

**BYLAWS OF  
THE SAN JUAN RIDGE TAXPAYERS ASSOCIATION  
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**ARTICLE 1 OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business shall be located in Nevada County, California, and may be established at any place or places within Nevada County by resolution of the Board. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

The principal office is in Nevada County, California.

**ARTICLE 2 PURPOSES**

**SECTION 1. PURPOSE AND OBJECTIVES**

This corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. The specific purposes and objectives of this corporation are to promote the environmental, social and economic well-being of the rural San Juan Ridge community, located in Nevada County, California.

**ARTICLE 3 LIMITATIONS**

**SECTION 1 POLITICAL ACTIVITIES**

The Corporation has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 2, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

**SECTION 2 PROHIBITED ACTIVITIES**

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Corporation may not carry on any activity for the profit of its Officers, Directors or other private persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax

under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

## **ARTICLE 4 DEDICATION OF ASSETS**

### **SECTION 1. PROPERTY DEDICATED TO NONPROFIT PURPOSES**

The property of the Corporation is irrevocably dedicated to purposes set forth in Article 2. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

### **SECTION 2. DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for the purposes stated in Articles of Incorporation of the Corporation (“Articles of Incorporation”) and which has established its tax exempt status under Section 501(c)(3) of the Corporations Code.

## **ARTICLE 5 MEMBERSHIPS**

The Corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law. The Board may adopt policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the Corporation. Such associate or other members are not “members” of the Corporation as defined in section 5056 of the California Nonprofit Corporation Law.

## **ARTICLE 6 DIRECTORS**

### **SECTION 1. NUMBER**

The corporation shall have not less than 3 and not more than 9 directors (“Directors”) and collectively they shall be known as the board of directors (“Board”). The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

### **SECTION 2. QUALIFICATIONS**

Board members shall be residents and/or property owners of the San Juan Ridge in Nevada County, California.

### **SECTION 3. POWERS**

Subject to the provisions of the Articles of Incorporation, California Nonprofit Public Benefit Corporation law, and any other applicable laws, the business of this corporation and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

#### **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 of Incorporation of this corporation, or by these bylaws;
- (b) Appoint and remove, employ and discharge, and prescribe the duties and fix any compensation, of all officers, agents, and employees of the corporation;
- (c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly; and
- (d) Meet at such times and places as required by these bylaws.

#### **SECTION 5. TERMS OF OFFICE**

Directors shall be elected at any regular meeting of the Board for two-year terms. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which they were elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these bylaws and California Nonprofit Corporation Law. By resolution, the Board may arrange for terms to be staggered.

#### **SECTION 6. COMPENSATION**

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties, in reasonable amounts as approved by the Board.

#### **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at a convenient location on the San Juan Ridge, unless otherwise provided by the Board. Any meeting may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of these methods constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another and so long as each director participating in the meeting can communicate with all of the other directors concurrently and can participate in all matters before the Board.

#### **SECTION 8. REGULAR AND SPECIAL MEETINGS**

Regular meetings of directors shall be held at least once a year. The President may convene a special meeting of the Board for any purpose, and must convene a meeting at the request of two other members of the Board. Any three Directors may also call a meeting of the Board.

#### **SECTION 9. NOTICE OF MEETINGS**

Regular meetings of the board may be held with no less than 3 day's notice by email

or telephone to all members of the Board of Directors. An effort will be made to schedule next meetings during regular meetings, such that those attending the meeting know when and where the following meeting will be held; notice will be provided to absent directors.

#### **SECTION 10. CONTENTS OF NOTICE**

Notice of meetings shall specify the place, day, and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

#### **SECTION 11. 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 that a quorum 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 thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

#### **SECTION 12. QUORUM FOR MEETINGS**

For the transaction of business, a quorum shall consist of the majority of directors then in office (but no fewer than two directors or one-fifth of the authorized number, whichever is greater). Except as otherwise provided in these bylaws or in the Articles of Incorporation of this corporation, 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 meeting is a motion to adjourn.

The Directors present at a meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action taken must be approved by at least a majority of the required quorum for such meeting or a greater percentage if required by law, or the Association's Articles of Incorporation or Bylaws.

#### **SECTION 13. MAJORITY ACTION 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 the Articles of Incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to 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 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

#### **SECTION 14. CONDUCT OF MEETINGS**

Meetings of the Board of directors shall be presided over by the president of the Board or any director designated by a majority of directors present to serve in that role. The secretary of the corporation shall act as secretary of all meetings of the

Board. In his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

**SECTION 15. ACTION BY MAJORITY 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 a majority of members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "a majority" of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

**SECTION 16. 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, et. seq., of the California Nonprofit Public Benefit Corporation Law.

Any director may resign effective upon giving written notice to the chairperson of the Board, the president, the secretary, or the Board of directors, unless the notice specifies a later time for the effectiveness of such 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 upon notice to the attorney general.

Vacancies on the board may be appointed by the Board of Directors with a majority vote at any meeting.

Directors may be removed without cause by a majority of Directors then in office.

**SECTION 17 NO REMOVAL ON REDUCTION OF NUMBER OF DIRECTORS**

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

**SECTION 18. NONLIABILITY OF DIRECTORS**

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

**SECTION 19. 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 such 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, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such 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 such proceedings shall be provided by this corporation but only to the extent allowed by and in accordance with Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **SECTION 20. INSURANCE FOR CORPORATE AGENTS**

The board of directors must purchase and maintain insurance on behalf of any directors of the corporation. This policy may include among the insured any agent of the corporation (including a director, officer, employee, or other agent of the corporation), and may insure 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 such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE 4 OFFICERS**

### **SECTION 1. NUMBER OF OFFICERS**

The three principal officers of the corporation shall be a president, a secretary, and a treasurer, who shall be the chief financial officer. The corporation may also have, as determined by the board of directors, a chairperson of the board, assistant secretaries, assistant treasurers, or other officers. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president or chairperson of the board.

