



**NON-PROFIT BYLAWS
OF
IV AT RISK YOUTH BETTERMENT FOUNDATION INC**

Original Publication: December 21, 2019

Revised: January 3, 2020

PREAMBLE

The following Bylaws shall be subject to, and governed by, the California Non-Profit Public Benefit Corporations Code sections 5110-6910, and the Articles of Incorporation of IV at Risk Youth Betterment Foundation Inc. and its subsidiary youth programs *Imperial Valley Youth Football League, AYF El Centro Trojans Youth Football & Cheer, El Centro Trojans Youth Football and Cheer, IV Football Flag League, IV Pony Baseball, IV Youth Basketball League, Trojans Youth Sports Academy, and Imperial Combat MMA Challenge*.

In the event of a direct conflict between the herein contained provisions of these Bylaws and the California Non-Profit Public Benefit Corporations Code sections 5110-6910, other California Corporations Code Laws, said laws shall supersede. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 – NAME

The legal name of the Non-Profit Corporation/Organization shall be known as IV At Risk Youth Betterment Foundation Inc., and shall herein be referred to as the "Corporation."

ARTICLE 2 – PURPOSE

- 1) The purpose for which the Non-Profit Corporation is formed is set forth in the attached Articles of Incorporation. The Corporation is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for our purpose and to be a part of the solution by facilitating and guiding our young imperial valley student athletes via our youth sports programs with the goal of enhancing their physical fitness, life skills, and academic progress.
- 2) In addition, this Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes. The Corporation shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. At no time and in no event shall the Corporation participate in any activities which have not been permitted to be carried out by a Corporation exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code").

ARTICLE 3 – OFFICES

The principal office of the Corporation shall be located at 258 E Main St, El Centro, California 92243. The Corporation may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation may find a need for from time to time.

ARTICLE 4 – DEDICATION OF ASSETS

The properties and assets of the Corporation are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any person, director, or officer of this Corporation for as long as the corporation legally exist. Upon liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to the founding member Joey Roger Imperial, or if the board of directors decides to vote for another organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 – BOARD OF DIRECTORS

1) General Powers and Responsibilities

The Corporation shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of California. The Board shall establish policies and directives governing business and programs of the Corporation and shall delegate to the Chief Executive Officer the provisions of these Bylaws, authorities, and responsibility to see that the policies and directives are appropriately followed.

2) No Member Non-Profit Organization

Pursuant to California Nonprofit Corporations Law section 5310(a) IV at Risk Youth Betterment Foundation Incorporated shall have NO MEMBERS.

3) Board of Directors

Pursuant to California Nonprofit Corporations Law section 5310(c) the director(s) are the only members.

4) Number of Director(s)

Pursuant to California Nonprofit Corporations Law section 5120(a) and 5151(e) which stipulates that the minimum number of directors may be one or more therefore, IV at Risk Youth Betterment Foundation Incorporated shall have only ONE DIRECTOR.

5) **Board Compensation**

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board of Director(s) and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board of Director(s) from serving the Corporation in any other capacity and receiving compensation for services rendered.

6) **Board Elections**

The Governance will follow California Non-Profit Public Benefit Corporations Code section 5220(d)(1) which stipulates this corporation will have a designator selected by the board of directors rather than an election. In the event of adding a new board member, he or she shall be approved unanimously by the Board of Director(s) at a Board meeting at which a quorum is present.

7) **Term of Board**

All appointments to the Board shall be executed via the California Non-Profit Public Benefit Corporations Code section 5220(d)(1) which stipulates this board will choose Joey Roger Imperial as their designator and will hold office by virtue or selection by a specified designator rather than by election. Such designator shall continue in office indefinitely and the only plausible removal is by death, or the corporation ceases to legally exist.

8) **Vacancies**

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director with just cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 – Meetings that such action would be considered at the meeting. Except as provided in this paragraph, any director may resign effective upon giving written notice to the chair of the Board, the Chief Executive Officer of the Corporation, the secretary of Corporation, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of California is first notified, no director may resign when the Corporation would then be left without a duly elected director in charge of its affairs. Any vacancy on the Board may be filled by vote of all of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires. A Board Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

9) **Resignation**

Each Board Director shall have the right to resign at any time upon written notice thereof to the Chief Executive Officer, or the Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

10) **Removal**

A Board Director may be removed, with cause, at any duly constituted meeting of the Board, by the unanimous vote of all of then-serving Board Directors.

