

**Amended and Restated Bylaws
of
The Trevor Project, Inc.**

(a California Nonprofit Public Benefit Corporation)

Adopted September 24, 2018

TABLE OF CONTENTS

	Page
ARTICLE 1: NAME.....	1
1.1 Name.....	1
ARTICLE 2: OFFICES.....	1
2.1 Principal Executive Office.....	1
2.2 Other Offices.....	1
ARTICLE 3: OBJECTIVES AND PURPOSES.....	1
ARTICLE 4: DEDICATION OF ASSETS	2
ARTICLE 5: MEMBERSHIP.....	2
5.1 Statutory Members.....	2
5.2 Nonstatutory Members.....	2
ARTICLE 6: BOARD OF DIRECTORS	2
6.1 Powers.....	2
6.2 Number of Directors	2
6.3 Qualifications of Directors.....	2
6.4 Restriction on Interested Directors	3
6.5 Election and Term of Office	3
6.6 Vacancies, Removal and Resignation; Founder Designation Right	3
6.7 Place of Meetings; Meetings by Telephone or Electronic Communications.....	4
6.8 Annual Meeting	5
6.9 Other Regular Meetings.....	6
6.10 Special Meetings; Notice; Waiver of Notice	6
6.11 Action at a Meeting: Quorum and Required Vote.....	6
6.12 Adjourned Meeting and Notice.....	7
6.13 Action Without a Meeting	7
6.14 Fees and Compensation	7
6.15 Self-Evaluation	7
ARTICLE 7: COMMITTEES.....	7
7.1 Committees of Directors.....	7
7.2 Meetings and Actions of Committees.....	8
7.3 Executive Committee.....	9

7.4	Audit Committee.....	9
7.5	Nominating Committee.....	10
7.6	Additional Committees	10
ARTICLE 8: OFFICERS.....		10
8.1	Officers	10
8.2	Duties of the Chairperson of the Board	11
8.3	Duties of the Chief Executive Officer	12
8.4	Duties of the Secretary.....	12
8.5	Duties of the Treasurer.....	13
8.6	Duties of the Vice Chairperson(s) of the Board.....	13
8.7	Duties of the Chairperson Emeritus of the Board.....	14
ARTICLE 9: STANDARD OF CARE		14
9.1	General.....	14
9.2	Indemnification	14
9.3	Insurance	15
ARTICLE 10: EXECUTION OF CORPORATE INSTRUMENTS, AND VOTING OF STOCKS AND MEMBERSHIPS HELD BY THE CORPORATION.....		15
10.1	Execution of Corporate Instruments	15
10.2	Voting of Stocks Owned by Corporation.....	15
ARTICLE 11: ANNUAL REPORT TO DIRECTORS.....		16
ARTICLE 12: MAINTENANCE AND INSPECTION OF CORPORATE RECORDS.....		16
12.1	Maintenance and Inspection of Articles and Bylaws.....	16
12.2	Maintenance and Inspection of Other Corporate Records.....	16
ARTICLE 13: LOANS TO DIRECTORS AND OFFICERS		17
ARTICLE 14: FISCAL YEAR.....		17
ARTICLE 15: CONSTRUCTION AND DEFINITIONS		17
ARTICLE 16: CORPORATE SEAL.....		17
ARTICLE 17: AMENDMENTS		17
ARTICLE 18: NONDISCRIMINATION POLICY		18
ARTICLE 19: BOARD FINANCIAL CONTRIBUTION POLICY.....		18
ARTICLE 20: ADVISORY COUNCILS.....		18

AMENDED AND RESTATED BYLAWS

OF

THE TREVOR PROJECT, INC.

(a California Nonprofit Public Benefit Corporation)

Adopted September 24, 2018

ARTICLE 1: NAME

- 1.1 Name. The name of this corporation is **THE TREVOR PROJECT, INC.**

ARTICLE 2: OFFICES

2.1 Principal Executive Office. The principal executive office of the corporation shall be located in Los Angeles County, California or New York, New York. The Board of Directors may change the location of the principal executive office from one location to another.

2.2 Other Offices. Other offices may at any time be established at any place or places specified by the Board of Directors.

