

BYLAWS

OF

La Costa Racing Team, INC. a California Public Benefit Corporation

July 23, 2020

ARTICLE 1 **OFFICES**

SECTION 1. PRINCIPAL OFFICES. The principal office La Costa Racing Team Inc. (the “Corporation”) for the transaction of its business is located in San Luis Obispo County, California. The board of directors is hereby granted full power and authority to change the location of the principal office of the Corporation from one location to another. If the principal office is located outside the State of California, and the Corporation has one (1) or more business offices in the State of California and, the board of directors shall likewise fix and designate a principal business office in the State of California.

SECTION 2. 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 **OBJECTIVES AND PURPOSES**

SECTION 1. The Corporation is organized to operate exclusively for charitable purposes as will qualify it to be exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The specific and primary purpose for which this corporation is formed is charitable in nature. La Costa Racing Team’s mission and purpose is to promote slalom skateboard racing, a healthy lifestyle for youth, and public service opportunities for all ages.

SECTION 2. The Corporation shall have and exercise all rights and powers conferred on corporations under the laws of the State of California, provided that the Corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in this Article 2, or which is 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, (ii) by a Corporation, contributions to which are deductible under Section 170(c)

(2) of the Internal Revenue Code or (iii) by a nonprofit corporation under the California Nonprofit Public Benefit Corporation Law, as amended.

SECTION 3. The Corporation shall not provide an economic benefit defined as an excess benefit under Section 4958 of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable reimbursement for expenses incurred and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

SECTION 4. Upon liquidation or dissolution, all properties and assets of the Corporation remaining after paying or providing for all debts, liabilities and obligations of the Corporation and for necessary expenses thereof shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable, religious, literary, educational or scientific purposes as the board of directors shall determine, and as shall, at the time, be qualified as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 3

DIRECTORS

SECTION 1. NUMBER. The authorized number of directors of the Corporation shall be not be less than three nor more than twelve, with the exact number of directors to be fixed, within the limits specified, by a resolution amending such exact number, duly adopted by the board of directors in the manner provided in these bylaws. A change in the minimum or maximum number of directors, or from a fixed board to a variable board or vice-versa, may be effectuated only by an amendment to these bylaws duly adopted by the board of directors in the manner provided in these bylaws.

SECTION 2. POWERS. Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of the Corporation, 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 of directors.

SECTION 3. 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 the Corporation, or by these bylaws;

(b) 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;

(c) Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these bylaws; and

(e) Register their addresses with the secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 4. ELECTION AND TERM OF OFFICE. Directors shall be elected at the annual meeting of the board of directors held in accordance with Section 8 of this Article to hold office until the next annual meeting. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, except in the case of death, resignation, or removal of such director.

SECTION 5. COMPENSATION. Directors shall not receive compensation for their service as directors except that they shall be allowed to be paid their actual and necessary expenses incurred in attending directors' meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the Corporation in any capacity other than as a director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article. Any payments to directors shall be approved in advance in accordance with the Corporation's conflict of interest policy, as set forth in Article 10 of these bylaws.

SECTION 6. 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 purposes of this Section, "interested persons" means either:

(a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) 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, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF MEETINGS. 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 which 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 (i) if held on the written consent of all directors given either before or after the meeting and filed with the secretary of the Corporation or (ii) after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

(a) Each director participating in the meeting can communicate with all of the other directors concurrently;

(b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and

(c) The Corporation adopts and implements some means of verifying (i) that all persons participating in the meeting are directors of the Corporation or are otherwise entitled to participate in the meeting and (ii) that all actions of or votes by the board are taken and cast only by directors and not by persons who are not directors.

SECTION 8. REGULAR AND ANNUAL MEETINGS. Regular meetings of the board of directors may be held without notice if the time and place of the meetings are fixed by the board of directors or by these bylaws.

SECTION 9. SPECIAL MEETINGS; NOTICE. Special meetings of the board of directors for any purpose or purposes may be called at any time by the chairperson of the

board, the president, the secretary, or by any two directors. Such meetings shall be held at the place designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation. Special meetings of the board of directors shall be held upon four (4) days notice by first-class mail or forty-eight (48) hours notice delivered personally, by telephone (including a voice messaging system), facsimile, or electronic transmission.