11) **Meetings**

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair of the Board may call a special meeting of the Board with 3 days' written notice provided to each director of the Board. The notice may be served upon each Board Director via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

12) **Minutes**

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation to be placed in the minute books. A copy of the minutes shall be delivered to each Board Director via either regular mail, hand delivered, emailed, or faxed within 5 business days after the close of each Board meeting.

13) **Action by Written Consent**

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent via cellphone text setting forth the action so taken shall be agreed by all Board Directors. The number of directors in office must constitute a quorum for an action taken by unanimous written consent which can be via electronic means. Such consent shall be placed in the minute book of the Corporation and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board Directors' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

14) **Quorum**

At each meeting of the Board of Directors or Board Committees, the presence of 1 person shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board Directors serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board Directors present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board Director shall be considered present at any meeting of the Board or

Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board Directors participating in the meeting.

15) **Voting**

Each Board Director shall only have one vote. Only a Director can place a vote.

16) **Proxy**

Board Directors shall not be allowed to vote by written proxy

17) **Board Director Attendance**

A Board Director who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Corporation. The Board may deem a Board Director who has missed 4 consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

ARTICLE 6 – OFFICERS

1) **Officers and Duties**

- a) The Board shall elect officers of the Corporation which shall include a Chair of the Board (Chief Executive Officer), a Secretary, a Treasurer (Chief Financial Officer), and such other officers as the Board may designate by resolution. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.
- b) The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with just cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Chair of the Board without bias or predisposition to all rights, if any, of the Corporation under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective. Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

2) **Chair of the Board (Chief Executive Officer)**

It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the Board of Directors and/ or Executive Committee(s). The Chair of the Board is authorized

to execute, in the name of the Corporation, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation, except when required by law that the Chief Executive Officer's signature must be provided.

3) **Secretary**

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation, which are required to be kept at the principal office of the Corporation, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. She/he shall attend to the giving and serving of all notices of the Corporation and shall see that the seal of the Corporation, if any, is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws.

4) **Treasurer**

- a) It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation.
- b) The Treasurer shall give the Corporation a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Corporation shall pay the cost of such a bond.

ARTICLE 7 – COMMITTEES

1) **Committees of Directors**

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each such committee shall consist of two (1) or more directors, and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members

or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
 - b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
 - c) Fix compensation of the directors serving on the Board or on any committee.
 - d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
 - e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
 - f) Appoint any other committees of the Board of Directors or their members.
 - g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation otherwise than in the usual and regular course of its business; or revoke any such plan.
 - h) Approve any self-dealing transaction, except as provided pursuant to law.
- Unless otherwise authorized by the Board of Directors, no committee shall compel the Corporation in a contract or agreement or expend Corporation funds.

2) Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 5 - Board of Directors of these bylaws concerning meetings and actions of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of appointed committees shall also be given to any and all alternate director(s), who shall have the right to attend all meetings of the appointed committee if allowed by the board of directors. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporation records. The Board of Directors may adopt rules not consistent with the provisions of these bylaws for the governance of any committee. If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or employees of the Corporation whom the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

3) Executive Committee

Pursuant to Article 7 - Committee of Directors, the Board may appoint an Executive Committee composed of a minimum of ONE director, one of whom shall be the Chair of the Board of the Board and another shall be either the Secretary, or the Treasurer, to serve on the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and

affairs of the Corporation between meetings of the Board, provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 7 - Committee of Directors. The Secretary of the Corporation shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.

ARTICLE 8 - STANDARD OF CARE

1) General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances. In the performance of the duties of a director, 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 or employees of the Corporation whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted. Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

2) Loans

The Corporation may provide advanced money to a director or officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the 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.

3) Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Corporation interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

4) Indemnification

To the fullest extent permitted by law, the Corporation shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation, by reason of the fact that the person is or was a person as described in the California Non-Profit Corporation Laws. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article. 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 in defending any "proceeding" shall be advanced by the Corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses. The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9 – EXECUTION OF CORPORATE INSTRUMENTS

1) Execution of Corporate Instruments

- a) The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation. Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation, other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by the Corporation shall be executed, signed, and/or endorsed by the **Joey Imperial, Chief Executive Officer**.
- b) All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

2) Loans and Contracts

No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

ARTICLE 10 – RECORDS AND REPORTS

1) **Maintenance and Inspection of Articles and Bylaws by Director(s)**

- a) This nonprofit corporation does have one director therefore, under section 6334 of the California nonprofit corporation code, every director shall have the absolute right at any reasonable time to inspect and copy of all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a director. The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the board of director(s) at all reasonable times during office hours.
- b) Any director of the IVYFL may request to inspect the records of the IVYFL by make a formal request in writing to the board of directors at least thirty (30) calendar days prior to such inspection.
- c) However, Pursuant to California Nonprofit Corporations Law section 5310(a) IV at Risk Youth Betterment Foundation Incorporated is a no member organization thus negating any request from any assumed and/or misinformed “person or persons” who believes they are a member of this official 501(c) non-profit corporation.

2) **Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns**

- a) The Corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to board of director(s) inspection and copying to the extent required by law.
- b) This nonprofit corporation does have one director therefore, under section 6334 of the California nonprofit corporation code, every director shall have the absolute right at any reasonable time to inspect and copy of all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a director. The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the board of director(s) at all reasonable times during office hours.
- c) Any director of the IVYFL may request to inspect the records of the IVYFL by make a formal request in writing to the board of directors at least thirty (30) calendar days prior to such inspection.
- d) However, Pursuant to California Nonprofit Corporations Law section 5310(a) IV at Risk Youth Betterment Foundation Incorporated is a no member organization thus negating any request from any assumed and/or misinformed “person or persons” who believes they are a member of this official 501(c) non-profit corporation.

3) **Maintenance and Inspection of Other Corporate Records**

- a) The Corporation shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the

Corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation shall turn over to his or her successor or the Chair of the Board in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such officer, employee, or agent during his or her term of office. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney of that director, and shall include the right to copy and make extracts of documents.

- b) This nonprofit corporation does have one director therefore, under section 6334 of the California nonprofit corporation code, every director shall have the absolute right at any reasonable time to inspect and copy of all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a director. The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the board of director(s) at all reasonable times during office hours.
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4) **Preparation of Annual Financial Statements**

- a) The Corporation shall prepare annual financial statements using generally accepted accounting principles. Such statements if board approved by resolution shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Corporation shall make these financial statements available to the California Attorney General and its directors no later than 120 days after the close of the fiscal year to which the statements relate, and is under section 6321 of the California nonprofit business code.
- b) This nonprofit corporation does have one director therefore, under section 6334 of the California nonprofit corporation code, every director shall have the absolute right at any reasonable time to inspect and copy of all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a director. The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the board of director(s) at all reasonable times during office hours.
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- d) However, Pursuant to California Nonprofit Corporations Law section 5310(a) IV at Risk Youth Betterment Foundation Incorporated is a no member organization thus negating

any request from any assumed and/or misinformed “person or persons” who believes they are a member of this official 501(c) non-profit corporation.

5) **Reports**

- a) Under section 6321 of the California nonprofit business code, the Board shall ensure an annual report is sent to all director(s) within 120 days after the end of the fiscal year of the Corporation, which shall contain the following information:
 - 1) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
 - 2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
 - 3) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year.
- b) This nonprofit corporation does have one director therefore, under section 6334 of the California nonprofit corporation code, every director shall have the absolute right at any reasonable time to inspect and copy of all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a director. The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the board of director(s) at all reasonable times during office hours.
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- d) However, Pursuant to California Nonprofit Corporations Law section 5310(a) IV at Risk Youth Betterment Foundation Incorporated is a no member organization thus negating any request from any assumed and/or misinformed “person or persons” who believes they are a member of this official 501(c) non-profit corporation.

ARTICLE 11 – FISCAL YEAR

The fiscal year for this Corporation shall start January 1, and end on December 31.

ARTICLE 12 – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by the vote of all of the director(s) then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE 13 – CORPORATE SEAL

The Board of Directors may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of the Corporation. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

ARTICLE 14 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, Juan Villa, certify that I am the acting Secretary of the benefit Corporation, and the above bylaws are the bylaws of this Corporation as adopted by the Board of Directors on July 18, 2015, and that they have not been amended or modified since the above.

EXECUTED on this day of January 3, 2020, in the County of Imperial in the State of California.

X: *Juan Villa*

Juan Villa
Secretary