

DEC 13 2012

**ARTICLES OF INCORPORATION OF
FRIENDS OF PORTER RANCH COMMUNITY SCHOOL**

The undersigned, who is a citizen of the United States, desiring to form a nonprofit corporation under the Nonprofit Public Benefit Corporation Law of California, does hereby certify that:

ARTICLE I

The name of the corporation is FRIENDS OF PORTER RANCH COMMUNITY SCHOOL.

ARTICLE II

- A. This 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.
- B. The specific purposes of the Corporation are as follows:
1. The Corporation is organized and operated exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Specifically, the Corporation will supplement and enrich the education of children who attend Porter Ranch Community School, a publicly-supported school with grades ranging from kindergarten to 8th grade, by providing classes and educational opportunities either not provided by or underfunded by the Los Angeles Unified School District. The Corporation will also provide additional supplies, equipment, and teaching assistance to Porter Ranch Community School.
 2. To raise funds to use in carrying out the Corporation's purposes.
 3. The Corporation shall have in furtherance of the aforesaid purposes all of the powers conferred upon corporations organized pursuant to the provisions of the Nonprofit Public Benefit Corporation Law.

ARTICLE III

The name and address in the State of California of the Corporation's initial agent for service of process is:

MARY MELVIN
12450 Mason Avenue
Porter Ranch, California 91326

ARTICLE IV

- A. The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section

501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

- B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE V

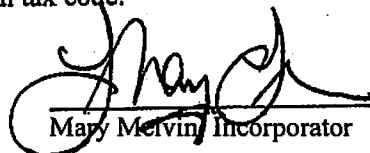
The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person or private interest. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose.

ARTICLE VI

Notwithstanding any other provocation of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

Signed on

August 12, 2012


Mary Melvin, Incorporator



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JAN 10 2013

Date: _____

Debra Bowen

DEBRA BOWEN, Secretary of State

EXHIBIT A
BYLAWS
OF
FRIENDS OF PORTER RANCH COMMUNITY SCHOOL
(a California nonprofit public benefit corporation)

ARTICLE 1

Name

The name of this corporation shall be FRIENDS OF PORTER RANCH COMMUNITY SCHOOL (the “Corporation”). The Corporation may also be known as “Friends of PRCS.”

ARTICLE 2

Principal Office

The principal office of the Corporation shall be 12450 Mason Avenue, Porter Ranch, California 91326.

ARTICLE 3

Objectives, Purposes, and Restrictions

- A. The Corporation is a nonprofit public benefit corporation as described in the California Nonprofit Public Benefit Corporation Law (the “Law”). The Corporation is organized and operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code. The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person or private interest.
- B. The purposes and objectives of the Corporation shall be those stated in its Articles of Incorporation. These objectives shall include:
 - 1. The Corporation will supplement and enrich the education of children who attend Porter Ranch Community School (the “School”), a publicly-supported school with grades ranging from kindergarten to 8th grade, by providing classes and educational opportunities either not provided by or underfunded by the Los Angeles Unified School District (“LAUSD”). The Corporation will also provide additional supplies, equipment, and teaching assistance to Porter Ranch Community School.
 - 2. To raise funds to use in carrying out the Corporation’s purposes.
 - 3. The Corporation shall have in furtherance of the aforesaid purposes all of the powers conferred upon corporations organized pursuant to the provisions of the Law.
- C. The business and activities of the Corporation shall be subject to all requirements and restrictions set forth in the Articles of Incorporation. In addition to such requirements and restrictions, the following requirements and restrictions shall apply to all enrichment programs, courses of study and other activities designed, funded and/or operated by the Corporation:

1. All such enrichment programs, courses of study, or activities, and each of them, shall be made available to every student enrolled in Porter Ranch Community School in the grade or grades for which such program, course of study, or activity is designed or, in the case of programs, courses of study, or activities which must be limited in size, shall be of benefit to the school as a whole.
2. No such program, course of study, or activity shall discriminate on the basis of race, religion, gender, national origin, disability, sexual orientation or any other characteristic among students of the School.
3. No such program, course of study, or activity shall reflect the religious, social or political beliefs or doctrines of any institution, sect, or denomination, party or organization. The Corporation shall be nonpartisan.
4. Nothing herein shall preclude the Corporation from accepting donations earmarked for programs or projects other than programs or projects under the Corporation's direct control and expending such earmarked funds, provided that such programs or projects provide educational enrichment to the students of the School or benefit the School as a whole.
5. Nothing in this Section shall preclude the exclusion of a student from any or all such programs, courses of study, or activities by the School's administration if such exclusion is based solely upon disciplinary considerations.

