

**BYLAWS OF ROSEMONT HIGH SCHOOL BOOSTERS**

**(a California nonprofit public benefit corporation)**

**ARTICLE I. NAME**

Section 1. Name. The name of this corporation is Rosemont High School Boosters ("Boosters"). It may also be referred to as RHS Boosters.

**ARTICLE II. LOCATION OF PRINCIPAL OFFICE**

Section 1. Principal Office. The principal office for the transaction of the activities and affairs of the Boosters is 9594 Kiefer Boulevard, Sacramento, California, 95827. The Board of Directors ("Board") may change the principal office from one location to another within California. Any such change shall be noted by the Secretary in these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

**ARTICLE III. PURPOSES AND LIMITATIONS**

Section 1. Objectives and Purposes. The Boosters are organized under the California Nonprofit Public Benefit Corporation Law for charitable purpose and is not organized for the private gain of any person. The purpose of the Boosters is to raise money to support Rosemont High School's athletic, academic, artistic, and club activities.

Section 2. Limitations. Within the context of the general purposes, no substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Boosters shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of the Boosters is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of the Boosters shall ever inure to the benefit of any director or officer, or to the benefit of any private person.

## **ARTICLE IV. MEMBERS**

Section 1. Membership. The membership of this organization shall consist of alumni, teachers, organizers of clubs/sports, and all parents or guardians of RHS students currently or planning to participate in Rosemont High School's athletic, academic, artistic, and/or club activities.

Section 2. Rights of Membership. Members present at a duly noticed meeting shall have the right to vote, as set forth in these bylaws, on the election of directors, on any merger and of its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 3. Termination of membership. Membership of a parent or guardian shall cease one fiscal year after their RHS student's (students') graduation, disenrollment, or separation from RHS.

## **ARTICLE V. BOARD OF DIRECTORS**

Section 1. Powers.

- (a) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the Booster's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.
- (b) Specific Powers. Without prejudice to the general powers set forth in subsection (a) above, but subject to the same limitations, the Board may do the following:
  - (i) Policies. Adopt policies, rules and procedures for the management and operation of the Boosters.
  - (ii) Administration. While the Boosters, has historically been operated solely by volunteers and may continue that way, the Board, should it have the resources and wish to do so, may retain an employee, management firm, or contract with another entity, to administer the day-to-day activities of the Boosters. An individual paid to manage the day-to-day activities of Boosters if any, would be known as the Executive Director. The Board may also employ, retain, or authorize the employment of such other employees, independent contractors, agents, accountants, and legal counsel as it from time to time deems necessary or advisable in the interest of the corporation, prescribe their duties and fix their compensation.
  - (iii) Bonds. The Boosters may require officers, agents, and employees charged by the corporation with responsibility for the custody of any of its funds or negotiable instruments to give adequate bond.
  - (iv) Borrowing money. Borrow money and incur indebtedness on behalf of the Boosters and cause to be executed and delivered for the Boosters' purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, liens, and other evidence of debt and securities.

- (v) Gifts. Receive and accept gifts, devises, bequests, donations, annuities, and endorsements of real and personal property, and use, hold and enjoy the same, both as to principal and income, and to invest and re-invest the same or any part thereof for the furtherance of any objects, interests or purposes of the Boosters.
- (vi) Contributions. Make such contributions as the Board determines are necessary and advisable in furtherance of the interests and purposes of the Boosters.
- (vii) Fiscal Year. Establish and change the fiscal year of the Boosters.
- (viii) Contracts. Enter into contracts and agreements with individuals and with public and private entities for the advancement of the purposes for which the Boosters is organized.
- (ix) Property. Acquire, construct, possess and sell real, personal, and intellectual property.
- (x) Bank Accounts and Special Funds. Establish one or more bank accounts and/or special funds in order to accomplish and further the purposes of the corporation.
- (xi) Committees. Appoint committees as provided in these bylaws.
- (xii) Other. Do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the corporation.

Section 2. Number and Qualification of Directors.

- (a) Number. The Board shall consist of five (5) directors: President, Vice President, Secretary, Treasurer, and Member at Large
- (b) Qualifications. All directors must be individuals who are dedicated to the purposes of the RHS Boosters, as set forth above.

Section 3. Election of Directors

At each annual meeting, the membership shall nominate and elect directors to available positions. Election shall be by a simple majority of membership present at the annual meeting. If there is only one candidate running for an office, the vote may be done by voice vote and recorded as such in the meeting minutes. All other voting will be conducted by ballot vote and counted by a person present not running for the Board.