### **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

The three principal officers of the board must be directors. Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns, 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 such 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. Subordinate officers need not be 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 president or secretary of the corporation.

#### **SECTION 5. VACANCIES**

Any vacancy of the three principal officers 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 president, such vacancy may be filled temporarily by appointment by the president until such time as the Board shall fill the vacancy.

#### **SECTION 6. DUTIES OF PRESIDENT**

The president shall be the chief executive officer 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. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the president shall execute such contracts, checks, or other instruments authorized by the Board of Directors. The Board may authorize one or more other Directors to whom the president may delegate contractual or other duties.

#### **SECTION 7. DUTIES OF SECRETARY**

The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors 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.

#### **SECTION 8. DUTIES OF 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 Directors, 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 5 COMMITTEES**

#### **SECTION 1. EXECUTIVE COMMITTEE OF THE BOARD**

The Board of Directors may, by a majority vote of Directors, designate two (2) or

more of its members to constitute an executive committee of the Board and delegate to the 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 filling of vacancies on the Board or on any committee that has the authority of the Board.
- (b) The amendment or repeal of bylaws or the adoption of new bylaws.
- (c) The amendment or repeal or any resolution of the Board;
- (d) The appointment of committees of the Board, and of committee members.
- (e) 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, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies 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 to the board as the board may require.

## **SECTION 2. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such 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. Public statements on behalf of the corporation may be made only by, or with the concurrence of a majority of the Board. Public comments and other written documents produced by committees must be approved by the Board before submission and must be signed by the President or other Director to whom this power has been delegated by the Board.

## **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 such changes in the context of such Bylaw provisions as are 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.

# **ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

## **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors 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 such authority may be general or confined to specific instances, except as otherwise provided in these Bylaws. Unless

so 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 shall be signed by the Treasurer or any other Board member designated by consent of the Board.

#### **SECTION 3. DEPOSITS**

All funds of the Corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **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 7 CORPORATE RECORDS AND REPORTS**

#### **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 holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (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 by prior request.

#### **SECTION 2. 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 3. 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 sent to each Director within 120 days after the close of the Corporation's fiscal year containing the following information:

- (a) The assets and liabilities of the Corporation, including the trust funds, 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 this fiscal year;
- (d) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year;
- (e) A statement of any transaction (i) to which the Corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):
  - (1) Any Director or Officer of the Corporation, its parent, or its subsidiary;
  - (2) Any holder of more than 10% of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Corporation; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

(f) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director under Article 9 or Article 10.

The annual report shall be accompanied by a report of independent accountants on which the annual report is based, 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.

## **ARTICLE 8 FISCAL YEAR**

### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the Corporation shall begin on 1 January and end on 31 December in each year.

## **ARTICLE 9 CONFLICT OF INTEREST AND COMPENSATION POLICIES**

## **SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY**

The purpose of this conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **SECTION 2. DEFINITIONS**

### **(a) Interested Person.**

Any Director, principal officer, member of a committee with Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, is an interested person.

### **(b) Financial Interest.**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- (2) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph b, a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

## **SECTION 3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES**

### **(a) Duty to Disclose.**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

### **(b) Determining Whether a Conflict of Interest Exists.**

After the interested person discloses the financial interest and all material facts, and

the Board discusses the matter with that person, the interested person shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists in the absence of the interested person.

(c) Procedures for Addressing the Conflict of Interest.

The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

Following this investigation, the Board or committee shall determine whether the corporation can obtain with reasonable efforts a better transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a better transaction or arrangement is not reasonably possible by avoiding the conflict of interest and hiring someone else, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the Board or committee has reasonable cause to believe a Director has failed to disclose actual or possible conflicts of interest, it shall inform the Director of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclose.

If, after hearing the Director's response and after making further investigation as warranted by the circumstances, the Board or committee determines the Director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS**

When a potential conflict of interest or disclosure of a financial interest is identified or disclosed by an interested person, the minutes of meetings of the Board and all committees with Board delegated powers regarding this matter shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**SECTION 5. PERIODIC REVIEWS**

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

#### **SECTION 6. USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Section 5, the Corporation may use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

### **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 may be altered, amended, or repealed and new bylaws adopted by approval of the Board of Directors, subject to the following limitations:

- (a) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- (b) No amendment may extend the term of a Director beyond that for which such Director was elected.
- (c) No amendment may add a provision that is in conflict with law or the Corporation's Articles of Incorporation.

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

**SECTION 1. AMENDMENT OF ARTICLES** Amendment of the Articles of Incorporation may be adopted by the Board of Directors, subject to the California Nonprofit Public Benefit Corporation Law. Nothing in these Bylaws shall be construed to grant the Board of Directors powers beyond those permitted by law with respect to amendments of the Articles of Incorporation.

#### **SECTION 2. CERTAIN AMENDMENT**

Notwithstanding the above sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which 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 such statement or to delete such statement after the Corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

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

### **SECTION 1. PROHIBITION AGAINST SHARING 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. 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. Upon dissolution or winding up of the affairs of the corporation, should that take place, the assets of the corporation shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

### **CERTIFICATE OF SECRETARY**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the membership of said Corporation on the date set forth below.

Dated: December 8, 2025



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Caleb Dardick, Board Secretary