



BYLAWS OF SYNERGY FAMILY SERVICES A California Nonprofit Corporation

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Nonprofit Corporation Act of California and the Articles of Incorporation of Synergy Family Services. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Nonprofit Corporation Act of California, said Nonprofit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Synergy Family Services, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 – NAME

- 1.1 Name.** The legal name of the Nonprofit Corporation shall be known as Synergy Family Services and shall herein be referred to as the "Corporation".

ARTICLE 2 – CORPORATE OFFICES

- 2.1 Offices.** The principal office of the Corporation shall be located at 455 Cypress Ave., Ukiah, California 95482. The principal office location can be moved only by an affirming vote of the Board of Directors, and the address shall be properly reported by law. From time to time, the Corporation may have other offices, as business may require and as approved by the Board of Directors.

ARTICLE 3 – GENERAL PROVISIONS

- 3.1 Organization.** The Corporation is a nonprofit corporation organized under the California Nonprofit Corporation Law. It is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code. The Corporation/Organization shall be operated exclusively for/to public benefit.
- 3.2 Objectives and Purposes.** The Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary nonprofit purposes.

A. The Purposes. The express purposes of the corporation are set forth in the Articles of Incorporation and these bylaws.

3.3 Powers. The Corporation shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. At no time and in no event shall the Corporation participate in any activities which have not been permitted to be carried out by a Corporation/Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

3.4 Properties and Assets. The Corporations property and assets are irrevocably dedicated to and for nonprofit purposes only. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to nonprofit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 4 - BOARD OF DIRECTORS

4.1 General Corporate Powers. The Corporation shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a nonprofit corporation organized under the Nonprofit Corporation Act of California. The Board shall establish policies and directives governing business and programs of the Corporation/ and shall delegate to the Executive Director and/or staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

4.2 Specific Powers. Without prejudice to the above general powers, and subject to the same limitations, the Board shall have the power to:

- A.** Determine the corporation's Mission, Vision and Goals and formulate plans to meet them.
- B.** Establish policies for administering the affairs of the corporation.
- C.** Select and remove officers and/or employees of the corporation consistent with the articles set forth within these bylaws; prescribe any powers and duties for them that are consistent with law, with the articles within these bylaws; and for their compensation.
- D.** Set the time and place of regular, special and/or emergency meetings, consistent with Article 4, Section 11.
- E.** Adopt, implement and control the operational, budgetary and financial plans of the corporation responsibly and in compliance with corporate policy and law.
- F.** Receive, sell, manage, retain, assign and/or disburse any property of the corporation on terms and conditions as are deemed advisable.

- G. Employ or engage individuals or entities as agents or representatives of the corporation.

4.3 General Responsibilities. The Board of Directors are responsible for being familiar with the contents of these bylaws and any other corporate policies, manuals, directives that are necessary to administrate their duties as directors. In addition, they are to:

- A. Complete Health Insurance Portability and Accountability Act (HIPPA,) Cyber Security and Sexual Harassment Training, as directed by corporate policy and/or law.
- B. Attend and actively engage in meetings
- C. Prepare for meetings in advance
- D. Submit suggestions for agenda items and/or reports in accordance with the timelines established by the Board
- E. Be open to volunteer for special projects, events and/or committees, as needed
- F. Read and reply to corporate communications regularly and in a timely manner (email, etc.)

4.4 Non-liability. No Director shall be personally liable for the debts, liabilities, or other obligations of the corporation.

4.5 Number. The Board shall have up to nine (9) members, but no fewer than three (3) Directors, and collectively they shall be known as the Board of Directors (or “Board”). Within these limits, the exact number of Directors shall be set by an affirmative vote of a simple majority of the then-serving Board of Directors.

4.6 Residency Requirements. A Board member need not be a resident of the State of California.

4.7 Board Compensation. No Director shall receive, directly or indirectly, any compensation for their services as Director. The Board may by an affirmative vote authorize reasonable advancement or reimbursement for expenses incurred by a director in the performance of their regular duties as specified in Article 4, Section 11 of these Bylaws.