ARTICLE 4 ***Membership***

- A. The Corporation shall have one class of members, and each member shall have equal voting and other rights.
- B. Every person who is the parent or guardian of one or more children enrolled in the School shall be a member of the Corporation. Members of the faculty, administration and staff of the School shall also be eligible to become members of the Corporation, and will become members by notifying the Secretary of their wish to exercise that right.
- C. There shall be no required dues, fees or assessments of members, except to the extent that they may be solicited for donations from time to time. The Treasurer shall maintain an annual list of donors to the Corporation.
- D. Membership begins when a member's child enters the school or the member is hired as an employee of the School, and terminates when a member ceases to meet the eligibility requirement of Paragraph B of this Section.
- E. No member of the Corporation shall be personally or otherwise liable for any of the debts, liabilities, and/or obligations of the Corporation.

ARTICLE 5
Meetings of Members

A. Regular and Special Meetings.

1. *Annual meeting.* There shall be an annual meeting of members on a date set by the Board, which meeting shall occur no later than May 10 for the purpose of electing officers and Directors, informing members about the activities of the Corporation, presenting an annual report; eliciting members' participation; recapping the funds raised and accomplishments achieved during the school year, approving a budget for the following school year, and for transacting such other business as may be necessary or appropriate.
2. *Additional meetings.* There shall be a minimum of four (4) additional meetings of members on dates set by the Board for the purposes of informing members about the activities of the Corporation, eliciting members' participation, updating members on funds raised and expenditures made, and for transacting such other business as may be necessary or appropriate.
3. *Special meetings.* A special meeting of members may be called at any time by the President, any two Directors, or any twenty (20) members for any lawful purpose. When a special meeting is called by members pursuant to this Section, the Secretary of the Corporation shall, within five (5) days of any such request, set a date for such meeting, which shall be no less than four (4) and no more than ten (10) days from the date such request is made. Moreover, the Secretary shall give notice stating the time, date and place of the special meeting and the general nature of the business to be transacted therein at least 48 hours prior to the time of the meeting by electronic mail to members, by posting notice of the meeting on bulletin boards at the School and on the School website, and by entering the meeting date on the School calendar used by administration, faculty and staff.

B. Notice, Quorum, Voting, Place of Meeting.

1. *Notice of meetings.* Notice of meetings of members shall be given by the Secretary in writing, at least ten (10) days before the date of the meeting, by electronic mail to members, by posting notice of the meeting on bulletin boards at the School and on the School website, and by entering the meeting date on the School calendar used by administration, faculty and staff. Such notice shall state the date, time and place of the meeting and the general nature of the business to be transacted.
2. *Quorum.* A quorum for the transaction of business at a meeting of members shall be ten (10) members.
3. *Action by members.* Except as otherwise provided by law or by these Bylaws, the decision of a majority of members present and voting at a duly held meeting at which a quorum is present is the decision of the membership. At any meeting at which a quorum was initially present, business may continue to be transacted after the loss of a quorum, provided that any action taken is approved by at least a majority of the number which constitutes the quorum.

4. *Place of meetings.* All meetings of members shall take place at the School (or at an alternate nearby location selected by the Board in the event the School is unavailable on the date set for the meeting).
5. *Open meetings.* All meetings of members shall be open to any parent, School administrator, faculty or staff member, or any other interested person, but only members are entitled to receive notice and to vote.
6. *Actions Requiring Members' Vote.* The following actions shall require a vote by the members (in addition to the Board) to be effective:
 - a) With the exception of the initial board of directors, the appointment of the Board of Directors;
 - b) Approval of the Corporation's annual budget;
 - c) Dissolution of the Corporation and winding up of business.

ARTICLE 6

Board of Directors

A. Number of Directors and Compensation.

1. The affairs of the Corporation shall be administered by a Board of Directors (the "Board"), consisting of not less than five (5) and no more than twelve (12) Directors, at least fifty percent (50%) of which shall be comprised of members, and who shall be elected by the members in accordance with these Bylaws. The exact number of Directors may be changed by the Board from time to time. Any reduction of the authorized number of Directors does not remove any Director prior to the expiration of the Director's term of office unless the reduction also provides for the removal of one or more specified Directors.
2. Except for the initial directors of the Corporation, Directors shall be elected at each annual meeting of the Board to hold office until the next annual meeting of the Board.
3. Directors of the Corporation shall serve without compensation, except that Directors may be reimbursed for approved expenses advanced on behalf of the Corporation, in reasonable amounts, as approved by the Board.

