



**BYLAWS OF INSPIRATION'S EDGE, INCORPORATED**  
**A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION**  
**ESTABLISHED 7.30.2024**  
**AMENDED 10.15.2025**

**ARTICLE 1 - NAME AND ORGANIZATION**

Section 1: The name of this organization shall be "Inspiration's Edge," hereinafter called the "Corporation." The Corporation is a nonprofit organization that operates within the Morongo Basin and surrounding communities.

**ARTICLE II - OFFICES**

Section 1: Operational Headquarters, the corporation's operational headquarters are located at 72761 Granite Ave, Twentynine Palms, CA 92277.

Section 2: Other Offices, The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

**ARTICLE III - PURPOSE**

Section 1: The Purpose of Inspiration's Edge is to enrich our surrounding communities through performing arts and arts-based engagement. We strive to collaborate and foster inclusivity to provide diversity that reflects the vibrant tapestry of our local and remote communities.

**ARTICLE IV - MISSION, VISION, AND VALUES**

Section 1: Mission, The Mission of Inspiration's Edge is to develop and foster a lifelong love and appreciation for performing arts through community collaboration that allows us to explore and expand the edge of inspiration and creativity.

Section 2: Vision, The Vision of Inspiration's Edge is to serve as a cornerstone provider and supporter of performing arts in our local and remote communities.

Section 3: Values, The Values of Inspiration's Edge are Safety, Inclusivity, Integrity, Co-Creativity, Growth, Innovation, and Celebration.

## **ARTICLE V - MEMBERSHIP**

This Corporation shall have no members. All corporate actions shall be approved by the Board of Directors as provided in these Bylaws. All rights which would otherwise rest in the members shall rest in the Directors.

## **ARTICLE VI - BOARD OF DIRECTORS**

### Section 1: Powers

- a. **General Corporate Powers.** Subject to the provisions of the California Nonprofit Corporation law, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- b. **Specific Powers.** Without prejudice to these powers, and subject to the same limitations, the Directors shall have the power to:
  - i. Select and remove all officers, agents, and any employees or volunteers of the corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.
  - ii. Change the principal operational headquarters in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California and designate any place within or outside the State of California for the holding of meetings, including annual meetings.
  - iii. Adopt, make, and use a corporate seal; and alter the form of the seal.
  - iv. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

### Section 2: Number, Qualifications, and Restrictions

- a. The authorized number of Directors shall be at least five (5) but not more than fifteen (15) 5-15.

- b. Directors need not be residents of the State of California.
- c. Restriction on Interested Directors: Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is:
  - i. Any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as a director; and
  - ii. Any brother, sister, father, mother, ancestor, descendant, spouse, sister-in-law, brother-in-law, mother-in-law, or father-in-law of any such person or business partner.
  - iii. With regard to business, two or more business partners serving on the board, while collectively owning 35% or more of a for-profit company, are considered related, as are co-workers that have a superior/subordinate relationship at the company they work for.
  - iv. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 3: Election and Term of Directors, Directors shall be elected at the Board of Directors' annual meeting for a term of three (3) years and may not serve more than two (2) terms consecutively unless approved by resolution of the board. The elected director shall hold office until the expiration of the term for which elected, and until a successor is elected and qualified. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote.

#### Section 4: Vacancies

- a. Events Causing Vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:
  - i. The death, or resignation of any director.
  - ii. The declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of the court or conviction of a felony or has been found by final order or judgment of any court to have breached a duty under sections 5230 and following of the California Nonprofit Corporation Law.

- iii. The removal of a director by a majority vote of the members of the Board of Directors.
- b. Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the President, the Executive Committee, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective. No director may resign when the corporation would be left without a duly elected director or directors in charge of its affairs.
- c. No Vacancy 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.
- d. A director elected to fill a vacancy shall hold office until the expiration of the term for which elected.

Section 5: Place of Meetings, Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the operational headquarters of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the operational headquarters of the corporation. Notwithstanding the above provisions of this Section 5, any Director may participate in a meeting, and any meeting of the Board may be held, by conference telephone, video screen or other electronic transmission, provided the requirements specified below are met. A Director who participates in a meeting by such means shall be considered present in person for that meeting.

- a. In the case of a meeting held by conference telephone or video screen, all Directors participating in the meeting are able to hear one another.
- b. In the case of other electronic transmission:
  - i. Each Director participating in the meeting can communicate with all other Members concurrently, and

- ii. 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 Board.

Section 6: Regular Meetings, Regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors at a minimum of four (4) and maximum of twelve (12) meetings per year. Such regular meetings may be held without notice. The dates and times of these regular meetings shall be set during the Annual Meeting in June or by resolution. At the first regular meeting of the fiscal year, the board shall:

- a. Review Bylaws
- b. Elect Officers
- c. Review financials and approve annual budget
- d. Review policies and update relevant records
- e. Review annual compliance requirements

Section 7: Annual Meeting, the annual meeting of the Board of Directors shall be held in June, unless such other date is chosen by consensus of the Board. At the annual meeting, directors shall be elected by the current Board of Directors in accordance with Article VI, Section.

