting books and records shall be kept either in printed form or in any other form capable of being converted to printed form within a reasonable time.

Amendments. Amendments to these Bylaws may be adopted by the vote of a majority of the directors then in office or by the unanimous written consent of the directors.

Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am presently the duly elected and acting Secretary of Threshold Choir, a California nonprofit public benefit corporation, and that the above Bylaws, consisting of pages, are the Bylaws of the corporation as adopted by the Board of Directors at a duly called and noticed meeting at which a quorum was at all times present on July 21, 2026

Date: July 21, 2026 | 12:08 PM PDT

Signed by:

Glenda Guinn-Gilles

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Glenda Guinn-Gilles, Secretary