

**AMENDED AND RESTATED BYLAWS**  
**OF THE**  
**VERDUGO WOODLANDS DADS CLUB,**  
**a California Nonprofit Public Benefit Corporation**

**ARTICLE 1**

**INTRODUCTORY PROVISIONS**

1.1 Name. The name of this corporation is Verdugo Woodlands Dads Club.

1.2 Definitions. In these Bylaws:

“Articles of Incorporation” shall mean the Articles of Incorporation of the Corporation, as filed on May 9, 1955 and amended on December 15, 2010.

“Board” shall mean the Board of Directors of the Corporation.

“California Nonprofit Law” shall mean the Nonprofit Corporation Law of California.

“Corporation” shall mean Verdugo Woodlands Dads Club.

“Director” shall mean a member of the Board.

“Officer” shall mean an officer of the Corporation.

1.3 Purposes. The Corporation is organized under the Nonprofit Public Benefit Corporation Law of California exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The specific purposes of the Corporation include, without limitation, the following:

1.3.1 The purposes of the Corporation set forth in Article Two of the Articles of Incorporation;

1.3.2 To support the youth, families and community organizations affiliated with Verdugo Woodlands Elementary School, including but not limited to Verdugo Woodlands PTA, WAVE Foundation, Girl Scouts, Boy Scouts, AYSO, etc.;

1.3.3 To support Fathers’ Follies, the longest-running annual school fundraiser in the United States;

1.3.4 To create an environment in which parents and children can interact in a positive manner because we believe children who are raised with involved, responsible and committed parents do better in school, life and work;

1.3.5 To encourage parents to get more involved in their children's lives starting at the elementary school level and continuing through their lives;

1.3.6 We help the principal and teachers of Verdugo Woodlands Elementary School with many needs within the school and in the classroom. Recognizing that not all kids have two parents in their life, we work to help those kids by finding positive role models and mentors. In this way, we assist single parents with the difficulties of raising children on their own; and

1.3.7 Engage in any activities that are reasonably related to or in furtherance of the Corporation's stated charitable purposes, or in any other charitable activities.

1.4 Principal Office. The principal office of the Corporation shall be 1728 Canada Boulevard, Glendale, California, or such other place as may be established by resolution of the Board.

1.5 Other Offices. The Corporation may also have offices at such other places within or without the State of California, where it is qualified to do business, as its business may require and as the Board may from time to time designate.

1.6 Policies. The following are the basic policies of the Corporation:

1.6.1 The Corporation shall be noncommercial, nonsectarian and nonpartisan.

1.6.2 The name of the Corporation or the names of any members of the Corporation in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the Corporation.

1.6.3 The Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

1.6.4 The Corporation shall work with Verdugo Woodlands Elementary School to provide quality education for all of the school's children without regard to sex, race, creed or national origin.

1.6.5 The Corporation shall not enter into membership with any other organization, but may cooperate with other organizations and agencies concerned with the welfare and education of children.

1.6.6 In the event of the dissolution of the Corporation, its assets shall be distributed for one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code as from time to time amended.

1.6.7 The use of the name and insignia of the Corporation shall be controlled by the Board.

1.6.8 The Corporation will consider the support of any project meeting the basic aims of the Corporation without regard to sex, race, creed or national origin.

## **ARTICLE 2**

### **MEMBERSHIP**

2.1 Membership. The membership of the Corporation shall consist of:

2.1.1 All individuals who meet such membership criteria as the board may from time to time establish.

2.1.2 Such other classes of membership, having such rights and privileges, as the Board may from time to time establish.

2.2 Standing. Membership shall be made available to any individual who qualifies for membership under Section 2.1 and who subscribes to the basic aims and policies of the Corporation without regard to sex, race, creed or national origin.

2.3 Dues. The Corporation may charge such annual dues to its members as may be determined from time to time by the Board.

## **ARTICLE 3**

### **MEETINGS OF MEMBERS**

3.1 Annual Meeting.

3.1.1 The Corporation shall hold an annual meeting of members on a date and time specified by the Board; provided, that such annual meeting shall be held within the month of May. The Recording/Corresponding Secretary shall cause every member in good standing to be notified of the time and place of such annual meeting.

3.1.2 The order of business at each annual meeting shall be as follows:

- (a) Roll Call
- (b) Reading of the Minutes of the Preceding Meeting
- (c) Reports of Committees
- (d) Reports of Officers
- (e) Old and Unfinished Business
- (f) New Business
- (g) Adjournment

3.2 Special Meetings.

3.2.1 Special meetings of members may be called by (a) the President, (b) at least 50% of the Board, or (c) at least 50% of the members of the Corporation; provided, in the case of clause (b) or (c), that such request must be delivered in writing to the President, must specify the date desired for the meeting (which date shall be not less than 20 days after delivery of the request), and must also state the specific nature of the business proposed to be transacted at the meeting.