4.8 Selection of Directors. When there is a vacancy on the Board, a Governance Committee will be established until the vacancy seat is filled. The Governance Committee shall consist of at least one Director (no more than two) and either the Executive Director or Director of Administration. They will recruit, review and nominate a person for membership on the Board. A nominee shall become a Director by an affirmative vote of the Board of Directors. The existing Board Members shall present nominations for new and renewing Board members at the board meeting immediately preceding the beginning of the next fiscal year. Recommendations from the existing Board Members shall be made known to the SFS management staff in writing (via email) before nominations are made and voted on. New and renewing Board members shall be approved by a simple majority of those Board members at a Board meeting at which a

quorum is present. A Director appointed to fill a vacancy shall complete the unexpired term of their predecessor in office. A Director appointed to fill a vacancy shall serve the remainder of the predecessor's term. If two-thirds (2/3) or more of that term remains at the time of appointment, it will be considered a full term. To continue serving beyond that, the Director must go through the selection process outlined in this section.

4.9 Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason.

A. Events causing vacancy. A vacancy or vacancies on the Board of Directors may exist at the occurrence of the following conditions:

(1) Death.

(2) Resignations. Any Director may resign, which shall be effective on giving the written notification to the Board President, Vice President or the Board as a whole, unless the notice specifies a later date for resignation to become effective. The resignation of the Director shall not be formally accepted if the effect thereof would be to deprive the corporation of a duly constituted and functioning Board or would otherwise render the Board or corporation legally incapacitated.

(3) Removal. Any Director may be removed from the office for cause by an affirmative vote of the Directors at an official Board of Directors meeting provided they have been notified in writing (letter and/or email). Sufficient cause for removal may be for (1) a Director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, (2) the Director's absence from two (2) consecutive meetings of the Board or a standing committee.

(4) The increase in the number of Directors. If the Board approves to increase the number of directors that exceeds that outlined in Article 4, Section 5.

4.10 Terms of Office. All appointments to the Board shall be for a term of two (2) years. A Director whose term has expired may be re-nominated and re-appointed (via the process outlined in Article 4, Section 8).

4.11 Board of Directors Meetings.

A. Regular Meetings. The Board of Directors shall hold at least one regular meeting per month. The Board by affirmative vote schedule additional meetings, as needed, or establish a schedule to meet more frequently. The time a location of the meetings should be established annually.

B. Special Meetings. Special meetings for any purpose may be called by the President or Vice President and one other Director. The Board and the Executive Director shall be notified in writing at least two days prior to the special meeting.

- C. Annual Organization Meeting.** At the last meeting of the fiscal year, the Board shall include on the agenda items to address organizational matters (including but not limited to the meeting schedule and election of officers).
- D. Quorum.** A quorum is 50% plus one of the Directors, excluding vacancies. A quorum is required for any action or decisions to be made by the Board.
- E. Majority Action / Affirmative Votes.** Every action or decision made by a majority of the Directors present at a meeting at which a quorum is present is the act of the Board, unless the articles within these bylaws require a greater percentage or different voting rules for approval of the matter. Each Director has one vote. The President ordinarily does not vote, however may cast a vote to make or break a tie.
- (1) Action by Written Consent.** Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be reported and recorded in the minutes of the regular meeting immediately following the consent. The decision shall have the same force and effect as a vote of the Board taken at a meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be considered original, for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.
- F. Minutes.** A written record of every meeting of the Board shall be kept in a permanent location and available to all staff.

ARTICLE 5 - OFFICERS

- 5.1 Officers of the Board of Directors.** The officers of the Board of Directors for that corporation shall consist of a President, Vice President, Treasurer and Secretary. Other officers may be appointed for specific duties as needed. Officers shall be drawn solely from the current board. Any current Director may nominate another for an officer position.

