

**BYLAWS
of
CORVETTES OF BAKERSFIELD CHARITY, INC.
A California Public Benefit Corporation**

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE

For the transaction of business, the principal office of the CORVETTES OF BAKERSFIELD CHARITY, INC, (herewith stated as corporation), is located in the County of Kern in the city of Bakersfield and the state of California.

SECTION 2. CHANGE OF ADDRESS

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

_____	Dated: _____
Address	
_____	Dated: _____
Address	
_____	Dated: _____
Address	
_____	Dated: _____
Address	

SECTION 3. OTHER OFFICES

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

ARTICLE 2 PURPOSES

SECTION 1. MISSION, OBJECTIVE AND PURPOSE

The corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The charitable purposes for which this corporation is organized are dedicated to Raising funds to help local residents who are struggling with poverty and disabilities. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

MISSION STATEMENT

The mission of Corvettes of Bakersfield Charity, Inc. is to be a public charity devoted to helping the people of our communities.

VISION STATEMENT

Our vision is to be a charity that helps people in need.

PURPOSE

The overarching purpose of this corporation is to operate as a public charity that raises funds to help the residents of our communities. This corporation's purpose is clearly defined by the National Taxonomy of Exempt Entities, P99 Human Services - Multipurpose & Other N.E.C. This code is for organizations that clearly provide human services where the major purpose is unclear enough that a more specific code cannot be accurately assigned (North American Industry Classification System Code 624; Industries in the Social Assistance subsector provide a wide variety of social assistance services. These services do not include residential or accommodation services.)

OBJECTIVE

The primary objective of this corporation are to be a public charity that collaborates and partners with Corvettes of Bakersfield, Inc., a local historical car club established in 1967. The overarching objective is to be a public charity that raises funds to give back to our community to help people in need and to improve the conditions of local communities.

DIRECTORS OF THE BOARD

SECTION 1. NUMBER OF DIRECTORS – EXECUTIVE DIRECTORS

The corporation shall have no less than five (5) directors and collectively they shall be known as the corporation's governing board (hereby known as the board). The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

The President, Vice President, Secretary, Treasurer, and one member voted on by the general membership to be the club's liaison with the community. This person will attend functions in Kern County to give exposure to the club and to help generate awareness for the club. This shall constitute as the Board of Directors.

SECTION 2. POWERS OF DIRECTORS

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 corporation governing board, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the board.

SECTION 3. DUTIES

It shall be the duty of the board to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of incorporation of this corporation, or by these bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the reimbursement compensation, if any, of all officers, agents, and volunteers of the corporation;
- (c) Meet at such times and places as required by these bylaws;
- (d) Register their addresses with the secretary of the corporation and notices of meetings mailed or electronically transmitted to them at such addresses shall be valid notices thereof.

SECTION 4. COMPENSATION

Board of Directors shall serve without compensation. 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. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

SECTION 5. 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. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only 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 after all board directors 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. The corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and 2) 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 6. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held on such days of each calendar month and at such times as the President shall designate. A notice of regular meetings must be given to all the members. Special

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meetings of the Board may be called by the President or at the request of any member of the Board of Directors. The Board of Directors shall be given two (2) days' notice of each special meeting.

SECTION 7. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's calendar budget year to all directors of the corporation and, if this corporation has directors, to any director who requests it in writing.

SECTION 8. SPECIAL MEETINGS

Special meetings of the executive board may be called by the President of the board, the secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 9. CONTENTS OF NOTICE

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

SECTION 10. QUORUM FOR MEETINGS

A quorum shall consist of a majority of existing directors. Attendance shall be determined by the following methods: number of directors in attendance, phone contact (conference call), phone texting, face-time, or e-mail contact (electronic means of contact with the individual-real time connections), or SKYPE or another multi-media conferencing device.

SECTION 11. 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, unless the articles of incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the board shall be presided over by the President of the board, or, Vice-President of the board. If no such person has been so designated or, in his or her absence by a President chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with provisions of law.

SECTION 14. VACANCIES

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Any vacancy in the Board of Directors, except a vacancy in the office of President, shall be filled with majority vote of the remaining Directors and the person so elected to fill such vacancy shall hold office for the unexpired term of their predecessor and until their successor shall be elected.

SECTION 15. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation. Liability insurance shall be provided for the board.

SECTION 16. INSURANCE FOR CORPORATE AGENTS

The board 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 4 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a board President, Vice-President, a secretary, and a treasurer. The corporation may also have, as determined by the board, a President 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 of the board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as an officer of this corporation and each officer shall hold office for two years or is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The governing board 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.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the board, at any time. Any officer may resign at any time by giving written notice to the board or to the President or secretary 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. 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

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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

He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board.

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 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.

SECTION 8. DUTIES OF SECRETARY OF THE BOARD

The secretary shall:

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.

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 and 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.

See that all notices meetings are duly given in accordance with the provisions of these bylaws or as required by law.

SECTION 9. DUTIES OF TREASURER OF THE BOARD

Subject to the provisions of these bylaws relating to the "Execution of Instruments, Deposits, and Funds," the treasurer shall:

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.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board, taking proper vouchers for such disbursements.

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.

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.

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.

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Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

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.