3.2.2 No less than seven days prior to the special meeting, the President shall cause notice to be given to all members entitled to vote at the meeting of the place, date and time of the meeting. Such notice shall state the reasons that such meeting has been called, the specific nature of the business to be transacted at the meeting and by whom the meeting has been called. The business conducted at special meetings of the members shall be limited to the specific items set forth in the notice of such meeting, unless all members present at such meeting approve the transaction of other business by unanimous consent.

3.3 Place of Meetings. All meetings of the members shall be held at the principal office of the Corporation set forth in Section 1.4 unless otherwise provided by the Board.

3.4 Presiding Officer. At all meetings of the members of the Corporation, the President, or in his or her absence, the Vice President, or in the absence of both of them, any member selected by those present at the meeting, shall preside.

3.5 Quorum. Ten members shall constitute a quorum for the transaction of business at any meeting of members of the Corporation. Members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

3.6 Voting. At all meetings of the members, all votes shall be by voice; provided, that if approved by a majority vote of the members present, any question may be voted upon by ballot. With respect to any vote by ballot, the Presiding Officer of such meeting shall, prior to the commencement of balloting, appoint a committee of three members who shall act as “Inspectors of Election.” The Inspectors of Election shall, at the conclusion of such balloting, certify in writing to the Presiding Officer the results of such vote. The certified results of the vote shall be physically affixed in the minute book to the minutes of that meeting. No Inspector of Election shall be personally interested in the question voted upon.

## **ARTICLE 4**

### **BOARD OF DIRECTORS**

4.1 Powers. Subject to the provisions of the California Nonprofit Law and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or, if delegated, under the direction of the Board.

4.2 Number of Directors. The authorized number of Directors shall be not fewer than five or more than eleven, the exact number of which shall be fixed from time to time by resolution adopted by the Board.

4.3 Election and Term of Office of Directors.

4.3.1 Directors shall be elected by the Board at the annual meeting specified in Section 4.5.1 to fill the vacancies then occurring. The election may be conducted in any manner determined by the Board, including, without limitation, secret ballots, and open “show of hands” voting. Any person seeking election as a Director shall affirm that they have read the Articles of Incorporation and these Bylaws. The term of office for a Director shall be three years; provided, that when the Board elects a Director, the Board may specify a shorter term of office; provided, further, that each Director shall hold office until the expiration of the term for which such Director is elected and until a successor has been elected and qualified or until such Director’s earlier resignation. No amendment of the Articles of Incorporation or these Bylaws to extend the term of a Director or class of Directors generally may extend the term of any individual Director beyond that for which the Director was elected, and any reduction of the authorized number of Directors or any amendment reducing the number of classes of Directors does not remove any Director prior to the expiration of such Director’s term of office unless the reduction or any amendment also provides for the removal of one or more specified Directors. The terms of Directors shall be divided into three classes, such that approximately one-third of the Directors’ terms expire at each annual meeting. The Directors elected at the first annual meeting following the date of these Bylaws shall be appointed to three separate classes, with approximately one-third being appointed to a one-year term, approximately one-third being appointed to a two-year term and approximately one-third being appointed to a three-year term.

4.3.2 A Chairperson of the Board shall be elected by a majority of the Directors at the annual meeting of the Board after the election of Directors specified in Section 4.3.1. Only a Director currently serving on the Board may be elected as Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Board and shall perform such other duties as prescribed by the Board, and as may be set forth in these Bylaws.

4.4 Vacancies on the Board.

4.4.1 A vacancy or vacancies on the Board shall occur in the event of (a) the death, removal, or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Law, Part 2, Chapter 2, Article 3; (c) a Director, without excuse, being absent from three regular Board meetings in any twelve-month period; or (d) an increase in the authorized number of Directors.

4.4.2 Any Director may resign, which resignation shall be effective when given in writing to the Board, the Chairperson of the Board, the President, or the Recording/Corresponding Secretary, unless the notice specifies a later time for the resignation to become effective.

4.4.3 The Board may remove any Director from the Board by the affirmative vote of two-thirds of the Directors then in office.

4.4.4 Vacancies on the Board may be filled by majority approval of the Board or, if the number of Directors then in office is less than a quorum, by (a) the unanimous written consent of the Directors then in office, (b) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article 4 of these Bylaws, or (c) a sole remaining Director. Vacancies may be filled by the Board for the unexpired portion of the term of the class of Director in which the vacancy occurs.