ARTICLE 3: OBJECTIVES AND PURPOSES

The primary charitable purpose of this corporation is to end suicide among lesbian, gay, bisexual, transgender, queer and questioning (“LGBTQ”) young people. Its vision is to always be the world’s largest and best-in-class provider of suicide prevention and crisis intervention services for LGBTQ youth, and serve as a leading voice in education, advocacy and research related to LGBTQ youth and mental health. In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing primary charitable purposes.

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law (the “Law”) for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes.

This corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation; provided,

however, that in no event shall the corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 4: DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation, including The Trevor Project name and brand, are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or entity, or any member, director or officer of this corporation except as provided herein. On liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to an organization dedicated to charitable purposes that has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE 5: MEMBERSHIP

5.1 Statutory Members. The corporation shall not have any members within the meaning of Section 5056 of the Law.

5.2 Nonstatutory Members. At the discretion of the Board of Directors, the corporation may admit individuals to one or more classes of nonvoting members who are not members within the meaning of Section 5056 of the Law; the class or classes shall have such rights and obligations as the Board of Directors finds appropriate.

ARTICLE 6: BOARD OF DIRECTORS

6.1 Powers. Subject to the Articles of Incorporation and the Law, the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to an Executive Director, who may also be referred to as the Chief Executive Officer, management company, committee (however composed), or other person; provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

6.2 Number of Directors. The minimum authorized number of directors of the corporation shall be four (4), and the maximum authorized number of directors of the corporation shall be thirty (30), in each case until changed by amendment to this paragraph 6.2 adopted pursuant to Article 17.

6.3 Qualifications of Directors. Each Director shall be an individual at least eighteen (18) years of age. The size of the Board may be increased and/or its membership revised, from time to time, to provide a wide range of backgrounds and appropriate experience.

Except for a “designator” as described in paragraph 6.6 below, the members of the Board of Directors shall be appointed by the existing Board of Directors.

It is the intent of the corporation that the composition of the Board of Directors shall represent a diversity of skills and perspectives to enable the Board of Directors to make informed, well-balanced decisions on the economic viability and social impact of its activities.

6.4 Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be “interested persons”, as defined in Section 5227 of the Law. Subject to any modifications or amendments to Section 5227 of the Law, an interested person is: (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity of enforceability of any transaction entered into by the corporation.

6.5 Election and Term of Office. The term of office of each director of the corporation shall be three (3) years and until his, her or their successor has been selected and seated. Each director appointed to the Board on or after the date upon which these Bylaws are adopted as first set forth above (the “Effective Date”) may serve a maximum of three (3) consecutive terms (the “Term Limit”). The Term Limit shall also apply to each director appointed to the Board prior to the Effective Date, except that any director who was appointed prior to the Effective Date and has already served as a director for six (6) or more consecutive years shall be permitted to complete his, her or their current three (3)-year term and one additional three (3)-year term. The Board may extend a director’s term as it deems necessary, including to complete his, her or their term on the Executive Committee.

Directors may be appointed at any meeting of the Board. A director may succeed himself, herself or themselves in office, subject to the term limits set forth above.

6.6 Vacancies, Removal and Resignation; Founder Designation Right. A vacancy in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by the Board of Directors of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty under Sections 5230-39 of the Law dealing with standards of conduct for a director, or has missed three (3) consecutive mandatory meetings of the Board of Directors or a total of four (4) mandatory meetings of the Board of Directors during any one calendar year; or (iii) an increase in the authorized number of directors.

The Board of Directors, upon the motion of any director and by the affirmative vote of a majority of the directors then in office, may remove any director with just cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set forth in paragraph 6.10 of this Article 6 (whether such action occurs at a regular or special meeting) that such action would be considered at the meeting. The Board of Directors, upon the motion of any director and by the affirmative vote of two-thirds (2/3) of the directors then in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set forth in

paragraph 6.10 of this Article 6 (whether such action occurs at a regular or special meeting) that such action would be considered at the meeting.

All vacancies may be filled by vote of a majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the Chief Executive Officer, the Secretary, or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the corporation would then be left without a duly elected director in charge of its affairs.