SECTION 10. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS. The transactions of any meeting of the board, however called and noticed and 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 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 11. QUORUM FOR MEETINGS. A majority of the authorized number of directors constitutes a quorum of the board of directors for the transaction of business, except to adjourn as provided herein. Except as otherwise provided in these bylaws or in the articles of incorporation of the 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 shall be entertained at such meeting is a motion to adjourn. However, a majority of the directors present at such 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 not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article. Meeting may be conducted virtually when absolutely necessary.

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 a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of the Corporation.

SECTION 12. 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 the Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a director has a direct or indirect material

financial interest, and indemnification of directors, require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 13. CONDUCT OF MEETINGS. Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated or, in his or her absence, the president of the Corporation or, in his or her absence, by a chairperson 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.

SECTION 14. 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 shall individually or collectively consent in writing to such 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. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such 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 which 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 the Corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

SECTION 15. VACANCIES. Vacancies on the board of directors shall exist (i) on the death, resignation, or removal of any director, (ii) whenever the number of authorized directors is increased, and (iii) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

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, convicted of a felony, or found by a final order or judgment of any court to have breached any duty under Section 5230 of the California Nonprofit Public Benefit Corporation Law. Directors may be removed without cause by a majority of the directors then in office. 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.

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 Public Benefit Corporation Law.

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 (i) the unanimous written consent of the directors then in office, (ii) 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 (iii) a sole remaining director. If the Corporation has members, however, vacancies created by the removal of a director may be filled only by the approval of the members. The members, if any, of the Corporation may elect a director at any time to fill any vacancy not filled by the directors.

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 16. NONLIABILITY OF DIRECTORS. The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE 4 **OFFICERS**

SECTION 1. NUMBER OF OFFICERS. The officers of the Corporation shall be a president, a vice president, and a secretary and treasurer. The Corporation may also have, as determined by the board of directors, a chief executive officer, a chief financial officer, a chairperson of the board, one or more vice presidents, 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. Any person may serve as an officer of the Corporation. 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 is 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.

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. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section 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 president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT. The president 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 the 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, the president 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, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

SECTION 7. DUTIES OF VICE PRESIDENT. In the absence of the president, or in the event of his or her inability or refusal to act, the vice president, if one is appointed, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by 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 such 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, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;

(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) Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request therefor, the bylaws and the minutes of the proceedings of the directors of the Corporation; and

(f) In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of the Corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 9. DUTIES OF TREASURER. Subject to the provisions of these bylaws relating to the “Execution of Instruments, Deposits, and Funds,” the treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors;

(b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever;

(c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the board of directors, taking proper vouchers for such disbursements;

(d) Keep and maintain adequate and correct accounts of the Corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(e) Exhibit 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, on request therefor;

(f) Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the Corporation;

(g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and

(h) In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the Corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 10. COMPENSATION. The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Corporation, provided, however, that such compensation paid a director for serving as an officer of the Corporation shall only be allowed if permitted under the provisions of Article 3, Section 6, of these bylaws. In all cases, any salaries received by officers of the Corporation shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the charitable or public purposes of the Corporation. All officer salaries shall be approved in advance in accordance with the Corporation's conflict of interest policy, as set forth in Article 10 of these bylaws.

ARTICLE 5 **COMMITTEES**

SECTION 1. EXECUTIVE COMMITTEE OF THE BOARD. The board of directors may, by a majority vote of directors, designate one or more of its members (who may also be serving as officers of the Corporation) to constitute an executive committee of the board and delegate to such 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 advancement or reimbursement of actual and necessary expenses incurred in attending directors' meetings and during performance of their regular duties as specified in Article 3, Section 3.

(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 so amendable or repealable.

(f) The appointment of committees of the board or the members thereof.

(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 the 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 so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein 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 from time to time 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.