#### 4.5 Meetings.

4.5.1 Regular Meetings: Annual Board Meeting. Regular meetings of the Board shall be held at such dates and times as may be specified by the Board. The annual meeting of the Board shall be held in May at a date and time to be specified by the Board or, if no meeting is held in May, at the first meeting held after May 31. At the annual meeting, Directors shall be elected by the Board in accordance with this Article 4 to the class of Directors whose term then expires. Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each Director shall be entitled to cast one vote.

4.5.2 Meetings by Telephone or Other Telecommunications Equipment. Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting by such means shall constitute presence in person at the meeting if both the following apply: (a) each Director participating in the meeting can communicate concurrently with all other Directors and (b) each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

4.5.3 Place of Meeting. Meetings shall be held at such place within or without the State of California as may be designated from time to time by the Board.

4.5.4 Special Meetings. Special meetings of the Board may be called by any two Directors. Such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting.

4.5.5 Notice of Meetings / Contents of Notice. Unless the Board has fixed the time and place of a meeting, the Board shall be given notice of the regular and annual meetings pursuant to the requirements for notice of special meetings. Special meetings of the Board shall be held upon not less than four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or, upon obtaining the consent of each Director, by electronic transmission by the Corporation. Electronic transmission includes the following: (a) facsimile telecommunication and electronic mail when addressed to the recipient at his/her address given by him/her to the Corporation for the purpose of notice, (b) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate

notice thereof, or (c) other means of electronic communication. The Corporation shall receive consent from each Director for the use of those means of electronic transmission for communication. The electronic transmission shall create a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form. Notice of meetings shall specify the place, day, and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

4.5.6 Waiver of Notice. The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though the meeting had been duly held after proper call and notice, provided a quorum is present, and provided further that either before or after the meeting each Director not present at the meeting signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

4.5.7 Quorum. A majority of the Directors authorized pursuant to these Bylaws shall constitute a quorum for the transaction of business.

(a) Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Board shall entertain at such meeting is a motion to adjourn. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the 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.

(b) The Directors present at a duly called and held meeting at which a quorum is initially present may continue to conduct business notwithstanding the loss of a quorum due to a withdrawal of one or more Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

#### 4.6 Majority Action as Board Action.

4.6.1 Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Law, including without limitation those provisions relating to (a) approval of contracts or transactions, in which a Director has a direct or indirect material financial interest, (b) appointment of committees, and (c) indemnification of Directors; provided, that any act or decision involving an expenditure by the Corporation in excess of \$1,000 shall be approved by no fewer than six Directors.

4.6.2 Each Director shall have one vote on each matter presented to the Board for action. No Director may vote by proxy.

4.7 Action by Unanimous Consent in Writing Without a Meeting. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all Directors consent in writing to such action and if, subject to Section 4.4 of these Bylaws, the number of Directors then in office constitutes a quorum. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent may be delivered by facsimile or electronic mail. For purposes of this Section 4.7, “all Directors” does not include an “interested director” or a “common director” if the conditions set forth in Section 5211(b) of the California Nonprofit Law are satisfied.

4.8 Conduct of Meetings. Meetings of the Board shall be presided over by the Chairperson of the Board, or, in his or her absence, the President of the Corporation or, in his or her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The Recording/Corresponding Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.

4.9 Compensation. Directors shall not receive compensation for their services as Directors or Officers, but may receive such reimbursement of expenses as the Board may establish by resolution from time to time.

4.10 Minutes. Minutes shall be kept of each meeting of the Board of Directors. The Board shall approve minutes of the Board meetings, and the approved minutes shall be filed with the corporate records.

4.11 Standard of Care.

4.11.1 General. As specified in Section 5231 of the California Nonprofit Law, a Director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner that such Director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like situation would use under similar circumstances.

In performing his or her duties, a Director shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

(a) One or more Officers, advisors or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

(b) Legal counsel, independent accountants or other persons as to matters which the Director believes to be within such person’s professional or expert competence; or

(c) A committee of the Board upon which the Director does not serve that is composed exclusively of any combination of Directors, persons described in Section 4.11.1(a), or persons described in Section 4.11.1(b), as to matters within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director



acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a director in accordance with the foregoing shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat the charitable purposes to which the Corporation, and assets held by it, are dedicated. Furthermore, pursuant to Sections 5239 and 5047.5 of the California Nonprofit Law, and subject to any conditions set forth therein, there shall be no personal liability to a third party for monetary damages on the part of a volunteer Director or Officer of the Corporation, caused by the Director's or Officer's negligent act or omission in the performance of that person's duties as a Director or Officer.