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

Peggy Rajski shall be a "designator" within the meaning of Section 5220 of the Law with the limited and non-transferable right to designate herself to the Board. If so self-designated, Rajski shall have all the same rights, responsibilities, and obligations as an elected Board member, excluding the term limit and election requirements. The Board may remove the foregoing designation right and, consequently and simultaneously, remove Rajski from the Board by following the procedures set forth above in this paragraph 6.6 for removal of directors generally. Any other founders of the corporation may be appointed to the Board pursuant to Section 6.3 but shall not be a "designator" within the meaning of Section 5220 of the Law.

For purposes of this paragraph 6.6, "just cause" shall be defined as the determination by the Board that any of the following events has occurred: (1) misappropriation of the corporation's funds or assets of any nature, including its intellectual property; (2) violation of any policy enacted by the Board that includes removal from the Board as a consequence of any violations thereunder; (3) any intentional or negligent act that is materially damaging to the corporation or its charitable purpose, professional reputation or its other interests, or that has the potential for causing material harm or damage to any client, employee or donor of the corporation; (4) any physical or mental illness to the extent that the director is unable to perform the essential functions required by these Bylaws on other than a temporary basis; or (5) any conviction or a plea of guilty or nolo contendere to any felony or a misdemeanor involving fraud, embezzlement, theft, dishonesty, or any other crime if such a conviction or plea relating to any other crime affects adversely, or could reasonably be expected to affect adversely, the reputation or standing of the corporation or the director's ability to perform services under the bylaws.

6.7 Place of Meetings; Meetings by Telephone or Electronic Communications. The Chairperson or Chief Executive Officer shall set the location for any meetings, regular or special, of the Board. Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by the Chairperson or Chief Executive Officer. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at

any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice because notice is waived or the meeting is otherwise consented to in accordance with paragraph 6.10, at the principal executive office of the corporation.

Directors may participate in any meeting, regular or special, through use of (i) conference telephone, (ii) electronic video screen communication or (iii) “electronic transmission by the corporation” and “electronic transmission to the corporation” as such terms are defined below. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

- (A) Each director participating in the meeting can communicate with all of the other directors concurrently; and
- (B) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

“Electronic transmission by the corporation” means a communication (a) delivered by (1) facsimile or email when directed to the facsimile number or email address, respectively, for that recipient on record with the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to the Law, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

“Electronic transmission to the corporation” means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the corporation has provided from time to time to directors for sending communications to the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (3) other means of electronic communication, (b) as to which the corporation has placed in effect reasonable measures to verify that the sender is the director purporting to send the transmission, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

6.8 Annual Meeting. The Board of Directors shall hold a regular meeting each year, at a time and location to be set by the Chairperson or Chief Executive Officer, for the purpose of appointing directors and officers of the corporation, and for the transaction of other business.

After the time and location of such an annual meeting has been set and communicated to the Board of Directors, such an annual meeting may be held without additional notice.

6.9 Other Regular Meetings. The Board of Directors shall hold other regular meetings, at a time and location to be set by the Chairperson or Chief Executive Officer. After the time and location of such meetings have been set and communicated to the Board of Directors, such regular meetings may be held without additional notice.

6.10 Special Meetings; Notice; Waiver of Notice. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson of the Board, the Chief Executive Officer, the Secretary, or any two directors. The time and location of such special meetings shall be set by the Chairperson or Chief Executive Officer, or if neither the Chairperson nor the Chief Executive Officer have set such time and location within ten (10) business days of a written request to do so by the Secretary or the two (2) directors calling the meeting.

Special meetings of the Board shall be held upon four days' written notice by first-class mail, forty-eight (48) hours' notice delivered (i) personally (which may be oral or written), (ii) by telephone, including a voice messaging system, or (iii) by "electronic transmission by the corporation" (as defined in paragraph 6.7), or the minimum notice otherwise required by the Law. Written notice shall be addressed or delivered to each director at his, her or their physical or email address, as applicable, as it is shown upon the records of the corporation, or as may have been given to the corporation by the director for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by electronic means by the person giving the notice to the recipient, as the case may be. Oral notice shall be deemed to have been given at the time it is communicated to the recipient, including by telephone voice messaging system.

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. The waiver of notice or consent need not specify the purpose 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.

