

BY-LAWS
CRIPPSMAS CLUB
AN NON-PROFIT 501(c)(3)
CALIFORNIA CORPORATION #315655

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is CRIPPSMAS CLUB.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation, CRIPPSMAS CLUB, is organized for the specific purpose to collect donations from the public and corporations, and then to distribute these monies to specific charities. The making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

These charities shall be chosen by the Board, and vetted to confirm the charities meet the following standards:

1. Service the community of the Tri-city area.
2. Be aligned with the objectives of Crippsmas Club, "CC".

The Board will review each charity on a yearly basis to determine if continual support is necessary. The Board may identify new charities and determine if the CC should sponsor them in the annual event.

Section 2. Corporation Identity

Crippsmas Club is organized and operates exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3), or the corresponding section of any future federal tax code.

Section 3. Non-partisan

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, the Vice-President, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. Each member of the Board shall attend the quarterly meetings. Unless excused by the President.

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Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the month of February of each calendar year and at a location designated by the Executive Committee of the Board of Directors.

The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting.

Vacancies may be created and filled according to specific methods approved by the Board of Directors.

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Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 14. Removal.

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

ARTICLE IV. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board. Board members and community members are those who resided in following streets: Cripps Place, Asquith Place, Wellington Place, Nicolet Court, and Nicolet Avenue between 445 Nicolet Ave and 4139 Avenue.

Section 1. President

The President shall preside at all meetings of the Board. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Committee.
- b. He/She shall have general and active management of the business of this Board.
- c. He/She shall see that all orders and resolutions of the Board.
- d. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- e. He/She shall submit a report of the operations of the program for the fiscal year to the Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect CC.

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ARTICLE IV. OFFICERS cont..

f. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time.

Section 3. Secretary

The Secretary shall attend all meetings of the Board, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose.

b. He/She in concert with the President shall make the arrangements for all meetings of the Board, including the annual meeting of the organization. b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.

c. He/She shall perform all official correspondence from the Board as may be prescribed the President.

Section 4. Treasurer

The Treasures duties shall be:

a. He/She shall submit for the Board's approval of all expenditures of funds raised by the activites of the Crippsmas Club .

b. He/She shall present a complete and accurate report of the finances raised by annual budgets and subsequent audit reports at each meeting of the Board, or at any other time upon request the President and/or the Board.

c. He/She shall have the right of inspection of the funds resting with the Board, including subsequent audit reports.

d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.

e. He/She shall perform such other duties as may be prescribed by the Board or the President under whose supervision he/she shall be.

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Section 5. Election of Officers

The Board shall submit at the February meeting the names of those persons for the respective offices of the Board. Nominations shall also be received from the floor after the report from the Board.

The election shall be held at the annual meeting and those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting. Officers may succeed themselves if no alternate candidate has been elected.

Section 6. Removal of Officer

The Advisory Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7. Vacancies

The Board shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

Section 8. Additional Board Members

When necessary CC may establish additional board positions as required to fulfill the mission of the organization.

ARTICLE V. – Conflict of Interest and Compensation

Section 1: Purpose

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

Section 2: Definitions

a. Interested Person

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

Section 3. Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to

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disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

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

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

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Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation and Reimbursement

No member of the Board, or person participating in the activities of CC will be financially compensated for their time. All members of the Board are volunteering time/product/materials or services for use by CC, their time/funds are considered as a donations in-kind to the CC. If a person intends to purchase materials for the benefit of CC, they must first receive approval from the President or Treasurer. There will be no reimbursement after the fact for items purchased unless first approved by the President and/or the Treasurer. All approvals for reimbursement must be below that of the person's purchasing authority.

ARTICLE VI. DISSOLUTION OF CORPORATION

SECTION 1. Upon the dissolution or winding down of the corporation, its assets remaining after payments, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a local nonprofit fund, foundation, or corporation which is organized and perated exclusively for charitable purposes and which has established its tax-exempt status under IRS Section 510(c)(3).

ARTICLE VII. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of California, the corporation shall indemnify any director, officer, or agent, or former member, director, officer, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

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ARTICLE VIII. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE IX. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 7 preceding pages, as the Bylaws of this corporation. These bylaws shall supersede all previous bylaws of CC.

ADOPTED AND APPROVED by the Board of Directors on this 2 day of Oct, 2024.



Joe Armijo, President - Crippsmas Club



ATTEST: Lisa C. Sharp, Secretary - Crippsmas Club