

**BYLAWS**  
**of YES, The Ross Valley Schools Foundation**  
***A California Public Benefit Corporation***  
(As amended on June 6, 2017)

**ARTICLE 1**  
**OFFICES**

**Section 1.** Principal Office

The principal office of the corporation for the transaction of its business is located at 110 Shaw Drive, San Anselmo, in Marin County, California.

**Section 2.** Change of Address

The county of the corporation’s principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

\_\_\_\_\_ Dated: \_\_\_\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_

**Section 3.** Other Offices

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

**ARTICLE 2**  
**PURPOSES**

**Section 1.** Objectives and Purposes

The purposes for which the corporation is formed are as follows:

- A. The specific and primary purpose is to engage exclusively in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (the “Code”), by:

1. Providing general financial support for public education in the Ross Valley School District whenever, in the judgment of the Directors of this corporation, funding from public sources is inadequate to maintain consistently high quality education for Ross Valley School District students. Funds shall be allocated to specified educational programs and activities at the discretion of the Board of Directors with the acceptance of the Ross Valley School District Board of Trustees; and
  2. Assisting in the development and administration of education programs that promise significant contributions to the education of Ross Valley School District children.
- B. The general purpose and powers are to have and to exercise, subject to the provisions of these Bylaws, all rights and powers now or hereafter conferred on nonprofit public benefit corporations under the laws of the State of California; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in any furtherance of the specific and primary purposes of the corporation.
- C. A further purpose of this corporation shall be ensuring the continuity of all YES programs. Any changes to the funding level of these programs must be approved by a majority vote of the Board of Directors.

### **ARTICLE 3 MEMBERSHIP**

#### **Section 1. Members**

The corporation shall have no members. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval by the Board. All rights that would otherwise vest in the members shall vest in the Directors.

### **ARTICLE 4 DIRECTORS**

#### **Section 1. Numbers**

The corporation shall have a minimum of eleven (11) and a maximum of twenty-eight (28) Directors, and collectively they shall be known as the Board of Directors. The number may be changed by amendment of these Bylaws. The minimum and maximum numbers of Directors shall not include the nonvoting Directors listed in Article 4, Section 3.

#### **Section 2. Powers**

Subject to limitation by the Articles of Incorporation of this corporation and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of

the corporation to any person or persons, a management company, director or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The Board of Directors is solely responsible for allocating funds to specified educational programs and activities. The Board of Directors shall not allocate funds to the Ross Valley School District for an unspecified purpose or purposes or funds to be used at the Board of Trustees or Superintendent's discretion. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to other powers enumerated in these Bylaws:

- A. To select and remove all the other officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws, fix their compensation, and require from them security for faithful service.
- B. To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefore not inconsistent with the law, the Articles, or these Bylaws, as they deem best.

**Section 3. Qualifications**

- A. A minimum of 3/4 of the seats for Directors shall be held by persons who reside or work or have a child in the Ross Valley School District. In the case of a "fractional seat," the next highest whole number shall be used to satisfy this requirement. Each school campus shall be represented on the Board of Directors by at least one seat which shall be occupied by a person with a child in the school at the commencement of the Board term. It is the intent of the Board, when electing new Directors, to seek a comparable number of persons representing each school campus.
- B. It is the intent of the Board, when electing new Directors, to seek a minimum of two (2) and a maximum of three (3) teachers of the Ross Valley School District to hold seats as Directors. At least one (1) teacher shall be a currently employed RVSD K-5 teacher, and one (1) a currently employed White Hill Middle School teacher. Additionally, no more than one (1) RVSD teacher from each of the District's school sites may sit on the Board at any time.
- C. One seat for Director shall be held by the Superintendent of the Ross Valley School District, in an ex officio, nonvoting capacity. The Superintendent shall not vote on any provision in these Bylaws requiring a vote by or approval of the Board of Directors and shall not be counted in determining whether a quorum exists for Board meetings, as defined in Article 3, Section 14.
- D. One seat for Director shall be held by a member of the Board of Trustees of the Ross Valley School District, in an ex officio, nonvoting capacity. The member of the Board of Trustees holding this seat shall not vote on any provision in these Bylaws requiring a vote by or approval of the Board of Directors and shall not be counted in determining whether a quorum exists for Board meetings, as defined in Article 3, Section 14.
- E. There shall be no discrimination based on race, gender, religion, physical disability, sexual orientation, age or any legally protected class.