ARTICLE 5 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE OF THE BOARD

The board may constitute an executive committee of the board that consists of officers 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 directors or of a majority of all of the directors.
- (b) The filling of vacancies on the board or on any committee that has the authority of the board.
- (c) The amendment or repeal of bylaws or the adoption of new bylaws.
- (d) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the board or the directors thereof.

ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

Unless so authorized, no officer, agent, or volunteer 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, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the President or President or Secretary of the board. Two signatures shall be required when the amount of the check exceeds \$3,000 No checks shall be signed by the individual receiving such payment.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, or other depositories as board may select.

SECTION 4. GIFTS

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

ARTICLE 7 CORPORATE RECORDS, REPORTS, AND LOGO

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

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

- (a) Minutes of all meetings of directors, committees of the board and, if this corporation has directors, of all meetings of directors, 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 accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses; all purchases of equipment, furniture or other property shall be inventoried and recorded as the property of the corporation. All property shall be recorded as an asset and reported as such to the Internal Revenue Service or any other agency that requires such records to be reported.
- (c) A record of its directors, if any, indicating their names and addresses and, if applicable, the class of directorship held by each director and the termination date of any directorship;
- (d) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the directors, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE LOGO

The board may adopt, use, and at will alter, a corporate logo. Such logo shall be kept at the principal office of the corporation. Failure to affix the logo 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.

ARTICLE 8 FISCAL YEAR

SECTION 1. CALENDAR BUDGET YEAR OF THE CORPORATION

The calendar budget year of the corporation shall begin on July 1st and ending June 30th in each year.

ARTICLE 9 CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue

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Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations (See Attachment B). 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, director of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, 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:

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

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

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

SECTION 3. CONFLICT OF INTEREST AVOIDANCE PRODEDURES

(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 directors of committees with governing board delegated powers considering 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.

(b) Violations of the Conflicts of Interest Policy.

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

SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS

The minutes of meetings 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 boards or committee's decision as to whether a conflict of interest in fact existed. 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.

ARTICLE 10 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

- (a) Subject to the power of directors, if any, to change or repeal these bylaws under Section 5150 of the Corporations Code, by approval of the board unless the bylaw amendment would materially and adversely affect the rights of directors, if any, as to voting or transfer, provided, however, if this corporation has admitted any directors, then a bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section;
- (b) By approval of quorum of the directors, if any, of this corporation.

ARTICLE 11 AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF DIRECTORS

Before any directors have been admitted to the corporation, any amendment of the articles of incorporation may be adopted by approval of board.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF DIRECTORS

After directors, if any, have been admitted to the corporation, amendment of the articles of incorporation may be adopted by the approval of the board and by the approval of the directors of this corporation.

SECTION 3. 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 of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such

statement or to delete such statement after the corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

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ARTICLE 12**PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS****SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No director, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the board; 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 directors, 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 this corporation and not otherwise.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever insure to the benefit of any director, officer, or board member thereof or to the benefit of any private person. On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 13**NON-BINDING RESOLUTION**

Membership on the Board of Directors for corporation. is based on an individual person's qualifications and interest in such service. Such membership is not conditioned upon such person's actual or apparent ability to bind, persuade, or compel the performance or assistance of any other person or entity in pursuit of Board's goals and/or purposes on behalf of corporation governing board. Board members shall, however, make use of all resources ethically, legally and reasonably available to them to affect such goals and purposes.

ARTICLE 14**PRIVATE MANAGEMENT DISCLOSURE**

CORPORATION governing board is operated as a 501(c)(3) public charity and shall not operate for the private benefit of any for-profit management company. All public funding shall be controlled by the corporation and shall in fact control all of the operations, staff and activities. Failure to do so, may in fact, cause the corporation to lose its exempt status and can expose the corporation to potential penalties and taxes. If the IRS determines that the corporation management arrangement demonstrates that the corporation is in fact being operated for the benefit of any for-profit management company, or if excessive compensation is being paid to any management company.

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ARTICLE 15
NONDISCRIMINATORY POLICY

CORPORATION governing board does not discriminate on the basis of race, color, national origin, religion and ethnic origin in administration of its services to Kern County residents. The corporation shall comply with Title IX, Title VI and Title VII of the Civil Rights Act, the Americans with Disabilities Act, Section 504 of the Rehabilitation Act of 1973, the Age Discrimination in Employment Act, and other similar laws that prohibit discrimination.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the articles of incorporation of CORPORATION governing board, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent, consent to, and hereby do, adopt the foregoing bylaws, consisting of twenty-four pages, as the bylaws of this corporation.

Dated: _____

President

Vice-President

Treasurer

Secretary

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 CORPORATION governing board of said corporation on the date set forth below.

Dated: _____

Secretary

**FIRST AMENDMENT TO BYLAWS
OF
CORVETTES OF BAKERSFIELD CHARITY, INC.**

The Bylaws of Corvettes of Bakersfield Charity, Inc. are hereby amended as follows:
Article 4, Section 2 of the Bylaws is deleted in its entirety and replaced with the following:

**ARTICLE 4
OFFICERS**

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as an officer of this corporation and each officer shall hold office for one year or is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Except as herein amended, the provision of the Bylaws shall remain in full force and effect
AS APPROVED BY THE BOARD OF DIRECTORS EFFECTIVE: November 5, 2019