Section 8: Special Meetings

- a. Authority to Call. Special meetings of the Board of Directors for any purpose may be called at any time by the President, or Vice President, or Secretary, or Treasurer, or any two directors.
- b. Notice.
  - i. Manner of Giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: a) by personal delivery or written notice; b) by first-class mail, postage paid; c) by telephone communication, either directly to the director or to a person at the director's office or residence who would reasonably be expected to communicate such notice promptly to the director; or d) by email. All such notices shall be given or sent to the director's address, telephone number, or email as shown on the records of the corporation.
  - ii. Time Requirement. Notices given by personal delivery, telephone, or email shall be delivered, telephoned, or emailed at least 48 hours before the time set for the meeting. Notice sent by first-class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting.

- iii. Notice Contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the customary meeting place.

Section 9: Quorum, a majority of the current number of elected directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 13. of this ARTICLE VI. 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 shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to 1) approval of contracts or transactions in which a director has a direct or indirect material financial interest, 2) appointment of committees, and 3) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 10: Closed Session, the board shall meet in closed session when discussing sensitive matters.

Section 11: Waiver of Notice, the transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice, if 1) a quorum is present, and 2) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the Minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the Minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 12: Adjournment, a majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 13: Notice of Adjournment, notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 14: Action Without Meeting, any action required or permitted to be taken by

the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing, including email, to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board.

Section 15: Fees and Compensation of Directors, Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

Section 16: Censure, Suspension, or Removal, Should the Board of Directors find the conduct of any officers, agents, employees or volunteers of the corporation to be in violation of the Inspiration's Edge Code of Conduct or deemed detrimental to the best interest of the Corporation the Board of Directors may take such action as they deem reasonable, applicable and appropriate including, but not limited to, suspension from or removal from Corporation. Such action shall require the vote of a majority of the Directors and Officers in office at that time. The majority is to be considered two-thirds.

## **ARTICLE VII - OFFICERS**

Section 1: Officers and Duties, the officers of the Corporation and their respective duties shall be as follows:

- a. President: The President shall be the Chairperson of the Board of Directors and subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the Corporation and shall, when present, preside at all meetings of the members and all meetings of the Board of Directors. The duties of the President shall also include the following:
  - i. Shall be the liaison with other performing arts or community organizations.
  - ii. Shall be the primary point of contact with outside agencies and be responsible to represent the Corporation at meetings for those agencies but shall have flexibility to appoint a Board of Director to represent the Corporation in President's Absence.
  - iii. If needed, appoint a Risk Management Officer.
  - iv. Be an official member of all the standing committees.

- v. The President shall keep complete and accurate documentation of all the activities of the President, which shall be deemed a part of the official records of the Corporation and shall tender all such documentation and records to the successor President immediately following the next annual election. The President shall submit to the Secretary, to be kept in the official records of the Corporation, a true and correct copy of all documentation relating to the activities of the President.
- b. Vice-President: The Vice-President shall perform the duties of the President in the absence or disability of the President, and when so acting shall have all the powers of the President of the Corporation. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for the Vice President by the Board of Directors or the Bylaws. The Vice President shall perform such other duties as may be assigned by the President. Other duties of the Vice President shall also include:
- i. Serve as the Director of Information unless otherwise designated by the Board of Directors and assist the Secretary in maintaining an Operations Calendar for the Corporation and all Corporation records in the designated cloud-based server.
  - ii. Be an official member of all the standing committees.
  - iii. The Vice President shall keep complete and accurate documentation of all the activities of the Vice President which shall be deemed a part of the official records of this corporation and shall tender all such documents and records to the successor Vice President immediately following the next annual election.
- c. Secretary: The Secretary shall be responsible for keeping all meeting minutes for the Board and Committees, records of the Directors, and all official records for the Corporation. The Secretary shall have such other powers and perform such other duties as from time to time may be prescribed for the Secretary by the Board of Directors or the Bylaws. Other duties of the Secretary shall also include:
- i. To set and determine the agenda for each meeting of the Board of Directors.
  - ii. Ensure that all notices of nonregular meetings are duly given as provided in the Bylaws and shall be the custodian of the official records and minutes of the Corporation.