**Section 4. Duties**

It shall be the duty of the Directors to:

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles, or by these Bylaws.
- B. Vote on financial matters and disbursements over and above the corporation's daily operating expenses.
- C. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.
- D. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly.
- E. Meet at such times and places as required by these Bylaws.
- F. Register their addresses, phone numbers, and email addresses with the Secretary of the corporation. Notice of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

**Section 5. Terms of Office**

- A. Each Director shall hold office for a term of two years for a maximum of three terms.
- B. A Board member may be re-elected by majority Board vote at the end of his or her term.
- C.

**Section 6. Compensation**

Directors shall serve without compensation.. They shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 4 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 7 of this Article.

**Section 7.** Restriction Regarding Interested Directors

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For the purpose of this Section, “interested person” means either:

- A. Any person currently being compensated by the corporation for services rendered it within the previous twelve months, whether as a full or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- B. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any such person.

**Section 8.** Place of Meeting

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California that has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held with the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation, or after all Board members have been given written notice of the meeting as provided in Section 11 of this Article for special meetings of the Board. Any meeting, regular or special, may be held by conference phone, or similar communications equipment, so long as all Directors participating in the meeting can hear one another.

**Section 9.** Regular and Annual Meetings

Regular meetings of the Board of Directors shall be held on the second Wednesday of each month at 6:30 p.m., unless that day falls on a legal holiday or conflicts with scheduled RVSD activities, in which event the regular meeting shall be held at the same hour and place on the closest available business day.

**Section 10.** Special Meetings

Special meetings of the Board of Directors may be called by the Chair of the Board, the Co-Chair, the Vice Chair, the Secretary, or by any two Directors, and a special meeting shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of any designation, at the principal office of the corporation.

**Section 11.** Notice of Meetings

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held on four (4) days’ notice by first-class mail or forty-eight (48) hours’ notice delivered personally or by telephone, fax, or email. If sent by mail or fax, the notice shall be deemed to be delivered on its deposit in the mails or transmittal by fax. If sent by email, the notice shall be deemed to be delivered

on its transmittal. The notices shall be addressed to each Director at his or her physical or email address, as shown on the books of the corporation.

**Section 12.** Contents of Notice

When notice of meetings is required by these Bylaws, the notice shall specify the place, day, and hour of the meeting. The purpose of the meeting shall be specified in the notice.

**Section 13.** Waiver of Notice and Consent to Holding Meetings

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes of the meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 14.** Quorum for Meetings

A quorum shall consist of a majority of the then-sitting voting members of the Board of Directors. Except as otherwise provided in these Bylaws, in the Articles of Incorporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such a meeting is a motion to adjourn. However, a majority of the Directors present at such a meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall be necessary to give notice of the time and place of the adjourned meeting or of the business to be transacted at such a meeting by announcement at the meeting at which the adjournment is taken and as provided by Section 11 of this Article.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to withdrawal of Directors from the meeting, provided that any action taken thereafter must be approved by at least a majority of the required quorum for the meeting or any greater percentages required by law, the Bylaws, or the Articles of Incorporation.

**Section 15.** Majority Taken As Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless a greater percentage or different voting rules for approval of a matter by the Board are required by the Bylaws, the Articles of Incorporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to the appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233), and indemnification of Directors (Section 5212).

**Section 16.** Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chair or Co-Chairs of the Board, or in his, her or their absence, by a Chair chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by *Roberts Rules of Order*, as revised from time to time, insofar as these rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation, or provisions of law.

**Section 17.** Action By Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board individually or collectively consent in writing to the action. For the purposes of this section only, "all members of the Board" shall not include any "interested Director," as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to an action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws of this corporation authorize the Directors to so act, and the statement shall be prima facie evidence of such authority.

