AMENDED AND RESTATED BYLAWS

OF

CALIFORNIA ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY

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AMENDED AND RESTATED BYLAWS
OF
CALIFORNIA ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY

ARTICLE I
PRINCIPAL OFFICE

The principal office of this corporation shall be located in the county of Fresno, California, provided that the location of the principal office may be changed at any time by resolution of the Board of Delegates.

ARTICLE II
MEMBERSHIP

This corporation shall have no voting members, but the Board of Delegates (defined in Article IV of these Bylaws) may, by resolution, establish one or more classes of non-voting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

ARTICLE III
DESIGNATORS

Section 1. Naming of Designators. The Designators referred to in these Bylaws shall be the Regional Organizations of the American Academy of Child and Adolescent Psychiatry (each a "ROCAP") then existing in California, each acting through its duly authorized representative.

Section 2. Actions of Designator. Each Designator shall act independently of every other and each shall hold the rights and powers granted to the Designators under these Bylaws. All actions of any Designator shall be evidenced by a writing, signed on behalf of the Designator by its duly authorized representative and delivered to an officer of this corporation, which the Secretary shall file with the proceedings of the Board of Delegates of this corporation.

ARTICLE IV
BOARD OF DELEGATES

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Delegates of this corporation directly or, if delegated, under the ultimate direction of the Board. As used in these Bylaws, the term "Delegate" shall have the meaning given to the term "director" for purposes of the California Nonprofit Mutual Benefit Corporation Law.

Section 2. Number of Delegates. The total number of delegates shall be not fewer than 8 nor more than 19, with the exact authorized number of delegates to be fixed from time to time by resolution of the Board of Delegates.

Section 3. Limitations on Interested Persons. At all times, not more than 49% of the delegates of this corporation may be interested persons. An interested person means either:

(a) any person currently being compensated by this 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 delegate in his or her capacity as delegate; or

(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.

Section 4. Classes of Delegates; Selection; Term of Office. This corporation shall have three classes of delegates: Designated Delegates, *Ex Officio* Delegates, and, if applicable, Elected Delegates. Subject to the power of the Board to fix the number of delegates as provided in Section 2 above, delegates shall be selected as follows:

(a) Designated Delegates. Each Designator (as described in Article III) shall designate two delegates from time to time (a "Designated Delegate"). The effective date of any such designation shall be as provided therein. A Designated Delegate may be designated for a term no more than two years. If no term is prescribed in the written designation, a Designated Delegate shall serve until he or she resigns or is removed. Upon the completion of the term of office or upon the death, resignation, or removal of a Designated Delegate, the respective Designator shall designate a successor by notifying the Secretary of this corporation in writing.

(b) *Ex Officio* Delegates. Each Principal Officer (as defined in Article VI of these Bylaws) of this corporation shall serve as a delegate of this corporation by virtue of holding such office, for the duration of their tenure in such office.

(c) Elected Delegates. If the authorized number of delegates exceeds the sum of the authorized number of Designated Delegates and the number of *Ex Officio* Delegates, then the remaining authorized delegates (collectively the "Elected Delegates") shall be elected from time to time by a majority vote of the Board of Delegates. The effective date of any election shall be as provided in the action of the Board of Delegates. Each Elected Delegate shall hold office until such delegate's successor is elected and qualified or until such delegate's earlier death, incapacity, resignation, or removal.

Section 5. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of delegates is less than the authorized number for any reason. A vacancy in the seat of a Designated Delegate shall be filled by the designator that designated such Designated Delegate. A vacancy in the seat of an *Ex Officio* Delegate shall be filled as provided in Article VI, Section 5 of these Bylaws. A vacancy in the seat of an Elected Delegate shall be filled by the Board of Delegates for the unexpired portion of the term.

Section 6. Resignation and Removal. Resignations shall be effective upon receipt in writing by the President, the Secretary, or the Board of Delegates of this corporation, unless a later effective date is specified in the resignation. Delegates may be removed as follows:

(a) Designated Delegates. The Board of Delegates, by the vote of a majority of the delegates then in office, may remove without cause a Designated Delegate provided that any such removal by the Board shall be effective only with the consent of the Designator that designated such Designated Delegate. A Designator may remove their Designated Delegate at any time, with or without cause.