- iii. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, or special, and, if special, how authorized and how noticed was given and to whom; whether the meeting is open or closed; the names of the persons present at the Board and committee meetings; the actions take and decisions made by the Board at that meeting, including the votes for, against, and in abstention of each such action or decision, and may include how each director voted on such action or decision.
  - iv. Copies of minutes of the previous meeting will be distributed to all members of the Board within fourteen (14) days following a meeting of said Board.
  - v. If adopted, keep the seal of the Corporation in safe custody.
  - vi. A cloud-based file server shall be the method for storing all official records for the Corporation. The Secretary shall keep, or cause to be kept, all electronic records in the cloud-based file server, containing true and correct copies of all documentation submitted to the Secretary by each of the designated officers or committees as required by these Bylaws to be kept in the official records of this corporation, and with the assistance of the Director of Information shall maintain and keep said official records of this corporation in and up-to-date status at all times and shall tender all such documents and records to the successor Secretary immediately following the next annual election.
- d. Treasurer: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and other accounts. The books or accounts shall be at all reasonable times open to inspection by any director. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. Deposits shall be completed within a reasonable time, consistent with best practices as determined by the Finance Committee. Deposits may be made by the Treasurer or by any person designated by the Treasurer, including a member of the Executive Committee or a member of any committee as may be determined from time to time. The Treasurer shall disburse, or cause to be disbursed, the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall have such other

duties as may be prescribed by the Board of Directors or by these Bylaws and shall tender all such documentation and records to the successor Treasurer immediately following the next annual election. Other duties of the Treasurer shall be:

- i. Ensure that Executive Committee Members are authorized to sign checks and have access to debit and credit cards if so desired. All checks written shall require either the signature of the Treasurer or the signatures of any two (2) Executive Committee Members.
- ii. Ensure that funds of the Corporation shall be held and retained in depositories determined by the Board of Directors and with the exception of recurring or anticipated bills/payments and other payments approved by the Board of Directors, withdrawals from such accounts are only authorized with the joint signature of at least two officers of the Board.
  - 1. To prevent improprieties, or the appearance of improprieties of treasury funds, no two relations of the same family may be signers on the Corporation's banking institutions(s) or depositories or have access to Corporation debit or credit cards at the same time. In the event that two or more relations of the same family are members of the Executive Committee at the same time, a designated signer shall be selected and approved from the remaining Board of Directors. The designated signer shall remain in said capacity until such time as there no longer exists two or more relations of the same family as Directors.
  - 2. Ensure that all payments are made in a timely manner, preferably by the due date, and in no case later than is reasonably necessary to avoid late fees. Payments may be made by check, electronic transfer, or other approved method as determined by the Treasurer or Executive Committee.
  - 3. Prepare a yearly budget for the Corporation with assistance from the Executive Committee or a Financial Committee or both if so designated by the Board of Directors.
- e. Any duties or responsibilities assigned to the officers of the Corporation under this Article may be delegated, in whole or in part, to another officer, director, or assistant, as determined and approved from time to time by the Board of Directors or by the respective officer, provided such delegation remains consistent with these Bylaws and the policies of the Corporation.

## Section 2: Election of Officers

- a. Qualifications and Nominations: The officers of the Corporation as aforesaid shall have been members of a Committee for at least six (6) months or currently assigned as a Liaison or Assistant to an Officer of the Board, complete an application in a manner designated from time to time by resolution of the Board, and be nominated by a current Director of the Board.
- b. Election: Officers shall be elected by majority vote of the Board of Directors at the July meeting. All officers so elected shall serve in such offices for one (1) year until the re-election or the election of new officers at the following July meeting.
- c. Vacancy: In the event any vacancy shall occur in any such executive office, then such vacancy shall be filled by majority vote of the Board of Directors, and the person filling such vacancy shall then serve in such office for the remainder of the current term until the next July Board of Directors' meeting.

## Section 3: Liaisons and Assistants to the Board of Directors

- a. Liaisons to the Board of Directors and Assistants to Officers are non-voting participants. They may attend all open board meetings, but they shall not vote on any matters before the Board, and their presence does not count toward quorum.
- b. Assistants must be only committee members or board members.
- c. Liaisons appointed by officers make presentations and/or communicate information without bias or commentary.
- d. Liaisons and Assistants are appointed for a term of one fiscal year.
  - i. If the Director to whom an Assistant is assigned resigns before the end of their term, the Assistant may apply to fill the open Board position and may be elected by the Board of Directors.
  - ii. IF the continued service of a Liaison or Assistant is desired, re-appointment is required under the same guidelines.
- e. Liaison and Assistant positions may be concluded by resignation, decision of the appointing Officer, or by vote of the Board of Directors.