**Section 18.** Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Directors may be removed with cause by a majority of the Directors then in office. Cause shall include, but not be limited to, a Director's absenteeism at more than fifty percent (50%) of the regularly scheduled meetings within one year.

Any Director may resign effective on giving written notice to the Chair of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except on notice to the Attorney General.

Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2)

the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining Director.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office.

**Section 19.** Non-Liability Of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**Section 20.** Indemnification By Corporation Of Directors, Officers, Employees And Other Agents

To the extent that a person who is, or was, a Director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against the person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter in the proceeding, the person shall be indemnified against expenses he or she actually and reasonably incurred in connection with the proceeding.

If the person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with the proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**Section 21.** Insurance For Corporate Agents

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE 5**  
**OFFICERS**

**Section 1.** Number Of Officers

The officers of the corporation shall be either a Chair or Co-Chairs, Vice Chair only in the case of one Chair, Secretary, and Treasurer.



## **Section 2.** Qualification, Election, And Term Of Office

Any person may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

## **Section 3.** Subordinate Officers

The Board of Directors may appoint such other officers or agents as it may deem desirable, and these officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

## **Section 4.** Removal And Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chair, a Co-Chair, or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of the notice or at any later date specified in the notice, and, unless otherwise specified, the acceptance of the resignation shall not be necessary to make it effective. These provisions shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

## **Section 5.** Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Chair or Co-Chair, the vacancy may be filled temporarily by appointment by the Chair or Co-Chairs until the Board fills the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board determines.

## **Section 6.** Duties Of Chair or Co-Chair

The Chair or the Co-Chairs shall be the chief executive officer or officers of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. The Chair or Co-Chairs shall perform all duties incident to the office and any other duties required by law, the Articles of Incorporation, or these Bylaws, or which may be prescribed from time to time by the Board of Directors. The Chair or a Co-Chair shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation, these Bylaws, or assigned to the organization's paid director by the Chair or Co-Chair, the Chair or both Co-Chairs shall, in the name of the corporation, execute any deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors, subject to the provisions of Article 7, Section 2.

**Section 7.** Duties Of Vice Chair

If there is a Vice Chair of the Board, then in the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, the Articles of Incorporation, or these Bylaws, or as may be prescribed by the Board of Directors.

**Section 8.** Duties Of Secretary

The Secretary shall:

- A. Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.
- B. Keep at the principal office of the corporation or at any other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording in the minutes the time and place of the meeting, whether regular or special, how called, how notice of the meeting was given, the names of those present or represented at the meeting, and the proceedings at the meeting.
- C. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- D. Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.
- E. In general, perform all duties incident to the office of Secretary and any other duties required by law, the Articles of Incorporation of this corporation, or these Bylaws, or that are assigned to him or her from time to time by the Board of Directors.

**Section 9.** Duties Of Treasurer

Subject to Article 7 of these Bylaws the Treasurer shall:

- A. Provide oversight of staff for the account management and daily operations for all funds and securities of the corporation
- B. Provide oversight for staff to receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- C. Provide oversight of staff for the disbursement of the funds of the corporation as may be directed by the Board of Directors, including assuring proper vouchers for such disbursements.

- D. Provide oversight of staff for the adequate maintenance and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- E. Exhibit, on request, at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney.
- F. Render to the Chair and Directors, whenever requested, an account of any or all of his, her or staff transactions as Treasurer and of the financial condition of the corporation.
- G. Provide oversight of staff for the preparation, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- H. In general, perform all duties incident to the office of Treasurer and any other duties required by law, the Articles of Incorporation, or by these Bylaws, or that are assigned to him or her from time to time by the Board of Directors.