B. Nomination of Directors.

1. At least sixty (60) days prior to the date of the annual meeting, the President shall solicit from the Board and the general membership written nominations to fill open Director positions. Nominations made by members should take into account: (i) the particular skills, abilities or expertise needed by the Corporation and the role to be filled by such candidate, (ii) the demonstrated willingness of the nominee to contribute time and effort on behalf of the Corporation, and (iii) the nominee's track record of attending membership meetings.

2. Each nominee shall be contacted by one or more members of the Board to determine such nominee's willingness to serve as a Director and their history of attendance at membership meetings, and whether or not the nominee has the appropriate skills, abilities and expertise to serve in the role for which they have been nominated. After this process, the Board shall develop a slate of nominees to be approved by the membership at the annual meeting.

C. Election of Directors.

1. The slate of Directors shall be approved or disapproved by the membership at the annual meeting through a show of hands. For the slate to be approved, a majority of the members in attendance must approve the slate, and there must be a quorum at the meeting.
2. In the event that the slate of Directors is not approved, the Board shall put up a slate which includes any other nominees who expressed a willingness to serve or, if there are not sufficient nominees to fill the vacant positions, shall solicit a new round of nominations. The current Board shall continue to serve until a new Board is approved by the membership.

D. Powers and Duties of Directors.

1. *General Powers.* Subject to any limitations in the Corporation's Articles of Incorporation (the "Articles") or these Bylaws, the Board shall manage the activities of the Corporation and shall exercise or oversee the exercise of all corporate powers. The Board may delegate its duties and powers as it sees fit to the extent permitted by law, provided however, that the activities and affairs of the Corporation shall be managed by, and all corporate powers shall be exercised under the ultimate direction of, the Board. The Board shall have all powers permitted to or conferred on a board of directors of a nonprofit public benefit corporation by law, except as limited by the Articles or these Bylaws.
2. *Specific Powers.* Without prejudice to the foregoing general powers, the Directors shall have the following specific powers – namely, the power:
 - a. To determine the means by which the Corporation will raise funds to conduct its programs, and to appoint persons and/or committees to carry out such fund-raising activities.
 - b. To plan and implement specific educational and/or other enrichment programs or activities for the students of the School, as may be approved by the School Site Council of the School, and to enter into contracts with individuals or organizations for the provision of such educational services or materials, and to negotiate and agree upon the terms and conditions of such contracts.
 - c. To grant funding to the School for purposes to be agreed upon between the School and the Corporation, including, but not limited to, the hiring of additional faculty members, instructional aides and coaches.
 - d. To designate individuals or appoint committees to administer particular educational enrichment programs approved by the School Site Council of the School.
 - e. To appoint and remove officers, and to prescribe and assign their duties.

- f. To adopt, make and use a corporate seal and alter the form of the seal and the certificate.
 - g. To make and change such rules and regulations for the conduct of the business of the Corporation as are not inconsistent with these Bylaws.
3. *Duties.* In addition to other duties stated or implied by these Bylaws or by law, the Board shall, before each annual meeting, prepare a proposed budget for the subsequent school year to be adopted at the annual meeting of the members.

E. Meetings of Directors.

- 1. *Calls of Meetings.* Meetings of the Board of Directors shall be called from time to time, whenever necessary or deemed desirable, for the transaction of the business of the Corporation. A meeting of the Board may be called by the President, the Secretary, or any two (2) Directors.
- 2. *Place of Meetings.* Meetings of the Board shall take place at the School (or at an alternate nearby location as is stated in the notice of the meeting in the event the School is unavailable on the date set for the meeting).
- 3. *Notice.* The Secretary, or such other person as the Board may designate, shall give notice stating the time, date and place of the meeting and the general nature of the business to be transacted therein to each Director in person or by telephone or electronic mail at least 48 hours prior to the time of the meeting, or by first-class mail at least four (4) days prior to the date of the meeting.
- 4. *Waiver of Notice.* Notice of any meeting of Directors may be waived by any Director prior to or subsequent to the time of the meeting. Attendance at any meeting shall constitute waiver of notice.
- 5. *Quorum.* A majority of the authorized number of Directors (but no fewer than three) shall constitute a quorum.
- 6. *Open Meetings.* Meetings of Directors are open to any member of the Corporation.
- 7. *Transaction of Business.* Except as otherwise provided, the act or decision of a majority of the Directors present at a duly held meeting at which a quorum is present is the act of the Board. At any meeting at which a quorum is initially present, business may continue to be transacted notwithstanding the loss of a quorum, so long as any action taken is approved by at least a majority of the number of Directors constituting a quorum (or by such greater number as may be required by law or by these Bylaws).
- 8. *Action Without A Meeting.* Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors individually or collectively consent in writing to such action. Such written consent or consents shall have the same force and effect as the unanimous vote of the Directors.