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. 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 such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE 6
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

SECTION 1. INDEMNIFICATION OF DIRECTORS AND OFFICERS. The Corporation may, to the maximum extent and in the manner permitted by the California Nonprofit Public Benefit Corporation Law, indemnify each of its directors and officers against expenses (as defined in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding (as defined in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law), arising by reason of the fact that such person is or was a director or officer of the Corporation. For purposes of this Article 6, a “director” of the Corporation includes any person (i) who is or was a director of the Corporation, (ii) who is or was serving at the request of the Corporation as a director of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or (iii) who was a director of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

SECTION 2. INDEMNIFICATION OF OTHERS. The Corporation shall have the power, to the extent and in the manner permitted by the California Nonprofit Public Benefit Corporation Law, to indemnify each of its employees and agents against expenses (as defined in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding (as defined in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law), arising by reason of the fact that such person is or was an employee or agent of the Corporation. For purposes of this Article 6, an “employee” or “officer” or “agent” of the Corporation (other than a director) includes any person (i) who is or was an employee, officer or agent of the Corporation, (ii) who is or was serving at the request of the Corporation as an employee, officer or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or (iii) who was an employee, officer, or agent of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

SECTION 3. PAYMENT OF EXPENSES IN ADVANCE. Expenses and attorneys’ fees incurred in defending any civil or criminal action or proceeding for which indemnification is required pursuant to Article 6, Section 1, or if otherwise approved by the board of directors, shall be paid by the Corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the indemnified party to repay such amount if it shall ultimately be determined that the indemnified party is not entitled to be indemnified as authorized in this Article 6.

SECTION 4. INDEMNITY NOT EXCLUSIVE. The indemnification provided by this Article 6 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. The rights to indemnity hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 5. INSURANCE. 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 such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

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 such authority may be general or confined to specific instances. 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 a director of the Corporation and countersigned by either the president of the Corporation (who is not the initial signing director) or another director of the Corporation.

SECTION 3. DEPOSITS. All funds of the Corporation shall be deposited 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 the Corporation.

ARTICLE 8

CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS. The Corporation shall keep at its principal office within or without the State of California:

(a) Minutes of all meetings of directors, committees of the board and, if the Corporation has members, of all meetings of members, 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; and

(c) A copy of the Corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL. The board of directors may adopt, use, and alter at will, a corporate seal. Such 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 such 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 of directors shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all directors of the Corporation, which 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; and

(e) Any information required by Section 6 of this Article.

The annual 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 the Corporation that such statements were prepared without audit from the books and records of the Corporation.

SECTION 6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS. The Corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction in which the Corporation, or its parent or its subsidiary, 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, or its parent or its subsidiary (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, its parent, or its subsidiary.

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**

The fiscal year of the Corporation shall begin on July 1st and end on June 31st of each year.

ARTICLE 10 **CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES**

SECTION 1. PURPOSE. The purpose of the conflict of interest policy is to protect the interests of this tax-exempt Corporation 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 might result in a possible excess benefit transaction. 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, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, 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 (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or (iii) 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 not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3 of this Article, a person who has a financial interest may have a conflict of interest only if the appropriate governing 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 governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing 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.

(c) Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing 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 governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines

the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. RECORDS OF PROCEEDINGS. The minutes of the governing board and all committees with board delegated powers 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 governing 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. COMPENSATION APPROVAL POLICIES. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 6. ANNUAL STATEMENTS. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person (i) has received a copy of the conflict of interest policy, (ii) has read and understands the policy, (iii) has agreed to comply with the policy, and (iv) understands that the Corporation is charitable and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. 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 an excess benefit transaction.

SECTION 8. USE OF OUTSIDE EXPERTS. When conducting the periodic reviews provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of responsibility for ensuring periodic reviews are conducted.

ARTICLE 11

AMENDMENT OF BYLAWS

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 approval of the board of directors.

ARTICLE 12

AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS. Before any members have been admitted to the Corporation, any amendment of the articles of incorporation may be adopted by approval of the board of directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS. After members, if any, have been admitted to the Corporation, amendment of the articles of incorporation may be adopted by the approval of the board of directors and by the approval of the members of the Corporation.

SECTION 3. CERTAIN AMENDMENTS. Notwithstanding the above sections of this Article, the 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 the 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 13
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee, or other person connected with the 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. All members, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of the Corporation and not otherwise.

ARTICLE 14
MEMBERS

If the Corporation makes no provision for members, then, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the articles of incorporation or bylaws of the Corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the board of director.

CERTIFICATE

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 board of directors of the Corporation on the date set forth below.

Dated: July 23rd 2020

By: _____ Name: **Diana Rose** Title: President

By: _____ Name: **Lynn Kramer** Title: Treasurer