## **ARTICLE VIII - COMMITTEES**

- Section 1: Executive Committee, The Executive Committee is comprised of the President, Vice President, Secretary, and Treasurer. The Executive Committee may, on occasion, when notification of the full Board is not possible and time is of the essence, authorize such business of the Corporation as they deem necessary at the time. Such business requires the affirmative vote of at least three (3) members of the Executive Committee. If the Executive Committee has any “interested persons” as described in Article V, section 4.d.1, then those interested person’s votes count as a single vote. If the results end in a tie, it must go before the entire Board of Directors for vote. A full written report must be tendered by the President at the next regular Board meeting if any action items were approved by the executive committee.
- Section 2: Finance Committee, The Finance Committee is chaired by the Treasurer unless otherwise designated by the Board of Directors.
- Section 3: Information, Communications, Marketing, and Publicity (ICMP) Committee, The ICMP Committee is chaired by the Director of Information Management who shall be the Vice President unless otherwise designated by the Board of Directors.
- Section 4: Production Committee, The Production Committee is chaired by the President unless otherwise designated by the Board of Directors.
- Section 5: Personnel and Volunteer Committee, The Personnel and Volunteer Committee is chaired by the Secretary unless otherwise designated by the Board of Directors.
- Section 5: Committees of Directors, The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:
- a. Fill vacancies on the Board of Directors or in any committee which has the authority of the Board.
  - b. Fix compensation of the directors for serving on the Board or on any committee.
  - c. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable.
  - d. Amend or repeal any bylaws or adopt new bylaws.

- e. Appoint any other committees of the Board of Directors or the members of these committees.
- f. Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- g. Approve any transaction 1) to which the corporation is a party, and one or more directors have a material financial interest; or 2) between the corporation and one or more of its directors who have a material financial interest.
- h. By a majority vote of its members then in office the Board may at any time revoke or modify any or all 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 6: 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 Directors, corporation volunteers, community members, or 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. The Chairperson(s) of the advisory committee is determined by majority vote of the Board of Directors. Committee membership is determined by the Chairperson and will not exceed the number of 5 persons per committee unless otherwise provided in the resolution of the Board. No committee, regardless of Board resolution, has the authority of the Board.

Section 7: Meetings and Actions 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 content 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 the 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 IX - INSTRUMENTS, DEPOSITS AND FUNDS**

- Section 1: Execution of Instruments, Deposits and Funds, the Board of Directors, except as otherwise provided in these Bylaws, may, by resolution, authorize any officer or agent of the corporation to enter 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, volunteer, 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, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President, Vice President, or Secretary of the Board of Directors. Checks and promissory notes shall be signed and counter-signed by any two (2) Board members.
- 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 X - CORPORATE RECORDS, REPORTS AND SEAL**

- Section 1: Maintenance of Corporate Records, the corporation shall keep the following records:
- 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, and if special, how called and 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 any Director 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. Such seal shall be kept at in the custody of the Secretary. 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 for 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.

#### **ARTICLE XI - 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 XII - AMENDMENT OF ARTICLES OF INCORPORATION**

- Section 1: Amendment of Articles, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.
- Section 2: Certain Amendments, 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 and of the names and addresses of the first directors of this corporation nor the name and addresses of its initial agent, except to correct an error in such statement or to delete either 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 XIII - PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

- Section 1: No member, director, officer, employee, volunteer, or any 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 or 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. Upon 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, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

#### **ARTICLE XIV - CORPORATION RECORDS AND REPORTS**

- Section 1: Records, The Corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records, and accounts shall be kept at the corporation's operational headquarters in the State of California, as fixed by the Board of Directors from time to time.
- Section 2: Inspection of Books and Records, the directors and members of this corporation may inspect all books and records from time to time.
- Section 3: Certification and Inspection of By-Laws, the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the members of the corporation and made available on the corporation website.
- Section 4: Contracts, the Board of Directors, except as in the Bylaws otherwise provided, may authorize an officer or officers, agent or agents, to enter any contract or execute an instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, employee, or volunteer shall have any power or authority to bind the corporation by any contract, engagement, or pledge of its credit, or to render it liable for any purpose or to any amount.
- Section 5: Annual Reports, the Board shall cause an Annual Report or Statement to be prepared and presented to the Board of Directors, and such Annual Report or Statement shall become a part of the permanent records of the business of this Corporation.

#### **ARTICLE XVI - POLICIES**

- Section 1: Conflict of Interest, the Board shall implement and maintain, or cause to be implemented and maintained, a Conflict of Interest Policy for members of the board.
- Section 2: Code of Conduct, the Board shall implement and maintain, or cause to be implemented and maintained, a Code of Conduct that includes Non-Discrimination, Anti-Harrassment, and Whistle Blower Policies & Procedures to apply to all Board Members, employees, contractors, vendors and volunteers.

## **ARTICLE XV - 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 approval of the Board of Directors.

## **Article XII - DISSOLUTION**

Section 1: In the event that the Board of Directors determines for any reason to dissolve the Corporation, any residual assets, after provision for paying all obligations, shall be transferred to a 501 (C)(3) organization that is a similar or successor organization.