F. Resignation and Vacancies.

1. *Resignation.* A Director may resign at any time by submitting their written resignation to the President or Secretary of the Corporation unless the resignation specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective. Except on notice to the Attorney General of the state of California, no Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.
2. *Declaration of Vacancy.* If a Director becomes ineligible for membership in the Corporation during their term as Director, the Board shall declare a vacancy on the Board. The Board may also declare vacant the office of a Director who has been declared of unsound mind by a final order or judgment of any court, or who is convicted of a felony and/or a hate crime, or who has been found by a final order or judgment of any court to have breached a duty to the Corporation.
3. *Removal of a Director.* A majority of the members may remove a Director who fails to fulfill his or her duties, including failing to attend an aggregate of three (3) meetings of the Board or membership in any calendar year period or failing to fulfill tasks designated by the Board or to perform their duties and responsibilities to the Board and to the Corporation.
4. *Filling Vacancies.* Should a vacancy occur on the Board (including as a result of an increase in the number of Directors), the Board shall either (i) elect by a majority a Director to serve for the unexpired term at the next subsequent meeting, or (ii) unless the number of Directors shall fall below five, determine that the vacant Director position need not be filled and that the authorized number of Directors be reduced accordingly. If the number of Directors would fall below five, the Board shall fill vacancies as promptly as possible to avoid such result.

ARTICLE 7
Officers

- A. The officers of the Corporation shall be a President, one or more Vice Presidents, one or more Secretaries, one or more Treasurers, and such additional officers as the Board may from time to time designate. With the exception of the initial election, the President, Vice President(s), Treasurer(s), and Secretary(ies) shall be elected by the Board to one (1) year terms at the annual meeting of members. All other officers shall be appointed by the Board for one (1) year terms and each, if any, shall serve at the pleasure of the Board. Officers may be elected and/or appointed for successive terms. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.
- B. *Compensation.* Officers of the Corporation shall serve without compensation, except that Officers may be reimbursed for approved expenses advanced on behalf of the Corporation, in reasonable amounts, as approved by the Board.
- C. *Removal of Officers.* Any officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board.

- D. *Resignation of Officers.* Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice, and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.
- E. *Vacancies in Office.* A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.
- F. *President.* The President shall be the chief executive officer of the Corporation. The President shall preside over all meetings of the members and of the Board, and shall have such other powers and shall perform such other duties as are stated elsewhere in these Bylaws, including to:
1. Act as official spokesperson/representative of the Corporation;
 2. Preside or present at school events;
 3. Develop meeting agendas, gathering input from all appropriate parties;
 4. Foster a sense of open communication, seek input/ideas from members and develop proposed annual programs and initiatives based on this input;
 5. Call special meetings of the Board and/or general membership;
 6. Recruit/confirm program committee chairs, as well as provide guidance and support, as necessary to, and collect periodic updates from, program committee chairs;
 7. Approve and sign contracts binding the Corporation and execute documents on behalf of the Corporation, including any required LAUSD, city, state or federal filings;
 8. Allow time for open discussion at all meetings;
 9. Have the ability to disburse funds of up to \$1,000.00 following a phone or email consensus vote from the Board, providing details at the next scheduled general membership meeting;
 10. Reserve the right to audit/inspect the Treasurer(s)'s records;
 11. Ensure prompt review, editing and approval of membership meeting minutes submitted by the Secretary to enable them to be publicly disseminated and posted;
 12. Confirm that the Treasurer has filed Form 990 with the IRS and any equivalent forms required by California state law when the books are closed for the year, or by November 15;
 13. Be responsible for ensuring that required reports are filed with state agencies and that the Corporation responds to any court filings or administrative agency requests served on the Corporation (including retaining outside assistance to assist with the same, if needed);
 14. Maintain working knowledge of the Bylaws;

15. Serve as a Parliamentarian, keeping order during the meetings;
16. When possible, attend School Site Council meetings;
17. Serve as liaison to the School administration, faculty and staff on behalf of the Corporation, including to address any concerns raised by such parties, as well as to assist with the resolution of any issues involving programs supported by the members or personnel in such programs or in its employ.

