

BY-LAWS WINIFRED JOHNSON CLIVE FOUNDATION

WHEREAS: The Trustees of the Winifred Johnson Clive Foundation resolve to adopt the following set of By-Laws to summarize, in one place, their rules of governance, which expands upon, and may modify some provisions of the original Trust document dated November 24, 1986 (a copy of that document is attached hereto as Exhibit A). Any subsequent amendment of these By-laws shall be by amendment of this document and not by amendment of the original Trust document which shall remain unchanged. Any amendment of these By-Laws shall require the affirmative vote of two-thirds (2/3) of the Trustees. However, the By-Laws hereby adopted, and as they may subsequently be amended, in no manner are intended to, nor shall they be so interpreted, to replace the powers, duties and limitations on the powers of the Trustees set forth in the original trust document, nor to jeopardize in any manner the tax-exempt status of the Foundation as a Charitable Foundation pursuant to Internal Revenue Code Section 501(c)(3).

Article I: Object and Purpose of the Foundation: Principal Office

- A. The object and purpose of the Foundation shall be as set forth in the original Trust document. The Trustees have elected to maintain the existence of the Foundation indefinitely, and to fund grant requests received by the Foundation, which are invited by the individual Trustees or the Foundation, and which best fulfill the Mission adopted by the Trustees, to carry out the goals and values of the settler (Winifred Johnson Clive), which may be revised from time to time, at the discretion of the Trustees.
- B. The principal office of this Foundation shall be located at 1660 Bush Street, in the county of San Francisco, California. The Trustees are granted the full power to change the principal office from one location to another. Any changes shall be noted on the By-Laws opposite this section, or this section may be amended to state the new location.

Article II: Trustees

- A. The Board of Trustees shall be composed of no more than eight Trustees who, in their discretion, may add one Associate Trustee, for a total of nine voting Trustees. The Board may also add one former Trustee to the Board as a non-voting Ex-Officio member if the Board feels the former Trustee's knowledge and experience of the Foundation's business would assist the Board in conducting Foundation business. Provided there can only be one Ex-Officio Trustee so serving at any one time. The number of Trustees may decrease to not less than two, as provided in the original Trust document. As provided above, the Trustees may elect one Associate Trustee from the Younger generations of the Johnson Family (see definition hence) to serve for a one-year term. Upon affirmative vote of the Trustees, an associate Trustee's term may be extended one additional year for a maximum term of two (2) years for any Associate Trustee. However, no Associate Trustee will be eligible to vote to extend his or her own term or to vote upon the appointment of a Trustee if the Associate Trustee is being proposed as a candidate. Any vote to extend the term of an Associate Trustee from one year to two years, or to serve as a Trustee, shall be taken outside the presence of the Associate Trustee being voted upon.
 1. If there is a vacancy in the office of a Trustee or Associate Trustee, any Trustee may nominate a candidate for Trustee or Associate Trustee, provided the candidate meets the criteria stated below. Alternatively, the Chairman of the Board of Trustees may

appoint a nominating committee consisting of a minimum of three (3) Trustees who will meet and confer and present to the Board, a slate of not less than two (2) candidates meeting the qualifications set forth below, for the Board to vote upon. At the request of any Trustee or Associate Trustee, any vote of the Board to select a Trustee from the slate presented by the nominating committee shall be conducted by secret ballot.

2. If there is more than one candidate nominated for the office, selection shall be by a majority vote of the Trustees, including the Associate Trustee, except as specifically excluded herein. At the request of any Trustee, or Associate Trustee, any vote of the Board to select a Trustee shall be conducted by secret ballot.

B. The current Trustees presently serving are: Winifred Sharp, Stephanie Johnson, Jon Perkins, Lisa Lunday, Steger Johnson, Jennifer Thielhelm, Elizabeth Stewart and Roland Perkins. The presently serving Ex-Officio Trustee is Grace Perkins. They shall serve without any term limitations. The Trustees may amend these By-Laws in the future to provide for term limitations, provided however, out of deference to the settler of the Foundation (Winifred Johnson Clive), no term limits shall be applicable to the Trustees named in the original Trust document.

C. The appointment of a successor Trustee or an additional Trustee shall be evidenced by an instrument in writing signed by the Trustees and acknowledged by the successor or additional Trustee, and such instrument shall be kept attached to the original minutes applicable to the appointment of such successor Trustee.

D. A Trustee may resign from his or her office at any time. The resignation of a Trustee shall be effected by that Trustee's execution of an instrument in writing delivered to the remaining Trustees, and it shall be attached to the original minutes of the first meeting following the delivery to the Trustees of said resigning Trustee's letter of resignation.