Section 4. Term of Office; Term limits. The term of office of each director shall be one (2) year. There shall be no limit on the number of terms a director may serve if he or she remains qualified and elected to the Board. Starting Fall 2022, Vice President and Treasurer positions will be up for election. The following school year will alternate elections for President, Secretary, and Member at Large. Going forward, these positions will be elected on alternating years.

Section 5. Removal of Directors.

- (a) A director may be removed from the Board at any time, with or without cause, with a two-thirds (2/3) vote of the directors
- (b) A director may be removed from the Board for poor attendance. Any director who misses three (3) consecutive Board meetings for any reason automatically loses his or her seat on the Board. The President will immediately notify the director in writing regarding the removal after the third missed Board meeting.

The Board may waive this provision as to a particular director by majority vote of membership present. The Board's waiver of the automatic removal provision can be based on an excuse acceptable to the Board or any other justification deemed appropriate by the Board. Any vacancy created by this provision shall be filled in accordance with Article V, Section 5(c) above.

Section 6. Vacancies on the Board.

The vacancy or vacancies on the Board shall exist on the occurrence of the following:

- (1) The death or resignation of any director.
  - (2) The removal of a director by the Board as indicated in Section 5(b).
  - (3) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; or
  - (4) The increase of the authorized number of directors.
- (b) Resignations. Except as provided below, any director may resign by giving written notice to the President or Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.
  - (c) Filling Vacancies. Vacancies on the Board may be filled by the Board at any properly called and noticed meeting where a quorum is present. The individual filling a vacant director position shall serve until the end of the term of the director whose vacancy he or she is filling.
  - (d) No Vacancy on Reduction of Number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 7. Compensation and Reimbursement. Directors shall not receive compensation for their services on the Board. Directors may receive such reimbursement of expenses as the Board may determine by resolution to be fair and reasonable.

Section 8. Property Rights. No director shall have any property rights in any assets of the corporation.

## **ARTICLE VI. MEETINGS AND NOTICE**

Section 1. Annual Meeting. An annual meeting shall be held each year for purposes of organization, election of directors, and transaction of other business. Notice of the annual meeting shall be communicated at least 30 days before to the membership.

Section 2. Monthly Meeting. General membership meetings, where directors or members who are entitled to vote are required or permitted to take any action and where other proper business may be transacted, shall be held monthly. Any changes to the meeting schedule shall be communicated in a timely manner to the membership.

Section 3. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President or any two directors. Notice of any special meeting shall be given in accordance with subsection (d) below.

Section 4. Notice of Special Meetings. Notice of any special meetings of the Board, specifying the time and place of the meeting, shall be given to each director and membership at least seven (7) days before the meeting if sent by first-class mail or express mail service, or forty-eight (48) hours before the meeting if personally delivered or delivered by telephone (including a voice messaging system), or by electronic transmission (including email or text) by the corporation (Corporations Code Section 20).

Notice shall be deemed delivered when deposited in the U.S. mail or with an express mail service, postage prepaid, when received if delivered personally or by telephone, or when sent if by electronic transmission.

Section 5. Place of Meetings. The annual and any special meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting. In the absence of any such designation, members meetings shall be held at the principal office of the Boosters.

Section 6. Meetings by Telephone, Video Conference or by Electronic Transmission. Directors may participate in a meeting of the Board through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (Corporation Code Sections 20 and 21).

Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another.

Participation in a meeting through use of electronic transmission by and to the Boosters, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently.
- b) Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose or interpose an objection to, a specific action to be taken by the corporation.

Section 7. Quorum. A majority of the directors shall constitute a quorum for the transaction of business, except to adjourn.

Section 8. Act of the Board. Except as specifically provided in these bylaws or in the California Nonprofit Public Benefit Corporation Law, every action taken, or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 9. Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 10. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

- (a) Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four hours. If the original meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

Section 11. Action by Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action or unanimously via electronic communication (text or email). The written consent or consents shall be filed with the minutes of the proceedings. An action by written consent shall have the same force and effect as a unanimous vote of the directors.

Section 12. Closed Sessions. Any meeting of the Board, or portion of a meeting, may be closed by the Board so that only directors and individuals deemed necessary by the Board are present.

## **ARTICLE VII. VOTING**

Section 1. Eligibility. All members as defined in Article IV shall be entitled to vote at the Annual meeting.

Section 2. Voting Power. For all purposes, the voting power of each voting director and member shall be one vote.

Section 3. Proxy voting. Proxy voting is prohibited.

## **ARTICLE VIII. Directors**

Section 1. Directors of the Boosters. The Directors of the Boosters shall be a President, Vice-President, Secretary, Treasurer, and Member at Large. All Directors are eligible and elected pursuant to Article V. The offices of Secretary and Treasurer may be combined and held by one person, in the discretion of the Board. If combined, the officer shall be known as the "Secretary/Treasurer".