4.11.2 Non-Liability of Directors and Officers. Unless required by the California Nonprofit Law or any other applicable law, the Directors, Officers and employees of the Corporation shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

4.11.3 Indemnification by Corporation of Directors, Officers, Employees and Other Agents. The Corporation shall indemnify Directors, Officers, employees and other agents of the Corporation to the maximum extent permitted by law, including without limitation Section 5238 of the California Nonprofit Law.

4.11.4 Insurance for Corporate Agents. The Board may authorize the purchase and maintenance of insurance on behalf of any agent of the Corporation (including without limitation a Director, Officer, employee or other agent of the Corporation) to indemnify against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 5238 of the California Nonprofit Law.

#### 4.12 Prohibited Transactions.

4.12.1 Loans. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in performance of the duties of such Officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

4.12.2 Self-Dealing Transactions. Except as provided in Section 4.12.3 below or any other applicable law, the Board shall not approve a self-dealing transaction.

4.12.3 Approval. The Board may approve a transaction in which the Corporation is a party and in which one or more of the Directors has a material financial interest (a "self-dealing transaction") if the Board determines that the transaction is undertaken for the Corporation's own benefit and is fair and reasonable to the Corporation, and the Board, after reasonable investigation under the circumstances, determines that the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director(s).

## ARTICLE 5

### COMMITTEES OF BOARD OF DIRECTORS

5.1 Committees of Board of Directors. The Board may, by resolution adopted by a majority of the Directors then in office, create one or more committees, each consisting of two or more Directors and no one who is not a Director, to serve at the pleasure of the Board. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may do the following:

- (a) Approve any action for which Part 2 of the California Nonprofit Law would also require approval of the members or approval of a majority of all members (regardless of whether the Corporation has members);
- (b) Fill vacancies on the Board or on any committee which has the authority of the Board;
- (c) Fix compensation of the Directors for serving on the Board or on any committee;
- (d) Expend corporate funds to support a nominee for Director;
- (e) Amend or repeal the Bylaws or Articles of Incorporation or adopt new Bylaws or Articles of Incorporation;
- (f) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (g) Appoint any other committees of the Board or the members of these committees; or
- (h) Approve any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Law.

5.2 Audit Committee. If the Corporation receives or accrues in any fiscal year gross revenue exceeding \$1,999,999, exclusive of revenue received from governmental entities as provided in Section 12586(e) of the California Government Code, the Board shall appoint an Audit Committee in accordance with the California Government Code and for the purposes set forth therein.

5.3 Meetings and Actions of Committees. Meetings and actions of committees of the Board shall be governed by the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board does not adopt any such rules, the committee may do so.

## ARTICLE 6

### OFFICERS

6.1 Number of Officers. The Officers of the Corporation shall be a President, a Vice President, a Recording/Corresponding Secretary, and a Treasurer. The Corporation may also have, as determined by the Board from time to time, one or more Assistant Secretaries, Assistant Treasurers, or other Officers. Any number of offices may be held by the same person except that no person serving as the Recording/Corresponding Secretary or the Treasurer may serve concurrently as the President.

6.2 Relation to Board. Officers of the Corporation need not be Directors, but the Treasurer and Recording/Corresponding Secretary shall attend all meetings of the Board (for the avoidance of doubt, the failure of the Treasurer and/or the Recording/Corresponding Secretary to attend any such meeting shall not affect the quorum or validity of actions undertaken at such meeting).

6.3 Terms. Officers shall serve for a term of one year, except in the event of filling a vacancy, in which case the term of such Officer shall last until the next annual appointment of Officers. No Officer shall be eligible to serve in the same office for more than three consecutive terms. Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, by the Board.

6.4 Appointment. Officers shall be appointed by, and shall serve at the discretion of, the Board. Officers shall be appointed at the annual meeting of the Board in May and shall assume their duties immediately upon appointment.

6.5 Removal and Resignation. Any Officer may be removed, either with or without cause, by the Board at any time. Any Officer may resign at any time by giving written notice to the Board or to the President or Recording/Corresponding Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Upon removal or resignation, each Officer shall turn over to the President without delay all records, books and other material pertaining to the applicable office, and shall return to the Treasurer without delay all funds pertaining to the applicable office.

6.6 Vacancies. A vacancy in any office for any reason may be filled by the Board to serve the remaining term of such office.