G. *Vice President(s)*. In the absence or disability of the President, a Vice President, in order of their rank as fixed by the Board, if not ranked, a Vice President designated by the Board, 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 upon the President. The Vice President(s) shall also be responsible for the following areas:

1. *Insurance*. All insurance related matters and tasks, including, but not limited to, maintenance and renewal of the Corporation's liability insurance, the Directors' and Officers' liability coverage, and any required Workers' Compensation insurance. The Vice President(s) shall calendar these renewals and keep the policies current, as well as obtain liability waivers for all events and fundraisers sponsored by the Corporation, whether they take place on or off School property.
2. *Tax, Corporate and Legal Filings*. Although it is the Treasurer's duty to oversee and file all tax returns and related documents required to maintain the Corporation's status as a 501(c)(3) non-profit corporation, the Vice President(s) will ensure that any other tax, corporate or legal filings or renewals that may be required are filed, when due.
3. *Budget*. The Vice President(s) participates in the budgeting process and, along with the President and Treasurer(s), assists in the creation, vetting and presentation of the budget for approval by the members, based on the budgetary proposals submitted by individual program chairs. Thereafter and throughout the school year, the Vice President(s) will be expected to be familiar with the Corporation's budget and to serve as the Corporation's main contact with the School's administrative and office staff on issues relating to money budgeted for faculty support, including ensuring that monies committed by the Corporation to the School are transferred to and used by the School during the school year in the manner approved.
4. *Contracts*. The Vice President(s) oversees the preparation and execution of all contracts entered into by the Corporation. The Vice President shall also ensure that the Treasurer receives a copy of all contracts necessitating payment by the Corporation.

H. *Secretary(ies)*. The Secretary(ies) shall keep a record of all proceedings of the Board and of all meetings of members, and shall draft and deliver minutes to the President and other Board members within five (5) business days of each meeting. The Secretary shall ensure that minutes of general meetings are posted on the School website and School bulletin board promptly upon their being approved by the President. The Secretary shall also maintain a corporate book containing copies of the Articles of Incorporation, these Bylaws and any amendments thereto, as well as any rules and regulations issued thereunder. The Secretary shall serve and/or file all notices required by

law or by these Bylaws and retain copies thereof. Such books and records shall be available for review by any member (upon advance request). The Secretary shall keep the seal of the Corporation in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

- I. *Treasurer(s)*. The Treasurer shall be the chief financial officer of the Corporation. The Treasurer(s) shall keep the financial books and records of the Corporation, which shall show all receipts and disbursements, the amount of cash on hand and in any reserves, the amount of money owed by the Corporation or owing to it, and all other financial records required by law or by the Board. Such books and records shall be available for review by any member (upon advance request). The Treasurer shall prepare and/or file such reports and statements as may be required by law or by the Board, and shall disseminate such reports and statements as directed by the Board. In addition to the foregoing, the Treasurer shall:
 1. Participate in all membership and Board meetings;
 2. Be the custodian of all Corporation funds and bank accounts;
 3. Ensure that all accounts are in balance at all times, that checks received are promptly deposited and credit cards charged, and that the President and Vice President(s) are immediately informed of any instances where checks deposited into the Corporation's accounts are returned for insufficient funds or charges on credit cards for donations to the Corporation or for any activities or fundraisers sponsored by the Corporation are declined;
 4. Review, authorize and process, as appropriate, all reimbursement requests inside of specified, valid budget line items and within estimates previously submitted for such expenses. (In the event any such expenses exceed the estimate (or estimated range) previously approved for such items, additional approvals for such reimbursement may be required by the President and/or Board prior to reimbursements being processed and issued.);
 5. Monitor monthly expense totals for budget compliance and ensure that the President is informed of any instances where more than nominal variances from the budget are noted or anticipated;
 6. Collect and distribute monies, as necessary, within approved guidelines;
 7. Manage procedures for, and ultimately receive, all monies from fundraising events which have been collected by volunteer program chairs or other members, and coordinate with or assist program chairs with their tabulations and fiscal reporting, to the extent necessary;
 8. Provide a Treasurer's Report at all Board and membership meetings which shall include a balance sheet, cash flow statement and income and expense statement, with income and expenses measured against budget and the prior year's budget and actual income and expenditures;
 9. Provide an annual Treasurer's Report at the annual membership meeting;

10. Liaise with the Corporation's outside accountant and/or independent auditor and maintain financial records (and make any changes to the manner in which the same are maintained), as may be required; and
11. Ensure that a Form 990, "Return of Organization Exempt From Income Tax", is filed with the IRS (and with any state or other agency requiring the same type of filing) after the Corporation's books are closed for the year or by November 15th.