E. Criteria for the selection of a successor or additional individual Trustee.

1. To the extent possible, in keeping with the settler's wishes, at least one Trustee serving in office shall be a descendent of one of her brothers: Charles Johnson, Phillips Johnson, George Johnson, and Tom Johnson.
2. Selection of an individual Trustee, including an "Associate Trustee," shall be from the pool of the descendants of the settler's four brothers (hereinafter referred to as a Johnson Family descendant).
3. In selecting a successor or additional individual Trustee, the Board of Trustees shall consider the following:
 - a. Keeping diversity on the Board of Trustees relating to age, gender, and family representation on the Board.
 - b. To the extent possible, the candidate for Trustee should have knowledge of or about the settler (Winifred Johnson Clive), and her goals and values, and have an interest in working to further them through the work of the Foundation.
 - c. The candidate should have demonstrated an interest in charitable or philanthropic work, in his or her life-work, in school, in his or her community, or

- d. The candidate must be willing to devote the time and effort required of all Trustees, as described to him or her, by the Board of Trustees and by a

description of job expectations as a Trustee, given to him or her in writing.

4. The Trustee must have attained the age of 21 years at the time of taking office.
- F. Vacancy in the office of a Trustee. The office of a Trustee shall be deemed vacant, if the Trustee so serving dies, resigns, or is unable to serve as a Trustee, as determined by the Board of Trustees. The Trustees may fill, during a duly called meeting, any vacancy occurring for any reason, in the office of a Trustee.
- G. Nothing in the above provisions shall replace or alter the power of the Trustees to select a corporation as a successor or additional Trustee, as provided in Article V (1) of the trust document. At any time, the individual Trustees by a majority vote, may remove a corporate Trustee and replace said corporate Trustee with an individual Trustee or another corporate Trustee.

Article III: Associate Trustee

- A. The responsibility for the future of the Foundation ultimately will pass to the next generations of the Johnson Family. As part of the Foundation's agenda, the Trustees have instituted various programs to involve, instruct, and interest the new generations of the Johnson Family in philanthropy in general, and the Foundation in particular. In keeping with that goal, the Trustees have created a position on the Board of Trustees for an Associate Trustee.
- B. The Trustees may elect an Associate Trustee, to serve a one-year term, at the Trustees' discretion. Provided there can only be one Associate Trustee so serving at any one time.
- C. The Associate Trustee will have the same voting and other powers and duties [as regular Trustees] (except as expressly limited by the By-Laws) provided, however, that no Associate Trustee shall be eligible to hold any office on the Foundation Board of Trustees.
- D. Criteria for the selection of an Associate Trustee:
 1. The candidate must be willing and able to attend two meetings of the Foundation, per year, Friday to Sunday (or whatever days are designated by the Board of Trustees), including site visits.
 2. The candidate must be willing and able to review the materials for each meeting and be prepared to vote on grants, and to critically review grant requests.
 3. If possible, the candidate must have demonstrated an interest in philanthropy, and have participated in charitable activities in his or her community or school or the Foundation's activities.
 4. The candidate must be willing to devote the time and effort required of an Associate Trustee as described to him or her by the Board of Trustees and by a description of job expectations as an Associate Trustee, given to him or her in writing.
 5. The candidate should have support and encouragement from his or her immediate

imbursement of expenses made available to the Trustees shall apply to the Associate

Trustee, plus additional funding at the Trustees' discretion.

6. The candidate must be a descendant of the Johnson Family as defined above and must be between the ages of 21 and 35 at the beginning of his or her term of service.
- E. An Associate Trustee may resign at any time by the same methods stated above for the Trustees; and the office of the Associate Trustee shall be deemed vacant by the same provisions governing the Trustees, as well as the manner of documenting same.

Article IV: Conduct of Business

- A. Meeting. The Board of Trustees shall meet at least one time a year, and preferably twice a year. The time and place of the meeting shall be voted on and agreed to by the Board. In an emergency, the Chairman may call a meeting, or a majority of the Board may do so, after giving reasonable notice to the Trustees including any Associate Trustee in office at the time.
- B. Actions taken by the Board shall require a majority vote of the Trustees and Associate Trustee attending the meeting. In order to conduct business, a majority of the Trustees, including any Associate Trustee, if then in office, must be in attendance to constitute a quorum.
- C. Meetings of the Board may be conducted by conference telephone, with some or all of the Trustees and Associate Trustee, participating by telephone, or some at a specific location.
- D. Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the Trustees, including the Associate Trustee, if one is then holding office, consent in writing or e-mail to such action. Such written consent or consents shall be filed with the minutes of the Board pertaining to the meeting at which such action was taken. Such action by e-mail or written consent shall have the same force and effect as if taken by a majority of the Trustees voting at a meeting.
- E. Any Trustee or Associate Trustee, may from time to time, by an instrument in writing, signed by him or her, delegate to any one or more of the other Trustees (but not to an Associate Trustee), his or her authority to act either generally or specifically with respect to any matter or matters affecting the Foundation, provided such written instrument is forwarded to the Foundation office prior to any action or vote is taken by the Board of Trustees, based on that delegation. Similarly, any Trustee or Associate Trustee may recall and revoke any such delegation by an instrument in writing, signed by him or her, provided it is filed with the Foundation office prior to any action or vote is taken by the Board of the Trustees, based on that delegation. The instruments referred to in the previous sentence shall be kept attached to the minutes of the meeting or meetings to which they are applicable.