- A. Appointments.** The officers will be appointed by affirming vote of the Board at its annual organizational meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the President of the Board, and/or Secretary of the Board, without bias or predisposition to all rights, if any, of the Corporation under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the

resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

- 5.2 Election and Terms.** The officers of the corporation shall be elected annually at the organizational meeting (per Article 5.9.C) by the sitting board members for terms of one year and will begin serving their term at the next board meeting.
- 5.3 Resignation and Removal.** Any Officer may resign at any time by giving written notice (letter and/or email) to the Board, the President or Vice President. The resignation will be effective at the following board meeting unless otherwise prescribed in their notice of resignation. Any member of the Board may be removed, for cause Article 4, Section 9.A(3) at any time by affirming vote.
- 5.4 Vacancies.** Any vacancies of officers because of death, resignation, disqualification, removal, or for any other cause, shall be filled by the Board in coordination with the Governance Committee (Article 4, Section 8). Vacancies in an office other than the President or Treasurer, may be filled temporarily by appointment by the President until the Board can fill the vacancy.

ARTICLE 6 – OFFICER & STAFF DUTIES

- 6.1 Officers of the Board of Director's.** The Board shall elect officers of the Corporation which shall include a President of the Board, a Vice President, a Secretary, a Treasurer, and any other officers with any titles and duties as stated in these Bylaws. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.
- 6.2 Duties of the President.** The President of the Board is authorized to execute, in the name of the Corporation, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation except when required by law that the Executive Director's signature must be provided. The president shall collaborate with the Executive Director or designee to develop the board meeting agendas, distribute them to the Board and pertinent staff members, at least 3 days before the meeting and preside over all meetings.
- 6.3 Duties of the Vice President.** In the absence of the President, or in the event the President's inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have the powers of, and be subject to all the restrictions on the President. The Vice President shall have other powers and perform other duties as prescribed by the Board.

- 6.4 Duties of the Treasurer.** The Treasurer shall keep or cause to be kept and maintained adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director during normal business hours.
- A. Fiscal Reporting.** The Treasurer in collaboration with the Executive Director and Accounts Manager shall prepare a monthly financial statement and report for each regularly scheduled board meeting and any other time it is requested by the Board. The financial statement and report shall be sent to the President for inclusion in the agenda packet, at least one week before the meeting. The Treasurer will present the financial statement and report at the meetings.
 - B. Deposit and Distribution of Money and Valuables.** The Treasurer is responsible for the proper deposit and distribution of money and valuables. The Treasurer may recommend, and the Board approve of the corporation staff member(s) who shall:
 - (1)** Deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board;
 - (2)** Render to the President and Directors, whenever requested, an account of all transactions of the corporation;
 - (3)** Have the powers to perform such other duties as may be prescribed by the Board and/or Bylaws.
- 6.5 Duties of the Secretary.** The Secretary shall be responsible for the recording of all minutes of every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President of the Board shall appoint an individual to act as Secretary at the meeting.
- A. Minutes.** The Secretary shall ensure complete records of all board meetings are kept at the principle corporate office (or other place designed by the Board). Minutes shall include all actions and/or decisions made; the time and place of the meeting; those present, and whether it was a regular or special meeting. Meeting minutes shall be included in the agenda packet and approved by the board at the next regularly scheduled meeting.
- 6.6 Duties of the Executive Director.** It shall be the responsibility of the Executive Director, in general, to supervise and conduct all activities and operations of the Corporation subject to the control, advice and consent of the Board of Directors. The Executive Director shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended.

- A. Representation.** The Executive Director shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board.
- B. Personnel.** The President shall be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board.
- C. Funds and Material Business.** The Executive Director, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation, to execute in the name of the Corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation, and to negotiate any and all material business transactions of the Corporation.
- D. Budget Preparation.** The Executive Director (or designee) in collaboration with the Treasurer and Accounts Manager shall prepare an annual budget to be presented at the organizational meeting (Article 4, Section 11.3) for Board approval.
- E. Board of Director's Meetings.** The Executive Director (or designee) shall work with the Board President to develop meeting agenda, which include pertinent reports as noted in this article and other reports, updates, budget information, necessary for the board to effectively meet their obligations per Article 4.
 - (1) Notice.** The Executive Director is responsible for the proper notice and scheduling of all Board meetings.
 - (2) Attendance.** The Executive Director (or designee) will attend and participate, as is appropriate, in all Board of Director's Meetings.

