

**CRY-ROP Educational Foundation**  
**A California Nonprofit Public Benefit Corporation**

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**B Y L A W S**

**Article I – Name and Offices**

Section 1.1 Name: This Corporation shall be known as CRY-ROP Educational Foundation (“Corporation”).

Section 1.2 Principal Office: The principal office of the Corporation shall initially be located in the City of Redlands, County of San Bernardino, State of California, at 1214 Indiana Court, Redlands, CA 92374. The Board of Directors is granted full power and authority to change said principal office of the Corporation from one location to another, both within and without of said County.

Section 1.3 Other Offices: Branch or subordinate offices may be established by the Board of Directors at any time and at any place or places.

**Article II – Goals, Objectives, and Purposes**

The Corporation is organized for the charitable and educational purposes of preparing students for success in a changing global economy by providing them with high-quality career training and support services which meet their educational and occupational goals. Without in any way limiting the generality of the general purposes and powers of the Corporation set forth in the Articles of Incorporation for the Corporation (“Articles”), the primary goals and specific objectives and purposes of the Corporation include, without being limited to, soliciting, receiving, collecting, managing, and disbursing voluntary contributions to provide general financial support for CRY-ROP, in order to provide and maintain consistently high-quality educational opportunities for the students of the community .

**Article III – Membership**

This Corporation shall have no members other than the persons constituting its Board of Directors. The Board of Directors shall, under any statute or rule of law, be the members of this Corporation and shall have all the rights and powers members would otherwise have.

**Article IV – Board of Directors**

Section 4.1 Authority of Directors: The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law. Subject to any limitations stated in the Articles, these Bylaws, and the Nonprofit Corporation Law, and subject

to the duties of Directors as prescribed by the Nonprofit Corporation Law, all corporate powers shall be exercised by or under the direction of and the business and affairs of the Corporation shall be managed by the Board of Directors. The individual Directors shall act only as members of the Board of Directors and the individual Directors shall have no power as such:

- a. To determine this Corporation's objectives and formulate plans designed to meet them;
- b. To establish policies for administering the affairs of this Corporation;
- c. To adopt and control the operating budget and financial plan of this Corporation and assure the conduct of the financial affairs on a responsible basis in accordance with established policies;
- d. To appoint such committees as it deems necessary and to prescribe powers and duties for them;
- e. To select and remove officers of this Corporation and prescribe powers and duties for them; and
- f. To accept or decline, on behalf of the Corporation, any contribution, gift, donation, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 4.2 Election, Term of Office, and Qualifications: The authorized number of Directors of the Corporation shall consist of not less than five (5) directors. Each director shall hold office for a term of two (2) years. Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director. Directors will elect their successors. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in the office.

Section 4.3 Resignation: Any Director may resign at any time by giving written notice of such resignation to the President, or to the Board of Directors of the Corporation. Such resignation shall take effect at the time specified in the notice; provided, however, that if the resignation is not to be effective upon receipt of the notice by the Corporation, the effective date specified is subject to acceptance by the Board of Directors.

Section 4.4 Removal:

- a. Any number of Directors may be removed by the Board of Directors, with or without cause, by a majority of the Directors then in office.
- b. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of such Director's terms of office.
- c. Any Director failing to be present for more than two consecutive Board Meetings shall be considered to have abandoned his/her position and shall cause the Board to consider the removal of the individual from his/her position on the Board.

Section 4.5 Vacancies:

- a. A vacancy in the Board of Directors shall be deemed to exist in case of death, resignation, or removal of any Director, or if the authorized number of Directors is increased, or if the Board of Directors declares vacant the position of any Director whose term has expired.
- b. Vacancies on the Board of Directors may be filled by majority of the Directors then in office or by a sole remaining Director. The term of a Director so elected shall be the unexpired portion of the term of the Director, if any, the Director so elected is replacing.

Section 4.6 Annual Meeting: The annual meeting of the Board of Directors at which Directors shall be elected shall be held on the second Wednesday in February of each year at the principal office of the Corporation, or at such other time or place as the Board of Directors may otherwise establish.

Section 4.7 Regular Meetings: The Board of Directors shall hold at least two (2) regular meetings per calendar year. They may establish the time and place for the holding of regular or special meetings of the Board of Directors.

Section 4.8 Special Meetings. Special meetings of the Board of Directors also shall be held whenever called by the President, or the Secretary, or any three (3) Directors of the Corporation.