Section 2. Election of Officers. The officers of the corporation shall be selected by and from among the elected directors at the annual Board meeting.

Section 3. Terms of Office; Term Limits. Shall be consistent with Article V.

Section 4. Removal of Officers. Shall be consistent with Article V.

Section 5. Resignation of Officers. Shall be consistent with Article V.

Section 6. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled by a majority vote of the directors present at any annual or special meetings of the Board where a quorum is present. The individual filling a vacant officer position shall serve until the end of the term of the officer whose vacancy he or she is filling.

Section 7. Responsibilities of Officers.

- A. President. The President of the Board shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no paid management, the President shall be responsible for the day-to-day operation of the Boosters, with the assistance of the other Board members and officers.
- B. Vice-President. If the President is absent, disabled, resigns, or vacates the position, the Vice-President shall perform all duties of the President. When so acting, the Vice-President shall have all powers of and be subject to all restrictions on the President. The Vice-President shall have other powers and duties as the Board, or the Bylaws may prescribe.

### C. Secretary

- i. **Book of Minutes.** The Secretary shall keep or cause to be kept at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual or special, and, if special, how authorized, the notice given, and the names of those present at the Board and committee meetings. The Secretary shall keep or cause to be kept at the principal office in California, a copy of the Articles of Incorporation and the Bylaws, as amended to date.
- ii. **Notices, Seal, and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Board and of its committees required by these Bylaws. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board, the President, or the Bylaws may prescribe.
- iii. If the President and Vice-President are both absent and or unable to serve, the Secretary shall perform all the duties of the President. When so acting, the Secretary shall have all powers of and be subject to all restrictions on the President.

### D. Treasurer

- (i) **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.
- (ii) **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disperse the corporation's funds as the Board may order, shall render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board, the President, or the Bylaws may prescribe.

- E. **Member at Large.** Serve as a liaison between the Boosters board, PTSA, and athletic director. Other duties as needed.



## **ARTICLE IX. COMMITTEES**

Section 1. Committees of the Board. The Board, by resolution, may create one or more committees of the Board, each consisting of two or more directors *and no persons who are not directors*, to serve at the pleasure of the Board. Appointments to committees of the Board shall be made by the President. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board or on any committee that has the authority of the Board.
- (b) Provide compensation for directors for serving on the Board or on any committee.
- (c) Amend or repeal Bylaws or adopt new Bylaws.
- (d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repeatable.
- (e) Create any other committees of the Board or appoint the members of the committees of the Board; or
- (f) Approve any contract or transaction to which the corporation is a party in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

Section 2. Notice Requirements for Committees of the Board. Written notice requirements for meetings of committees shall be the same as for Board meetings.

Section 3. Quorum for Committees of the Board. A majority of the voting members of any committee of the Directors shall constitute a quorum, and the acts of a majority of the voting members present at a meeting at which a quorum is present shall constitute the act or recommendation of the committee.

Section 4. Advisory Committees. The Board may also establish advisory committees composed of any number of directors and/or other interested persons who are not directors. Appointments to advisory committees shall be made by the Directors. Advisory committees shall provide advice and recommendations to the Directors but shall not have the authority of the Board or any decision-making authority.

Section 5. Meetings by Telephone or Video Conference or by Electronic Transmission. Any meeting of a committee may be held by telephone or video conference or by electronic transmission in the same manner as for Board meetings.

## **ARTICLE X. LIABILITY, INDEMNIFICATION, AND INSURANCE**

Section 1. Liability. No volunteer director or officer shall be liable to third parties if the volunteer director or officer has met the requirements for good faith performance of his or her duties prescribed by the California Nonprofit Public Benefit Corporation Law and the corporation has met its duties relative to insurance required by the California Nonprofit Public Benefit Corporation Law.

Section 2. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 3. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 4. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification pursuant to these Bylaws in defending any proceeding covered by such indemnification shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person, that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 5. Insurance. The Board shall authorize the purchase and maintenance of an insurance policy or policies on behalf of its directors, officers, and employees against any liabilities, other than for violating provisions against self-dealing, incurred by the director, officer, or employee in such capacity or arising out of their status as such. Such policy shall meet the requirements set forth in Corporations Code Section 5239.

## **ARTICLE XI. RECORDS AND REPORTS**

Section 1. Maintenance of Corporate Records. The corporation shall keep:

- (a) Adequate corporate books and records of account.
- (b) Written minutes of the proceeding of its Board and committees of the Board; and
- (c) A record of each director's name, address, telephone number, facsimile number, and electronic mail address, if any.