(b) *Ex Officio* Delegates. The Board may remove an *Ex Officio* Delegate as a delegate of this corporation by removal of such person as a Principal Officer of this corporation pursuant to Article VI, Section 3 of these Bylaws.

(c) Elected Delegates. The Board of Delegates, by the vote of a majority of the delegates then in office, may remove an Elected Delegate without cause, at any time.

Section 7. Annual Meetings. A meeting of the Board of Delegates shall be held at least once a year. Annual meetings shall be called by the President or any two delegates, and noticed in accordance with Section 9 of this Article.

Section 8. Special Meetings. Special meetings of the Board of Delegates may be called by the President or any two delegates, and noticed in accordance with Section 9 of this Article.

Section 9. Notice. Notice of the annual meeting and any special meetings of the Board of Delegates shall state the date, place, and time of the meeting and shall be given to each delegate at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Article IX, Section 5, of these Bylaws.

Section 10. Waiver of Notice. The transactions of any meeting of the Board of Delegates, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the delegates not present provides a waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing. The waiver of notice or consent need not specify the purpose of the meeting. All 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 shall also be deemed given to any delegate who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 11. Quorum. A majority of the total number of delegates then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-fifth of the authorized number of delegates or two delegates, whichever is larger. The act of a majority of the delegates present at a meeting at which a quorum is present shall be the act of the Board of Delegates, except as otherwise provided in Article IV, Section 6 (removing delegates) and Section 12 (taking action without a meeting); Article V, Section 1 (appointing Board

Committees); Article VII, Section 2 (approving self-dealing transactions); Article VIII, Section 2 (approving indemnification); and Article IX, Section 6 (amending Bylaws), of these Bylaws or in the California Nonprofit Mutual Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of delegates, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 12. 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 to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such delegates.

Section 13. Telephone and Electronic Meetings. Delegates may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article IX, Section 5, of these Bylaws so long as all of the following apply:

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

(b) each delegate 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 this corporation.

Section 14. Standard of Care.

A. General. A delegate shall perform the duties of a delegate, including duties as a member of any Board Committee on which the delegate may serve, in good faith, in a manner such delegate 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 delegate, a delegate 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:

(i) one or more officers or employees of this corporation whom the delegate believes to be reliable and competent as to the matters presented;

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

(iii) a committee upon which the delegate does not serve that is composed exclusively of any combination of delegates or persons described in (i) or (ii) above, as to matters within the committee's designated authority, provided that the delegate believes such committee merits confidence;

(iv) so long as in any such case, the delegate 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 Article VIII below, a person who performs the duties of a delegate in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a delegate, 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.

B. Assets Held In Charitable Trust. If this corporation shall hold any assets in charitable trust (because, for example, such assets were donated to this corporation for use in furthering charitable purposes), the conduct of the delegates of this corporation in connection with such assets shall be governed by any applicable stricter requirements of the California Nonprofit Public Benefit Corporation Law.

Section 15. Inspection. Every delegate 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 this corporation.

Section 16. Delegate Compensation. Delegates shall serve without compensation from this corporation for their service as Delegates. The Board may authorize the advance or reimbursement to a delegate of actual reasonable expenses incurred in carrying out his or her duties as a delegate, such as for attending meetings of the Board and Board Committees.

Section 17. Executive Compensation Review. To the extent and so long as this corporation holds any property for charitable purposes, the Board of Delegates (or a Board Committee) shall review any compensation packages (including all benefits) of the President or the chief executive officer and the Treasurer or chief financial officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This 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 this corporation.

ARTICLE V
COMMITTEES

Section 1. Board Committees. The Board of Delegates may, by resolution adopted by a majority of the delegates then in office, create any number of Board Committees, each consisting of two or more delegates, and only of delegates, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the delegates then in office. Board Committees may be given all the authority of the Board, except for the powers to:

(a) set the number of delegates within a range specified in these Bylaws;

(b) elect delegates or remove delegates without cause;

(c) fill vacancies on the Board of Delegates or on any Board Committee;

(d) fix compensation of delegate for serving on the Board or any Board Committee;

(e) amend or repeal these Bylaws or adopt new Bylaws;

(f) adopt amendments to the Articles of Incorporation of this corporation;

(g) amend or repeal any resolution of the Board of Delegates which by its express terms is not so amendable or repealable;

(h) create any other Board Committees or appoint the members of any Board Committees; or

(i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Board Committees shall report regularly on their activities to the full Board.