6.11 Action at a Meeting: Quorum and Required Vote. Presence, in any manner set forth in paragraph 6.7, of a majority of the directors then in office, at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number or the same number after disqualifying one or more directors from voting is required by the Articles of Incorporation, these Bylaws, or the Law. Directors may not

vote by proxy. If a quorum is initially present at a meeting, the directors may continue to transact business notwithstanding the withdrawal of enough directors to leave less than a quorum. Any action taken after such a withdrawal shall be valid if it is approved by at least a disinterested majority of the required quorum for such meeting (or such greater number as required by the Articles of Incorporation, these Bylaws or the Law). Adoption or revocation of a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business, requires the approval of two-thirds (2/3) of the directors of the corporation.

6.12 Adjourned Meeting and Notice. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in paragraph 6.10.

6.13 Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. Directors may consent, vote, or otherwise take action under this paragraph 6.13 by a signed document transmitted by mail, messenger, courier, email, facsimile, or any other reasonable method satisfactory to the Chairperson or the Secretary.

6.14 Fees and Compensation. Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursements of expenses as may be fixed or determined by resolution of the Board of Directors, excluding where otherwise provided for herein. Notwithstanding the provision of this paragraph, the Executive Committee is empowered to approve reasonable compensation of a director for services to the corporation that are independent of the director's duties as a director or committee member.

6.15 Self-Evaluation. The Board of Directors, or a committee designated by the Board, shall conduct an annual self-evaluation of the Board of Directors' performance, using the process set forth from time to time in the corporation's governing policies.

ARTICLE 7: COMMITTEES

7.1 Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one (1) or more committees, each of which shall consist of three (3) or more directors, and may also include members who are not on the Board of Directors, to serve at the pleasure of the Board. To the extent possible, each committee shall consist of an odd number of directors. The Chairperson of the Board will make a recommendation for each Committee chair(s) which will then be voted on by a majority of the directors then in office, provided that a quorum is present. Each Committee Chairperson(s) will work with the Chairperson of the Board to form their committee. Any committee that includes voting members who are not on the Board of Directors

may not be delegated the authority or power of the Board of Directors. Any committee whose voting members consist only of directors, to the extent of the powers specifically delegated in the resolution of the Board of Directors or in these Bylaws, may have all or a portion of the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:

(a) Approve any action that, under the Law, also requires the affirmative vote of the members of a public benefit corporation.

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

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

(d) Amend or repeal the Articles of Incorporation or these Bylaws or adopt new bylaws.

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

(f) Appoint any other committees of the Board of Directors or the members of such committees.

(g) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

(h) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business; or revoke any such plan.

(i) Approve any self-dealing transaction, except as provided by Section 5233 of the Law.

No committee shall bind the corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors or by these Bylaws.

7.2 Meetings and Actions of Committees. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 6 of these Bylaws, concerning meetings and actions of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its chairperson(s) or members for the Board of Directors and its Chairperson and members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of any committee may be called by the chairperson of such committee, or by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members of the committee, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules and

charters not inconsistent with the provisions of these Bylaws for the governance of any committee.

7.3 Executive Committee. Pursuant to paragraphs 7.1 and 7.5, the Board may appoint three (3) or more directors to serve as the Executive Committee of the Board. At a minimum, the Executive Committee shall consist of the Chairperson, the Chief Executive Officer, the Chairperson Emeritus (if any) and each other Officer who is also a director. The Executive Committee may also include the founder set forth in paragraph 6.6 at such founder's option and if such founder is a member of the Board in good standing. The founder set forth in paragraph 6.6 may also recuse herself from the Executive Committee at any time; provided that such a recusal must be effective at least until the next Executive Committee is formed pursuant to paragraph 7.5. The Chief Executive Officer and Chairperson Emeritus (if any) shall be nonvoting members of the Executive Committee. The other directors on the Executive Committee shall be voting members, unless otherwise specified by the Board. To the extent possible, the Executive Committee shall consist of an odd number of voting members. If there is an even number of voting members on the Executive Committee at any time and for any reason (including the resignation of an Executive Committee member during such member's term), the Board may appoint a Member-at-Large (as defined in paragraph 7.5) as a temporary voting member of the Executive Committee. Such Member-at-Large shall serve on the Executive Committee until the next annual meeting of the Nominating Committee as set forth in paragraph 7.5 or such other time as the Board may agree upon. For the avoidance of doubt, the Executive Committee may meet and conduct business when comprised of an even number of voting members. The Executive Committee, unless limited in a resolution of the board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in paragraph 7.1.