6.7 Duties.

6.7.1 President. The President shall be the general manager and Chief Executive Officer of the Corporation, and shall, subject to the direction of the Board, generally supervise, direct and control the affairs of the Corporation and the activities of the Officers of the Corporation.

6.7.2 Vice President. The Vice President shall serve as an aide to the President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by the President, the Board, and as may be set forth in these Bylaws.

6.7.3 Recording/Corresponding Secretary. The Recording/Corresponding 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 of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; and the names of persons present at the Board and committee meetings. The Recording/Corresponding Secretary shall also keep a permanent record of all notices as well as correspondence concerning the Corporation. In addition, the Recording/Corresponding Secretary shall discharge such other duties as pertain to the office or as prescribed by the President or the Board, and as may be set forth in these Bylaws.

6.7.4 Treasurer. The Treasurer shall have charge and custody of all funds of the Corporation, shall deposit such funds in the manner required by the Board, shall keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements, shall render to the President and the Board whenever they request it, reports and accountings of the Corporation's transactions and of the financial condition of the Corporation. In addition, the Treasurer shall discharge such other duties as pertain to the office or as prescribed by the President or the Board, and as may be set forth in these Bylaws.

## **ARTICLE 7**

### **EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

7.1 Execution of Instruments. The Board, except as otherwise provided in these Bylaws, may authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

7.2 Checks and Notes. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, electronic transfers

or orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed or authorized by the Treasurer and, if in excess of \$250, countersigned or authorized by another Officer of the Corporation.

7.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

## **ARTICLE 8**

### **FINANCIAL AFFAIRS**

8.1 Fiscal Year. The fiscal year of the Corporation shall end on June 30 of each year.

8.2 Fundraising.

8.2.1 The Corporation may undertake a variety of fundraising activities in connection with the purposes set forth in Section 1.3. These fundraising activities may include, but are not limited to:

- Fathers' Follies
- Annual Pancake Breakfast
- Dinner/Auction
- Donations and grants from local businesses, service organizations (i.e., Rotary, Elks, Kiwanis), individuals and municipalities
- Credit Union, and other ongoing passive fundraising activities

8.2.2 The funds generated by the Corporation's fundraising activities may be used as prescribed by the Board. The funds generated by these activities may or may not be distributed in the same period in which they are generated; accordingly, the funds may be rolled over from year to year, until which time the funds are approved for distribution.

## **ARTICLE 9**

### **CORPORATE RECORDS, SEAL, AND REPORTS**

9.1 Maintenance of Corporate Records. The Corporation shall keep:

9.1.1 Minutes of all meetings of Directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

9.1.2 Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses; and

9.1.3 A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be available for inspection by the Directors of the Corporation.

9.2 Corporate Seal. The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

9.3 Directors' Inspection Rights. Every Director shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties, if any, of the Corporation.

9.4 Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

9.5 Annual Report. The Board shall cause an annual report to be furnished annually not later than 120 days after the close of the Corporation's fiscal year to all Directors of the Corporation which shall contain the following information in appropriate detail:

9.5.1 The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year;

9.5.2 The principal changes in assets and liabilities, including trust funds, during the fiscal year;

9.5.3 The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

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

9.5.5 Any transaction during the previous fiscal year involving more than \$50,000.00, individually or in the aggregate, between this Corporation (or any parent or subsidiary) and any Director, Officer or holder of more than 10 percent of the voting power of the Corporation (or any parent or subsidiary) in which such Director, Officer or holder had a direct or indirect material financial interest, as required by Section 6322 of the California Nonprofit Law. The report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest; and

9.5.6 The amount and circumstances of any indemnification or advances aggregating more than \$10,000.00 paid during the previous fiscal year to any Officer or Director of the Corporation, as required by Section 6322 of the California Nonprofit Law.

## **ARTICLE 10**

### **AMENDMENTS**

10.1 Amendments to Bylaws. Amendments to these Bylaws shall be proposed in writing and filed with the Secretary. The Secretary shall make available, or cause to be made available, to all Directors a copy of the proposed amendments at least one week prior to the

meeting at which such amendments are to be approved. Amendments to these Bylaws must be approved by a 75% vote of Directors present at a regular meeting of the Board.

*[Remainder of page intentionally left blank.]*

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Recording/Corresponding Secretary of Verdugo Woodlands Dads Club, a California nonprofit public benefit corporation (the “Corporation”), that the foregoing is a true and correct copy of Bylaws of the Corporation and that such Bylaws were duly adopted by the Board of Directors of the Corporation on the date set forth below.

Dated: \_\_\_\_\_, 2016

By: \_\_\_\_\_  
Name:  
Title: Recording/Corresponding Secretary