Section 4.9 Place of Meetings. Meetings of the Board of Directors shall be held at any place within the State of California which may be designated by the Board of Directors and stated in the notice of meeting. In the absence of such designation, meetings of the Board of Directors shall be held at the principal office of the Corporation.

Section 4.10 Telephonic Meetings. Members of the Board of Directors may participate in regular or special meetings through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section 4.10 constitutes presence in person at such meeting.

Section 4.11 Notice of Meetings. Written notice of the time and place of meetings of the Board of Directors shall be transmitted to each Director by electronic mail at least forty-eight (48) hours prior to the time of the holding of the meeting. Such notice need not specify the purpose of the meeting, unless the meeting is to consider the election of a Director, the removal of a Director, and/or an amendment to these Bylaws which will increase the number of Directors of the Corporation. Notice shall not be necessary if appropriate waivers, consents, and/or approvals are filed in accordance with Section 4.12 of these Bylaws.

Section 4.12 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice, or a written consent to holding the meeting, or an approval of the minutes

of the meeting, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Directors, or of a committee of Directors, need be specified in any such waiver consent, or approval.

Section 4.13 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all such members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 4.14 Quorum. Majority of the authorized number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the Articles, these Bylaws, or the Nonprofit Corporation Law specifically requires a greater number. In the absence of a quorum at any meeting of the Board of Directors, majority of the Directors present may adjourn the meeting, as provided in Section 4.15 of these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of enough Directors to leave less than a quorum, if any action taken is approved by at least majority of the required quorum for such meeting. Directors may not vote by proxy.

Section 4.15 Adjournment. Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the majority vote of the Directors present. Notice of the time and place of the adjourned meeting need not be given to absent Directors if said time and place are fixed at the meeting adjourned; provided, however, that if the meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.16 Fees and Compensation. Directors shall not receive any stated fees or salary for their service as Directors. Directors may be reimbursed in such amounts, as may be determined from time to time by the Board of Directors, for expenses paid while acting on behalf of the Corporation.

## **Article V – Committees**

Section 5.1 Nominating Committees. The Board of Directors shall create a standing Nominating Committee consisting of the President and at least two (2) Directors selected annually by the Board of Directors. The Nominating Committee shall recommend to the Board of Directors to

fill vacancies created by the expiration of a Director's term of office, the resignation of a Director, or otherwise.

Section 5.2 Advisory Committees. The Board of Directors may create one or more ad hoc advisory committees, consisting of such persons as may be determined by the Board of Directors or appointed by the person designated by the Board of Directors to fill any such committee(s).

## **Article VI – Officers**

Section 6.1 Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer who shall be the Chief Financial Officer of the Corporation. The Corporation may also have, at the discretion of the Board of Directors, other officers as may be appointed in accordance with the provisions of Section 6.3 of these Bylaws. One person may hold no more than two (2) officers; however, neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 6.2 Election and Term. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment.

Section 6.3 Resignation. Any officer may resign at any time by giving written notice to the Corporation, subject to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect on the date of receipt of such notice, or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

Section 6.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board of Directors.

Section 6.5 President. Subject to such supervisory powers, if any, as may be given by the Board of Directors, the President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and affairs and the actions of the other officers on behalf of the Corporation. The President shall be ex officio, a voting member of all the standing committees of the Board of Directors, shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 6.6 Vice President. The Vice President shall perform duties of the President in the absence of the President and shall fulfill such other functions as may be required from time to time. The Vice President shall automatically become the President in the case of resignation or death of the President.

#### Section 6.7 Secretary.

- a) The Secretary shall keep or cause to be kept a book of minutes, in written form, of the proceedings of the Board of Directors and committees of the Board of Directors. Such minutes shall include, without limitations, all waivers of notice, consents to the holdings of meetings, or approvals of the minutes of meetings.
- b) The Secretary shall give or cause to be given notice of all meetings of the Board of Directors required by these Bylaws or by law to be given, shall cause the seal of the Corporation to be kept in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 6.8 Treasurer and Chief Financial Officer. Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse or provide for the disbursement of all funds of the Corporation, as may be ordered by the Board of Directors or as may be appropriately ordered by the appropriate Officers of the Corporation, shall render to the President and the Board of Directors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and Chief Financial Officer and of the financial condition of the Corporation and shall have such powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

### **Article VII – Books and Records**

Section 7.1 Books and Records. The Corporation shall keep or cause to be kept adequate and correct books and records of account and minutes of proceeds of the Board of Directors and committees of the Board of Directors.