7.4 Audit Committee. If the corporation receives or accrues in any fiscal year gross revenue of two million dollars (\$2,000,000) or more, exclusive of grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received, the corporation shall do the following:

(a) Prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant in conformity with generally accepted auditing standards. For any nonaudit services performed by the firm conducting the audit, the firm, and its individual auditors shall adhere to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the Comptroller General of the United States (the Yellow Book). If the corporation is under the control of another organization, the controlling organization may prepare a consolidated financial statement. The audited financial statements shall be made available for inspection by the Attorney General and by members of the public no later than nine months after the close of the fiscal year to which the statements relate. The corporation shall make such annual audited financial statements available to the public in the same manner that is prescribed for IRS Form 990 by Internal Revenue Code Section 6104(d) and associated regulations.

(b) Have an audit committee appointed by the Board. The audit committee may include persons who are not directors. The audit committee shall not include any members of the staff, the Chief Executive Officer or the Treasurer (whether or not such persons are unpaid volunteers). The audit committee may have as few as one member. If the corporation has a finance committee, it must be separate from the audit committee. Members of the finance committee may serve on the audit committee. The chairperson of the audit committee may not be a member of the finance committee. Members of the finance committee shall constitute less than one-half of the membership of the audit committee. Members of the audit committee shall not receive any compensation from the corporation in excess of the compensation, if any, then received by directors for service on the Board. Members of the audit committee shall not have a material financial interest in any entity doing business with the corporation. If the corporation is under the control of another corporation, the audit committee may be part of the board of directors of the controlling corporation. Subject to the supervision of the Board, the audit committee shall be responsible for recommending to the Board the retention and termination of the independent auditor and may negotiate the independent auditor's compensation, on behalf of the Board. The audit committee shall confer with the auditor to satisfy its members that the financial affairs of the corporation are in order, shall review and determine whether to accept the audit, shall assure that any nonaudit services performed by the auditing firm conform with standards for auditor independence referred to in paragraph 7.4(a), above, and shall approve performance of nonaudit services by the auditing firm, if any.

7.5 Nominating Committee. Each year prior to the end of the corporation's fiscal year, the Chairperson of the Board, together with the Chairperson Emeritus of the Board (if any), shall nominate from within the Board of Directors an ad hoc Nominating Committee. The Nominating Committee shall be responsible for the nomination of any new Executive Committee members, including, if necessary to provide for an odd number of voting members on the Executive Committee in accordance with paragraph 7.3, a Member-at-Large (a "Member-at-Large") to be nominated from among the directors not otherwise serving on the Executive Committee. Notwithstanding the foregoing, if a member of the Board in good standing, the Chairperson Emeritus (if any) shall be an automatic member of the Nominating Committee.

7.6 Additional Committees. Additional ad hoc committees may be appointed by the Executive Committee, any standing committees may be appointed by the Board of Directors in accordance with paragraph 7.1.

ARTICLE 8: OFFICERS

8.1 Officers. The officers (each an "Officer" and together the "Officers") of the corporation shall consist of the Chairperson of the Board, one or two Vice Chairperson(s) of the Board, a Chief Executive Officer or Executive Director (herein referred to as "Chief Executive Officer"), the Secretary, and the Treasurer, and each of them shall be appointed by the Board of Directors. The Chairperson and Vice Chairperson(s) shall each be a director; other Officers may, but need not, be directors. Any two or more offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the Chief Executive Officer or the Chairperson of the Board. Subject to this Article 8, the Board of Directors may appoint, and may empower the Chairperson of the Board, the Chief Executive Officer or another Officer to appoint, such other officers as the activities of the corporation may require, each of whom shall

have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine. In the event the Chairperson of the Board or any other Officer is incapacitated, either temporarily or for the remainder of a term, the Executive Committee may appoint an interim Chairperson (or other Officer) until the Board of Directors can convene for an election. The Board may appoint more than one (1) director to serve as Co-Chairpersons of the Board, in which case all references to the Chairperson in these Bylaws shall be construed to mean the Co-Chairpersons.