Section 2. Advisory Committees. The Board of Delegates may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of delegates or non-delegates and may be appointed as the Board determines. On matters requiring Board-level authority, Advisory Committees 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. Advisory Committees shall report to the full Board as requested.

Section 3. Committee Supervision and Reliance. If a committee is composed and appointed as required by Section 1 above (concerning Board Committees), it may act with the authority of the Board to the extent and with the scope provided by the Board. Otherwise, the Board of Delegates shall remain responsible for oversight and supervision of the committee as an Advisory Committee. If a committee meets the criteria of Article IV, Section 14.A.(iii), the individual delegates may rely on it in discharging their fiduciary duties as provided in that subsection

Section 4. Audit Committee. This Section 4 shall apply to the extent and so long as this corporation holds any property for charitable purposes. For any tax year in which this corporation has gross revenues of $2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Delegates, and who may include both delegates and non-delegates, subject to the following limitations: (a) members of the finance committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff, including the President or chief executive officer and Treasurer or chief financial officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not delegates may not receive compensation greater than the compensation paid to delegates for their Board service.

The Audit Committee shall: (a) recommend to the full Board of Delegates for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor; (b) subject to the supervision of the full Board, negotiate the compensation of the auditor on behalf of the Board; (c) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order; (d) review and determine whether to accept the audit; and (e) approve performance of any non-audit services provided to this corporation by the auditor's firm.

Section 5. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings and actions of the Board of Delegates, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Delegates and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Subject to the authority of the Board of Delegates, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Delegates may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI
OFFICERS

Section 1. Principal Officers. The Principal Officers of this corporation shall be a President, President-Elect, Immediate Past President, Secretary, andTreasurer. This corporation may also have, at the discretion of the Board of Delegates, such other officers as may be appointed by the Board of Delegates. Any number of offices may be held by the same person, except that theTreasurer, or the Chief Financial Officer, if any, may not serve concurrently as the President.

Section 2. Election; Term of Office. Except for the President [and Immediate Past President], the officers of this corporation shall be elected every two years by the Board of Delegates, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Upon expiration of the term of office of the person then serving as President, the person then serving as President-Elect shall become the President. Each officer shall serve for a term of two years and may serve no more than two consecutive terms. For the duration of the term, each officer must remain a member in good standing of this corporation, their ROCAP, and the American Academy of Child and Adolescent Psychiatry (AACAP).

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Delegates.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by any other officer than the person resigning or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy for any reason in any office other than the office of President shall be filled in the same manner as these Bylaws provide for election to that office. In the event of a vacancy for any reason in the office of President, the person then serving as President-Elect shall become President.

Section 6. President. The President shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The President shall preside at all meetings of the Board of Delegates. The President shall have the general powers and duties of management usually vested in the office of president of a corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. President-Elect. The President-Elect shall assist the President in his or her duties and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Immediate Past President. The Immediate Past President shall assist the President in his or her duties and, in the absence of the President, carry out the duties of the President.

Section 9. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Delegates and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Secretary shall be the editor of the biannual newsletter.

Section 10. Treasurer. The Treasurer shall be the chief financial officer of this corporation and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Delegates and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, 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.

ARTICLE VII
CERTAIN TRANSACTIONS

Section 1. Loans. This corporation may advance money to a delegate or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such delegate or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance. This corporation may loan money or

property to, or guarantee the obligation of, any delegate or officer of this corporation or any parent, affiliate, or subsidiary, if:

(a) the Board determines that the loan or guaranty may reasonably be expected to benefit this corporation; and

(b) before the transaction occurs, it has been approved by a majority of the delegates then in office (without the vote of such delegate).

Section 2. Self-Dealing Transactions.

A. Transactions With Delegates Or Their Companies. A transaction between this corporation and one or more of its delegates, or between this corporation and any organization in which one or more of its delegates has a material financial interest must be approved or ratified by the Board or a duly authorized Board Committee after finding that such transaction is just and reasonable to this corporation at the time; in either case without counting the vote, if any, of the interested delegates thereon. Such approval must be given in good faith, with full knowledge of the material facts concerning the transaction and the delegate's interest in the transaction.