ARTICLE 7 - COMMITTEES

- 7.1 Committees of Directors.** The Board of Directors may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Unless otherwise authorized by the Board of Directors, no committee shall bind the Corporation in a contract or agreement or expend Corporation funds.
- A. Committee Composition and Selection of Members.** Each such committee shall consist of at least two (2) directors and may also include people who are not on the Board but whom the directors believe to be reliable and competent to serve on the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present.
 - B. Limitations of Power.** No committee, regardless of Board resolution, may:

- (1) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- (2) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- (3) Fix compensation of the directors serving on the Board or on any committee.
- (4) Amend or repeal the Articles of Incorporation,
- (5) Amend, repeal, adopt new bylaws,
- (6) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable,
- (7) Appoint any other committees of the Board of Directors or their members.
- (8). Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation/ otherwise than in the usual and regular course of its business; or revoke any such plan.
- (9) Approve any self-dealing transaction, except as provided pursuant to Law.

7.2 Advisory Committees. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board.

7.3 Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 - Committees of these Bylaws, concerning meetings and actions of the directors with such changes in the context of those bylaws 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 determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept for each meeting of any committee and shall be filed with the Corporation/O records. The Board of Directors may adopt rules not consistent with the provisions of these Bylaws for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or employees of the Corporation whom the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

- 7.4 Executive Committee.** Pursuant to Article 7, the Board may appoint an Executive Committee composed of a minimum of two (2) directors, to serve on the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation/ between meetings of the Board, provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 7 - Committee of Directors. The Secretary of the Corporation shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.
- 7.5 Audit Committee.** The Board, at its sole discretion, may create an Audit Committee, which may review any other committee's operations, and may be composed of one or more people including persons other than directors of the Corporation/. The Audit Committee shall make recommendations to the Board of Directors regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board to negotiate the auditor's salary. The Audit Committee shall consult with the auditor to assure its members that the financial affairs of the Corporation/ are in order, and after review shall determine whether to accept the audit. It shall also be the responsibility of the Audit Committee to ensure that the auditor's firm adheres to the standards for auditor independence, as set forth in the latest version of the Government Auditing Standards, which have been published by the Comptroller General of the United States, or any standards established and published by the Attorney General of California. The membership of the Audit Committee, if created, *shall not* include the following persons:
- The President of the Board of Directors,
 - The Treasurer of the Corporation,
 - Any employee of the Corporation, or
 - Any person with a material financial interest in any entity doing business with the Corporation.
- 7.6 Finance Committee.** The Finance Committee, if created, shall be responsible for making sure the Company's financial reports are accurate. It shall also oversee the budget and perform other duties like establishing reserve funds, lines of credit and investments. In the event that the Board should create a Finance Committee, the members of said Finance Committee must comprise less than one-half (1/2) of the membership of the Audit Committee, and the Chair of the Finance Committee shall not serve on the Audit Committee.

ARTICLE 8 - STANDARD OF CARE

- 8.1 General.** A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation and

with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

- A. Performance of Duties.** A director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:
- (1)** One or more officers or employees of the Corporation whom the director deems to be reliable and competent in the matters presented,
 - (2)** Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
 - (3)** A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.
- B. Non-liability.** Any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

ARTICLE 9 - CONFLICT OF INTEREST

- 9.1 No Conflicts of Interest.** No Director shall act, either to motion, second, deliberation or vote, or have influence in any way on any matter brought before the SFS through its committees or to the Board of Directors, or otherwise, when such matter will, or might, result in a direct or indirect personal or financial gain to such Director. No member of the Board of Directors shall be financially interested in any contract or other transaction entered into by the corporation except as permitted by law. No Director shall utilize any information, not a matter of public record, which is received by the person by reason of their membership on the Board, for personal pecuniary gain, regardless of when the gain is realized.