Other than the Chief Executive Officer, an Officer's term will coincide with the fiscal year and will run from the first Board meeting of the new fiscal year and expire two (2) years hence. Other than the Chief Executive Officer, an Officer may only serve a maximum of two (2) consecutive terms in the same officer role, after which he, she or they will not be eligible to serve as an officer in that same role again unless otherwise determined by the Board. Such an Officer is eligible to serve in a different officer role. All Officers may, subject to any claim for breach of contract based on any contractual arrangements between any such person and the corporation, be removed at any time at the pleasure of the Board of Directors. Upon the removal, resignation, death, or incapacity of any Officer, the Board of Directors, the Chairperson of the Board, the Chief Executive Officer or another officer in cases where the Chairperson of the Board, the Chief Executive Officer or the other officer has been vested by the Board of Directors with power to appoint, may declare such office vacant and fill such vacancy.

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

The salary and other compensation (if any) of the Officers shall be fixed from time to time by resolution of or in the manner determined by the Board of Directors. No salaried Officer shall be permitted to vote on his, her or their own compensation as an Officer. The Executive Committee (without the participation of such Officer, except as may be requested by the Executive Committee), or another authorized committee with Board-delegated powers as may be appointed to do so in the future, shall review and approve the compensation (if any), including benefits, of the Chief Executive Officer and any other salaried Officers. This review and approval shall occur initially upon the hiring of such Officer, whenever the term of employment, if any, of the Officer is renewed or extended, and whenever the Officer's compensation is modified. Separate review and approval shall not be required if a modification of compensation extends to substantially all employees.

In addition to the duties specified in this Article 8, Officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, subject to control of the Board of Directors, and shall perform such additional duties as the Board of Directors shall from time to time assign.

8.2 Duties of the Chairperson of the Board. The duties of the Chairperson of the Board include the following:

- Presides over all Board of Directors meetings (at least four (4) per year) and sets meeting agendas with the Chief Executive Officer
- Oversees committees whose chairperson(s) report to him, her or them or the Chairperson's delegated Vice Chairperson
- Sits as an ex-officio member of all Board committees
- Appoints a Vice Chairperson to act as Chairperson in his, her or their absence
- Appoints Committee Chairperson(s)
- Chairs Executive Committee Meetings and sets agenda with the Chief Executive Officer
- If still serving as a director, sits on the Executive Committee as Chair Emeritus as set forth in paragraph 8.7 for one (1) year after Chair term expires
- Recommends new Board members' committee assignments

8.3 Duties of the Chief Executive Officer. The Chief Executive Officer shall function as the General Manager and Chief Executive Officer of the corporation, and shall manage the corporation in administering the conduct of its charitable purposes. Where appropriate, the Board of Directors shall place the Chief Executive Officer under a contract of employment. The Chief Executive Officer shall be responsible to and governed by the Board of Directors, shall report to and advise the Chairperson of the Board on all significant matters of the corporation's activities, and shall see that all orders and resolution of the Board are carried into effect. The Chief Executive Officer shall be empowered to act, speak for or otherwise represent the corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The Chief Executive Officer shall be responsible for the hiring and firing of all personnel other than Officers appointed by the Board, and shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board. Subject to such limitations as may be established by the Board, the Chief Executive Officer is authorized to contract, receive, deposit, disburse, and account for funds of the corporation in fulfillment of the corporation's objectives; to execute in the name of the corporation all bonds, contracts, deeds, leases, and other written instruments authorized either generally or specifically by the Board to be executed by the corporation; and to negotiate all material business transactions of the corporation. The Chief Executive Officer is an ex-officio member of each committee, and the Chief Executive Officer, and/or his, her or their designee, may attend meetings of each committee, including the Executive Committee.