B. Transactions With Organizations Sharing Delegates. A transaction between this corporation and any organization of which one or more of its delegates are delegates or directors may be void or voidable because of the presence of such delegate(s) at the meeting of the Board or a Board Committee that authorized, approved, or ratified the transaction, unless (i) it was approved or ratified in good faith by the Board or a duly authorized Board Committee, with full knowledge of the material facts concerning the transaction and such delegates' other directorships and without counting the vote of the common delegates thereon; or (ii) the transaction was just and reasonable as to this corporation at the time of authorization, approval, or ratification. This subsection shall not apply to transactions covered by subsection A of this Section.

C. Interested or Common Delegates In Quorum. Interested or common delegate may be counted in determining whether a quorum is present at any meeting of the Board or a Board Committee that approves or ratifies a transaction under this Section.

ARTICLE VIII
INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent allowed under Section 7237 of the California Nonprofit Mutual Benefit Corporation Law, this corporation may indemnify its agents, in connection with any proceeding, and in accordance with Section 7237. For purposes of this Article, "agent" shall have the same meaning as in Section 7237(a), including delegate, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 7237(a), including any threatened action or investigation under Section 5233 of the California Nonprofit Public Benefit Corporation Law (with respect to any assets held in charitable trust) or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 7237(a), including reasonable attorneys' fees.

Section 2. Approval of Indemnity. On written request to the Board of Delegates in each specific case 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 Section 7237(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of delegates who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 7237(b) or Section 7237(c), and, if so, may authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. The Board of Delegates may authorize and advance the expenses incurred by or on behalf of an agent of this 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 will submit 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.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance. The Board of Delegates may adopt a resolution authorizing the purchase of 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 this corporation's power to indemnify the agent under law.

ARTICLE IX
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Delegates or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

Section 3. Annual Reports to Delegates.

A. Financial Report. Unless this corporation receives less than $10,000 in gross revenues or receipts during the fiscal year, within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the delegates of this corporation containing the following information:

(i) a balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year; and

(ii) any information required by subsection B below.

The foregoing 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 this corporation that such statements were prepared without an audit from the books and records of this corporation.

B. Report of Certain Transactions. Unless this corporation furnishes the report required by subsection A above, within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the delegates of this corporation containing the following:

(i) a description of any transaction during the previous fiscal year involving $50,000 or more between this corporation (or its parent or subsidiary, if any) and any of its delegates or officers (or those of its parent or subsidiary, if any) or any holder of more than ten percent of the voting power of this corporation (or its parent or subsidiary, if any), including the names of the interested persons, their relationship to this corporation, the nature of their interest in the transaction and, where practicable, the value of such interest; and

(ii) the amount and circumstances of any indemnifications or advances aggregating more than $10,000 that were paid during the fiscal year to any delegate or officer of this corporation.

Section 4. Required Financial Audits. This Section 4 shall apply to the extent and so long as this corporation holds any property for charitable purposes. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of $2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this 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, and shall remain available for three years (a) by making them available at this corporation's principal, regional, and district offices during regular business hours; and (b) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

Section 5. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Delegates may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (a) for electronic transmissions from this corporation, this corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (b) for electronic transmissions to this corporation, this corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (c) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 6. Amendments. Amendments to these Bylaws shall be submitted in writing to the delegates at least one week in advance of any Board meeting at which they will be considered for adoption. The vote of a majority of delegates then in office or the unanimous written consent of the Board of Delegates shall be required to adopt a Bylaw amendment; provided, however, that no amendment to these Bylaws that materially affects the rights of a Designator shall take effect without the written consent of the Designator.

Section 7. 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 Mutual Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, Dawn Sung, MD, certify that I am presently the duly elected and acting Secretary-Treasurer of California Academy of Child and Adolescent Psychiatry, a California nonprofit mutual benefit corporation, and that the above Bylaws, consisting of [12] pages, are the Bylaws of this corporation as adopted by Unanimous Written Consent of the Board of Delegates/the Board of Delegates at a duly called and noticed meeting at which a quorum was Executive Council Meeting 8:00 pm, on September 8, 2026.

Dated: 10/5/26

Dawn Sung

Digitally signed by Dawn Sung
Date: 2026.10.05 15:12:48 -07'00'

Dawn Sung, MD Secretary-Treasurer