ARTICLE 10 - INSTRUMENTS, DEPOSITS AND EXPENDITURES

- 10.1 Execution of Corporate Instruments.** The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation. Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation, other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by the Corporation shall be executed, signed, and/or endorsed by the President, and Treasurer.

- 10.2 Checks and Notes.** Except as is otherwise specifically determined by Board action at a scheduled board meeting, required by law or set forth in these bylaws, all checks , agreements or other financial instruments directing payment or transfer of funds belonging to the corporation, or evidencing a debt of the corporation, shall be signed by the Treasurer and countersigned by the President.
- 10.3 Deposits.** All funds of the corporation shall be deposited in the name of the corporation in such banks, financial institutions or other depositories designed by the Board.
- 10.4 Gifts.** The Board, in accordance with the corporation's Gift Policy, may accept, on behalf of the corporation, gifts, bequests for any of the corporates specified purposes as outlined in Article 3.
- 10.5 Expenditures.** All expenditures shall be made in accordance with the corporation's annual budget as approved and/or amended by the Board.
- 10.6 Loans and Contracts.** No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

ARTICLE 11 – CORPORATE RECORDS AND REPORTS

- 11.1 Maintenance and Inspection of Records.** The Corporation/ shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during business hours. All corporate documents shall be in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form.
- 11.2 Agendas and Minutes.** All agendas and minutes of all of the meetings of the Board and of committees of the Board, indicating the time and place of meetings held, whether regular or special, the location and the names of directors and employees present.
- 11.3 Accounts.** Adequate and correct books and records of all accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses. This duty to account does not, however, the corporation to regularly obtain appraisals of its real and/or other property.
- 11.4 Federal Tax Exemption Application and Annual Returns.** The Corporation/ shall keep at its principal office a copy of its federal tax exemption application and its annual

information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation/ and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

11.5 Annual Report. The Executive Director shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by a certified public accountant, in conformity with generally accepted accounting standards. The Corporation/ shall make these financial statements available to those deemed necessary for inspection no later than 60 days after the close of the fiscal year to which the statements relate. The report shall contain the following information and be accompanied by any pertinent report from an independent accountant 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:

- A.** The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- B.** The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- C.** The expenses or disbursements of the Corporation/ for both general and restricted purposes during the fiscal year.
- D.** The information required by the Nonprofit Corporation Act concerning certain self-dealing transactions involving more than \$50,000.00 or indemnifications involving more than \$10,000.00 which took place during the fiscal year.

ARTICLE 12 – MISCELLANIOUS

12.1 Fiscal Year. The fiscal year for this Corporation shall be January 1 – December 31.

12.2 Corporate Seal. The Board of Directors may adopt and use a corporate seal. The seal shall be kept at the principal office of the Corporation/. Failure to affix the seal to any corporate/ instrument, however, shall not affect the validity of that instrument.

12.3 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions in the Nonprofit Corporation Act as amended sometimes shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term "person" includes a Corporation as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid

and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

ARTICLE 13 - AMENDMENTS AND REVISIONS

- 13.1 Bylaw Amendments and Revisions.** Once adopted, these Bylaws may be, amended, or repealed by a simple majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations, therefore, is given in accordance with these Bylaws. If any provision of these Bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be, amended, or repealed by that greater vote.

ADOPTED / RADIFIED: November 30, 2023

Certificate of Secretary:

I, *Taylor Enzler*, certify that I am the current elected and acting Secretary of the Corporation, and the above Bylaws are the bylaws of this Corporation as adopted by the Board of Directors on November 30, 2023, and that they have not been amended or modified since the date above.

REVISED / APPROVED: September 29, 2025

Certificate of Secretary:

I, *Shaka Folger-Bosso*, certify that I am the currently elected Secretary of the Corporation, and the above Bylaws are the bylaws of this Corporation as *revised and approved by the Board of Directors on September 29, 2025*, and that they have not been amended or modified since the date above.