ARTICLE 8

Committees

- A. *Committees of Directors.* The Board 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 the Board's resolution, shall:
1. Take any final action on matters which, under the Law require approval of the Board;
 2. Fill vacancies on the Board in any committee;
 3. Amend or repeal Bylaws or adopt new Bylaws;
 4. Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable; or
 5. Appoint any other committees of the Board or the members of these committees.
- B. *Meetings and Actions of Committees.* Meetings and actions of committees shall be governed by, and held and taken in accordance with, Paragraph E of Article 6 of these Bylaws, concerning meetings of the Board, with such changes in the context of these Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by the recitation of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of the special meetings of committees shall also be given to any and all members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the movement of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE 9

Liability of Officers and Directors; Indemnification

- A. No Director or officer of the Corporation shall be personally or otherwise liable for the debts, liabilities and/or obligations of the Corporation.
- B. The Corporation shall, to the maximum extent permitted by the law, indemnify each of its Directors, officers, members, and agents against expenses, judgments, fines, settlements, and other

amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was a Director, officer, member, or agent of the Corporation, and shall advance to such person expenses incurred in defending any such proceeding to the maximum extent permitted by the law. For purposes of this Article VIII, a “Director,” “officer,” “member,” or “agent” of the Corporation includes any person who is or was a Director, officer, member, or agent of the Corporation, or who is or was serving in such capacity at the request of the Corporation. The Board may, in its discretion, provide by resolution for indemnification of, or advance of expenses to, other agents of the Corporation and, likewise, may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the law.

ARTICLE 10

Insurance

The Corporation shall have the power to purchase and maintain insurance on behalf of any Director, officer, member, or agent of the Corporation against any liability asserted against or incurred by such person in such capacity or arising out of the person’s status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of Article 9, provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any person in respect of a violation of Section 5233 of the Law (relating to self-dealing) or any successor provision or for any willful violation of federal or state law.

ARTICLE 11

Records and Accounts

The Corporation shall keep adequate and correct written records of accounts and of minutes of the proceedings of its members and the Board.

ARTICLE 12

Annual Statement of Certain Transactions and Indemnifications

The Corporation shall make available to its Directors, officers, and members an annual statement which briefly describes (a) any transaction(s) during the previous fiscal year involving both (i) the Corporation and either a Director, officer or member of the Corporation and (ii) more than \$5,000; or (b) any indemnifications or advances aggregating more than \$1,000 paid during the fiscal year to any Director, officer, member, or agent of the Corporation.

ARTICLE 13

Prohibition on Loans to Directors and Officers

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director, officer, member, employee, or agent unless approved by the Attorney General; provided, however, that the Corporation may advance money to a Director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or officer, provided that in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Corporation or any affiliated entity thereof.

ARTICLE 14

Donations

The Corporation may accept gifts, legacies, donations and/or contributions in any form, upon such terms and conditions as may be decided from time to time by the Board (or approved on a case by case basis for any specific items), and shall provide the donors with letters acknowledging such donations made in response to special donation drives and solicitations, and otherwise, upon request.

ARTICLE 15

Checks, Drafts, and Notes

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation for all debts of the Corporation shall be signed by such officers as shall be determined by the Board.

ARTICLE 16

Amendment of Bylaws

These Bylaws may only be amended by a vote of the Board at a duly constituted meeting. Additionally, the Bylaws shall be reviewed every 5 years to determine whether any amendments or revisions are appropriate or required.

EXHIBIT B
CONFLICT OF INTEREST POLICY

ARTICLE I

Purpose

The purpose of the conflict of interest policy is to protect this nonprofit public benefit corporation's (the "Corporation") interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II

Definitions

A. Interested Person

Any director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest

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

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 Article III, Section 2, 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.

ARTICLE III

Procedures

A. Duty to Disclose

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

B. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. 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.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.