#### Section 7.2 Treasurer's Report

a) Except as otherwise provided below in these Bylaws, the Board of Directors shall cause a treasurer's report ("Treasurer's Report") to be presented to the Directors and the Governing Board of CRY-ROP not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The Treasurer's Report shall state in appropriate detail the following:

- 1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- 2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- 3) The revenue or receipts of the Corporation, both unrestricted and restricted to

particular purposes during the fiscal year;

4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and

5) Any information required by Section 6322 of the Nonprofit Corporation Law.

b) The Treasurer's Report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

### **Article VIII – Grants, Contracts, Loans, Etc.**

Section 8.1 Grants. The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Corporation, may be authorized by the Board of Directors. The Board of Directors may authorize any officer or officers, agent, or agents, in the name of and on behalf of the Corporation, to make any such grants, contributions, or assistance.

Section 8.2 Execution of Contracts. The Board of Directors may authorize any officer, employee, or agent, in the name and on behalf of the Corporation, to enter into any contract or execute and satisfy any instrument and any such authority may be general or confined to specific instances or otherwise limited. In the absence of any action by the Board of Directors to the contrary, the President and either the Vice President or Secretary shall be authorized to execute such instruments on behalf of the Corporation.

Section 8.3 Loans. The President or any other officer, employee, or agent authorized by these Bylaws or by the Board of Directors may effect loans and advances at any time for the Corporation from any bank, trust company, or other institution, or from any firm, corporation, or individual and, for such loans and advances, may make, execute, and deliver promissory notes, bonds, or other certificates or evidences of indebtedness of the Corporation and, when authorized by the Board of Directors to do so, may pledge and hypothecate or transfer assets of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances or otherwise limited.

Section 8.4 Checks, Drafts, Etc. All checks, drafts, and other orders for the payment of money out of the funds of the Corporation and all notes or other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation by the President, Secretary, or the Treasurer (minimum of two signatures).

## **Article IX – Indemnification of Directors and Officers**

Section 9.1 Indemnification by Corporation: The Directors and Officers shall be indemnified and held harmless to the extent and in the manner permitted in California Nonprofit Corporation Law. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the Nonprofit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses (including but not limited to all reasonable attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of no lo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

## **Article X – Conflict of Interest**

No Director shall be financially interested in any contract or other transaction entered into by the Board of Directors, and any contract or transaction entered into in violation of this Article is void. No Director may utilize information obtained by reason of Board membership for personal gain and the Board of Directors may recover any such gain realized.

## **Article XI – Distribution of Income and Prohibited Activities**

In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the Code, the Corporation, so long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such a manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Code, and the Corporation shall not: (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code; (iii) make any investments in such a manner as to subject the Corporation to any tax under Section 4944 of the Code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.



## **Article XII – Fiscal Year**

**Section 12. Fiscal Year.** The fiscal year of the Corporation shall be from January 1 to December 31, unless and until changed by the Board of Directors.

## **Article XIII Amendments**

These Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted by the affirmative majority vote of the Board of the Directors present and voting at any meeting at which a quorum is present. No action shall be taken to amend any Bylaw unless written notice of the proposed amendment(s) shall have been given at least ten (10) days prior to the meeting.

## **Article XIV – Dedication and Dissolution**

This Corporation shall dissolve whenever its charter is surrendered to, taken away, or revoked by the incorporator(s) or the Commission for the CRY-ROP. In the event of its dissolution for any reason, any assets of the Corporation shall be distributed to the CRY-ROP, an organization with tax exempt status under the Internal Revenue Code.

## Certificate of CRY-ROP Educational Foundation Board Directors

I hereby certify:

That I am the duly elected and acting Board Director of the CRY-ROP Educational Foundation, a California Nonprofit Public Benefit Corporation; and

That the foregoing Bylaws, comprising of ten (10) pages, including this page, constitute the Bylaws of said Corporation, as duly revised at a meeting of the Board of Directors held on June 9, 2021.

In witness whereof, I have hereunder subscribed my name this 9<sup>th</sup> day of June, 2021.

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President

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Vice President

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Secretary

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Treasurer

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Board Director

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Board Director