- F. Nothing in the above provisions shall be deemed to alter the provisions of the Trust document's Article V (5) which controls actions by the Board of Trustees, if the number of Trustees in office is less than three.
- G. The Trustees may amend the By-Laws at a duly called and constituted meeting, consistent with the By-Laws and the provisions of the Trust document, by a two-thirds (2/3) vote of the quorum of voting Trustees at the duly called meeting, so long as there are at least three Trustees in office.
- H. The individual Trustees, the Associate Trustee and any duly elected Ex-Officio Trustee, shall not receive any compensation for their services to the Foundation. They may be reimbursed for authorized expenses incurred on behalf of the Foundation, pursuant to policies adopted and reviewed from time to time by the Board of Trustees.

Article V: Officers of the Board

- A. The Trustees shall elect annually from the Trustees in office, for a one year term, the following officers and any others the Trustees in their discretion deem needed to fulfill the functions of the Foundation.
- B. Any Trustee may nominate any Trustee for an office, or place his or her name in nomination, at such annual meeting. Election shall be by majority vote of the Trustees, including the Associate Trustee, if one is holding office at the time.
- C. Officers
 - 1. Chairman. He or she shall act as the presiding officer and shall sign documents as may be necessary for the Foundation.
 - 2. Secretary. He or she shall maintain and have custody of the records of the Foundation, including the minutes of each meeting of the Board of Trustees. However, if the Trustees employ an agency or organization to perform such duties, the Trustees may delegate those functions to the agency or organization. The Secretary shall supervise such agency or organization from time to time, and report to the Trustees any issues or problems.
 - 3. Treasurer or financial officer. He or she shall have responsibility for overseeing the investments and financial matters of the Foundation. This responsibility may be delegated by the Trustees to an investment advisor or financial institution. However the Treasurer shall consult with the advisors and custodians from time to time, and shall insure that the Trustees receive financial reports and accountings periodically, and in connection with each meeting. He or she shall also keep the Trustees informed at the meetings, or more often if required by circumstances, concerning the health and well-being of the financial status of the Foundation.
 - 4. Any officer may resign at any time upon written notice to the other Trustees, and Associate Trustee, if one is holding office at the time. The resignation shall be signed and in writing and deemed effective when attached to the minutes of the meeting at which the resignation occurs, or the minutes of the next possible meeting of the Board, and a copy shall be attached to the minutes of the meeting. The Board

Article VI: (Johnson Family Members - Grant Making Participation

- A. Members of the Johnson Family, as defined above, or their spouses, may present to any Trustee, but not to an Associate Trustee, a grant proposal for a grantee, with whom the person has worked in his or her community a substantial period of time, as a volunteer, or officer or director, or other capacity, and about which the person has quality knowledge of the proposed grantee's financial status and history of operations.
- B. The grant proposal must fit within the goals and aspirations of the Mission Statement.
- C. Prior to submission to the Foundation, the person must work with the Trustee he or she has selected, to insure the proper paperwork is provided, and the required grant application forms are used, and that the proposal fits within the Mission Statement of the Foundation.
- D. If, in the discretion of the Trustee to whom the grant proposal has been made, the grant proposal meets the above requirements, the Trustee will sponsor the grant application at a Trustee Board meeting and become that grantee's sponsor and follow up Trustee to insure adequate reporting and site visits during the grant period, if the grant is funded.
- E. At the meeting at which the grant proposal is under consideration for funding, the person bringing the grant request to the Foundation may appear before the Board to explain, discuss, promote, and answer questions about the grantee. The person, however, must retire from the meeting when the Trustees deliberate and vote on the grant proposal.
- F. Any funding of proposals coming from Johnson Family Members, or spouses, is entirely at the discretion of the Trustees.
- G. Any person qualified to present a grant proposal under this Article, shall be limited to one proposal per year; and if one is being funded more than one year or an additional year, no additional proposals will be considered from that person.

Approved by the Board of Trustees on _____

Signed Winifred J. Sharp
Winifred J. Sharp, President