8.4 Duties of the Secretary. The Secretary shall be the custodian of the books, records and files of the corporation. The Secretary shall keep or cause to be kept, at the corporation's principal office a minute book of all meetings of the Board and its committees. The Secretary shall also keep, or cause to be kept, at the corporation's principal office the original or a copy of the Articles of Incorporation and Bylaws of the corporation, as amended to date. The Secretary

shall give, or cause to be given, notice of all meetings of the Board and any committee thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Board, including the following duties:

- Takes or causes to be taken all official Board of Directors meeting minutes
- Distributes or causes to be distributed Board minutes to the Chief Executive Officer and Board of Directors
- Participates in Executive Committee meetings
- Shall keep the seal of the corporation (if any) in safe custody

8.5 Duties of the Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the directors of the corporation such financial statements and reports as are by law or these Bylaws required to be sent to them. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation and at such depositories as may be designated by the Board. The Treasurer shall disburse, or cause to be disbursed, the funds of the corporation as may be authorized by the Board, shall render to the Chief Executive Officer or the directors, whenever requested, an account of all transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be delegated by the Board, including the following duties:

- Serves as an ex-officio member of the Finance Committee, if any
- Oversees accounting responsibilities and reviews accounting reports on a regular basis
- Participates in Executive Committee meetings

8.6 Duties of the Vice Chairperson(s) of the Board. The duties of each Vice Chairperson of the Board are as follows:

- Sits as an ex-officio member on up to three (3) committees assigned by the Chairperson and reports to the Chairperson and the Executive Committee on the committees' progress
- Participates in Executive Committee meetings
- Is able to assume Chairperson's position in Chairperson's absence
- Assists Chairperson as needed in other areas

8.7 Duties of the Chairperson Emeritus of the Board. At the conclusion of his, her or their term as Chairperson of the Board, the Chairperson serves for one (1) year as the Chairperson Emeritus of the Board. The duties of the Chairperson Emeritus of the Board are as follows:

- Advises the Chairperson of the Board as requested by the Chairperson
- If still serving as a director, serves as a nonvoting member on the Executive Committee and attends Executive Committee meetings as regularly as possible
- If still serving as a director, nominates members of the Nominating Committee with the Chairperson of the Board
- If still serving as a director, serves as a voting member of the Nominating Committee

ARTICLE 9: STANDARD OF CARE

9.1 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 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, persons described in paragraph 9.1(a), or persons described in paragraph 9.1(b), 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 therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Section 5233 of the Law, 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 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 a corporation, or assets held by it, are dedicated.

9.2 Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the 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 defined in Section 5238(a) of the Law, 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” shall have the same meaning as provided in that Section.

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 in defending any “proceeding” shall be advanced by the corporation before final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

9.3 Insurance. The corporation shall have power 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 such persons in such capacity or arising out of the person’s status as such, except as otherwise prohibited by Section 5238 of the Law.

ARTICLE 10: EXECUTION OF CORPORATE INSTRUMENTS, AND VOTING OF STOCKS AND MEMBERSHIPS HELD BY THE CORPORATION

10.1 Execution of Corporate Instruments. The Board of Directors may, in its discretion, determine the method and designate the signatory Officer or Officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, and other corporate instruments or documents, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed by the Chief Executive Officer or by his, her or their designee, subject to any limits that the Board of Directors may establish.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by the Chief Executive Officer or his, her or their designee, subject to any limits that the Board of Directors may establish.

10.2 Voting of Stocks Owned by Corporation. All stock of other corporations or memberships in other corporations owned or held by the corporation for itself, or for other parties in any capacity, shall be voted, and all proxies with respect to such stock memberships shall be executed, by the person authorized to do so by resolution of the Board of Directors, or in the absence of such authorization, by the Chairperson of the Board, the Chief Executive Officer, or by any other person authorized to do so by the Chairperson of the Board or the Chief Executive Officer.

ARTICLE 11: ANNUAL REPORT TO DIRECTORS

The corporation shall provide annually to the directors, a report containing the following information in appropriate detail:

(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 particular purposes, for the fiscal year.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(e) Any information required by Section 6322 of the Law concerning certain self-dealing transactions involving more than \$50,000, 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 \$50,000, or indemnifications involving more than \$10,000 in each case, which took place during the fiscal year.

The report shall include the report of independent accountants as described in paragraph 7.4 of Article 7.

ARTICLE 12: MAINTENANCE AND INSPECTION OF CORPORATE RECORDS

12.1 Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal executive office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

12.2 Maintenance and Inspection of Other Corporate Records. The accounting books, records, and minutes of proceedings of the Board of Directors and any committees of the corporation shall be kept at such place or places designated by the Board of Directors, or in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the corporation shall, at the corporation's option, destroy or turn over to his, her or their successor or the Chairperson of the Board or Chief Executive Officer, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such officer, employee, or agent during his, her or their term of office.