Section 2. Maintenance of Articles and Bylaws. The corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date.

Section 3. Inspection by Directors. Every director shall have the right to inspect the Booster's books, records, and documents to the extent allowed by the California Nonprofit Public Benefit Corporation Law.

Section 4. Annual Report. The Board shall cause an annual report to be sent to directors within 120 days after the end of the Boosters fiscal year. That report should contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes.
- (e) Any information required by Section 5 of this article.

The annual report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statement was prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors who request it in writing.

Section 5. Annual Statement of Certain Transactions and Indemnifications.

If any of the following types of transactions or indemnifications occurred during the previous fiscal year, then as part of the annual report to all directors, or as a separate document if no annual report is issued, the Boosters shall prepare and mail or deliver to each director a statement of any such transaction or indemnification within 120 days after the end of the corporation's fiscal year:

- (a) Any transaction:
  - (i) in which the corporation, its parent or its subsidiary was a party, and
  - (ii) in which an "interested person" had a direct or indirect material financial interest, and
  - (iii) which involved more than \$50,000, or was one of several transactions with the same "interested person" involving, in the aggregate, more than \$50,000.

The statement shall include a brief description of the transaction, the names of "interested persons" involved, their relationship to the Boosters, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the "interested person" is a partner, only the interest of the partnership need be stated.

- (b) Any indemnifications or advances aggregating more than \$10,000 which were paid during the fiscal year to any officer or director of the corporation.

## **ARTICLE XII. MISCELLANEOUS**

Section 1. Fiscal Year. Unless changed by the Board, the fiscal year of the corporation shall begin on August 1 and end of July 31.

Section 2. Conflicts of Interest. The Board will adopt a Conflict-of-Interest Policy and each Board member and committee member shall annually sign a statement that they have received, read, understood, and agreed to comply with such policy.

Section 3. Intellectual Property. All intellectual property prepared or purchased by or on behalf of the corporation, including but not limited to newsletters, educational, promotional, and training materials, contracts, trade names, logos, service marks, and contributor lists, shall be the exclusive property of the corporation and Board members agree to deal with it as such.

Board members agree that they will not sell, transfer, publish, modify, distribute, or use for their own purposes, the intellectual property belonging to the corporation without the prior approval of the Board memorialized in a writing signed by the President.

Section 4. Required Filings and Disclosures. The Board shall ensure that the required filings are made at applicable state and federal agencies, including but not necessarily limited to filings required by the Secretary of State, the Attorney General's office, the Internal Revenue Service, and the Franchise Tax Board.

The Boosters shall also comply with the disclosure requirements of federal and state agencies to which it is subject. Requirements which are applicable to BOOSTERS include but are not necessarily limited to making the corporation's annual exempt organization filing (IRS Form 990) available to the public.

Section 5. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular includes the plural, the plural includes the singular, the masculine includes the feminine and neuter, and the term "person" includes both an individual and an entity.

## **ARTICLE XIII. AMENDMENTS**

Section 1. Amendments. Subject to any limitations in the Nonprofit Public Benefit Corporation Law, these Bylaws may be initially adopted, and thereafter amended, or repealed and new bylaws adopted, by a 2/3 vote of the Board at any properly called meeting where a quorum is present, so long as the amendments, proposed repeal, or new bylaws are provided to each director at least three (3) days prior to the meeting at which such amendments, repeal, or new bylaws will be discussed and voted on.

**ARTICLE XIV. DISSOLUTION**

Section 1. Voluntary Dissolution by Vote. The corporation may be dissolved at any time by a three-fourths (3/4) vote of all the directors on the Board. If the Board votes in favor of dissolution, the directors shall promptly cease operations and proceed to wind up and dissolve the corporation.

Section 2. Remaining Assets. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit organization 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 XV. EFFECTIVE DATE**

Section 1. Effective Date of These Bylaws. These bylaws shall become effective on the date approved by both the Board of Directors and any present voting members of the Rosemont Boosters.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the ROSEMONT HIGH SCHOOL BOOSTERS, a California nonprofit public benefit corporation; that the above Bylaws, consisting of 15 typewritten pages including this page, are the Bylaws of this corporation as adopted by the Board of Directors on February 16, 2022, approved by the former members on February 16, 2022 and made effective on February 16, 2022; and that they have not been amended or modified since that date.

Executed on the \_\_\_\_\_ day of \_\_\_\_\_, 2022 at  
\_\_\_\_\_, California.

\_\_\_\_\_  
Name, Secretary