## **ARTICLE 6 COMMITTEES**

### **Section 1. Executive Committee**

The Board of Directors Executive Committee shall be comprised of the Chair or Co-Chairs, Vice Chair, Secretary, Family Giving Chair, Treasurer. Additional members may include Major Donor Chair and Program Liaisons of this corporation. The Board of Directors may delegate to the Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- A. The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- B. The filling of vacancies on the Board or on any committee that has the authority of the Board.
- C. The fixing of compensation of the Directors for serving on the Board or on any committee.
- D. The amendment or repeal of Bylaws or the adoption of new Bylaws.
- E. The amendment or repeal or any resolution of the Board which by its express terms is not amendable or repealable.
- F. The appointment of committees of the Board or the members of committees.
- G. The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- H. The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority delegated to the Executive Committee, increase or decrease but not below two (2) the number of the Executive Committee's members, and fill vacancies on the Committee from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board as the Board may require or request.

**Section 2. Other Committees**

The corporation shall have any other committees that are from time to time be designated by resolution of the Board of Directors. These other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

**Section 3. Meetings And Action Of Committees**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with any changes in the context of the Bylaws necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that the rules and regulations are not inconsistent with the provisions of these Bylaws.

**Section 4. Community Advisory Board**

The corporation may have a Community Advisory Board that shall serve in a non-voting, advisory capacity. The Advisory Board shall be chosen by the Board of Directors, and each member shall serve and continue to serve at the discretion of the Board.

**ARTICLE 7  
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**Section 1. Execution Of Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may, by resolution, authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and this authority may be general or confined to specific instances. Unless authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**Section 2.** Checks And Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation in the amount of \$500 or more shall require two signatures by the Executive Director, Financial Director, Bookkeeper or the Treasurer. Checks, drafts, promissory notes, orders for the payment of money, or other evidence of indebtedness of the corporation in the amount of \$499.99 or less shall be signed by the Executive Director, Financial Director or Treasurer.

**Section 3.** Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in the banks, trust companies, or other depositories the Board of Directors selects.

**Section 4.** Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

**ARTICLE 8**  
**CORPORATE RECORDS, REPORTS AND SEAL**

**Section 1.** Maintenance Of Corporate Records

The corporation shall keep at its principal office in the State of California:

- A. Minutes of all meetings of Directors and committees of the Board indicating the time and place of the meetings, whether regular or special, how called, the notice given, the names of those present and the proceedings at the meetings.
- B. Adequate and correct historical books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses. Daily records of financial operations may be kept under supervision of the organization's bookkeeper or Financial Director.
- C. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Directors of the corporation at all reasonable times during office hours.

**Section 2.** Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. The seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any instrument.

**Section 3.** Directors' Inspection Rights

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

**Section 4.** Right To Copy And Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney, and the right to inspection includes the right to copy and make extracts.

**Section 5.** Annual Report

The Board shall cause an annual report to be furnished not later than one hundred and sixty (160) days after the close of the corporation's fiscal year to all Directors of the corporation. The report shall contain 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 6 of this Article.

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

**Section 6.** Annual Statement Of Specific Transactions To Members

This corporation shall mail or deliver to all Directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year that briefly describes the amount and circumstances of any indemnification or transaction in which the corporation was a party, and in which either of the following had a direct or indirect material financial interest:

- A. Any Director or officer of the corporation (a mere common directorship shall not be considered a material financial interest); or
- B. Any holder of more than ten percent (10%) of the voting power of the corporation.
- C. The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

## **ARTICLE 9 FISCAL YEAR**

### **Section 1.** Fiscal Year Of The Corporation

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

## **ARTICLE 10 AMENDMENT OF BYLAWS**

### **Section 1.** Amendment

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the Board of Directors with 5 days advance written notice and a 2/3 vote of the Directors.

**ARTICLE 11**  
**AMENDMENT OF ARTICLES**

**Section 1.** Certain Amendments

This corporation shall not amend its Articles of Incorporation to alter any statement that appears in the original Articles of Incorporation of the names and addresses of the first Directors of this corporation, nor the name and address of its initial agent, except to correct an error in the statement or to delete the statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE 12**  
**PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

**Section 1.** Prohibition Against Sharing Corporate Profits And Assets

No member, Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.



**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title, and that the Bylaws were duly adopted by the Board of Directors of the corporation on the date set forth below.

Dated: \_\_\_\_\_