Subject to such limits as may be necessary to preserve privacy of individuals served by the corporation and solely in furtherance of their fiduciary duties to the corporation, every

director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations.

ARTICLE 13: LOANS TO DIRECTORS AND OFFICERS

The corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General of the State of California; provided, however, that in addition to the indemnification provisions of Section 9.2, the corporation may advance money to a director or officer of the corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the corporation.

ARTICLE 14: FISCAL YEAR

The fiscal year of the corporation shall run from August 1 through July 31 of each year.

ARTICLE 15: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, gendered terminology includes the feminine, masculine and gender neutral, the singular number includes the plural and the plural number includes the singular, and the term “person” includes the plural, the term “persons” includes the singular, and the term “person” includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

ARTICLE 16: CORPORATE SEAL

The seal of the corporation shall be circular in form and shall bear the name of the corporation and words and figures showing that it was incorporated in the State of California in the year 1998.

ARTICLE 17: AMENDMENTS

These Bylaws may be adopted, amended or repealed by the vote of a majority of the directors then in office, present at a meeting duly held at which a quorum is present. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed Bylaw revisions with explanations therefor, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

ARTICLE 18: NONDISCRIMINATION POLICY

Activities and procedures of the corporation are governed by the philosophy of non-discrimination and fundamental fairness to all. Therefore, the company will not unlawfully discriminate against anyone in its practices on the basis of race, color, national origin, ancestry, sex, sexual orientation, age (40+), religion, creed, gender identity or expression, physical or mental disability, marital status, veteran status, military service status, or any other characteristic protected by state or federal law.

ARTICLE 19: BOARD FINANCIAL CONTRIBUTION POLICY

Active participation by the members of the Board of Directors is crucial to the success of any nonprofit organization. There are many ways to measure this participation—among them, the financial support manifested by the Board. Indeed, many funders will not even consider funding an organization unless its board participates fully in helping to assure that organization's financial stability.

The Board of Directors of The Trevor Project agrees that demonstration of the provision of financial support is crucial to the long-term viability and stability of the corporation and its mission.

Accordingly, all members of the Board of Directors must agree to participate in a commitment of annual contribution to the organization financially, either through direct giving or raising funds from other sources, in accordance with the corporation's Policy on Board Giving. The financial commitment is comprised of contributions made or raised by members of the Board of Directors throughout the fiscal year, as described in Article 14 of these Bylaws. The Board has a policy that establishes guidelines that define what is measured towards the annual minimum board contribution, and these guidelines are reviewed annually.

ARTICLE 20: ADVISORY COUNCILS

If the Board of Directors or the Chief Executive Officer (with the advice and consent of the Board of Directors) institutes any Advisory Councils, the members of which shall not be members within the meaning of Section 5056 of the Law, the purpose of such Advisory Councils shall be to advise the Board of Directors or the Chief Executive Officer in its or their efforts to meet the specialized needs of the communities it serves and to maximize the corporation's effectiveness, and to make any recommendations as it considers appropriate. The role of any Advisory Council shall be solely advisory in nature. In no event shall any Advisory Council have any authority to exercise any control over the daily management or operation of the corporation, nor shall any Advisory Council or any member thereof have the right to require or to seek a court or governmental agency to order the corporation or its Board of Directors, officers or employees to take or to refrain from taking any action with respect to programming, services, or policies. No member of any Advisory Council shall be deemed to have the rights of a member of the Board of Directors. Any Advisory Council shall be governed by the bylaws, charter or other procedures and policies as the Board of Directors may adopt from time to time.

CERTIFICATE OF SECRETARY

I, the undersigned, hereby certify:

That I am the duly elected, qualified and acting Secretary of The Trevor Project, Inc., a California nonprofit public benefit corporation; and that the foregoing Amended and Restated Bylaws were duly adopted as the Bylaws of The Trevor Project, Inc. by the Board of Directors of The Trevor Project, Inc. as of September 24, 2018, and that the same do now constitute the Bylaws of The Trevor Project, Inc.

Dated: September 24, 2018



Brian J. Winterfeldt
Secretary