

# **Bylaws of Disaster Assistance Corporation, a California Nonprofit Corporation**

## **1. Formation**

This corporation was formed by filing its Articles of Incorporation with the California Secretary of State.

## **2. Offices**

### **a. Principal Executive Office**

The location of the principal executive office of the corporation will be fixed by the board of directors. It may be located at any place within or outside the state of California. The initial executive office will be located at 2570 N. 1<sup>st</sup> Street, 2<sup>nd</sup> Floor, San Jose, CA 95131.

### **b. Other Offices**

The corporation may have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

## **3. Nonprofit Purposes**

### **a. IRC Section 501(c)(3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

### **b. Specific Objectives and Purposes**

The specific objectives and purposes of this corporation shall be:

The Disaster Assistance Corporation (DAC) provides emergency food, water, and other support to victims of a disaster in the United States.

## **4. Membership**

### **a. Determination and Rights of Members**

The corporation shall have only one class of members, with such voting power and other rights as granted by these bylaws, the articles of incorporation, and provisions of law. Except as expressly authorized by the articles of incorporation, the bylaws of this corporation, or provisions of law, all members shall have the same rights, privileges, restrictions, and conditions.

There is no limit to the number of members the corporation may admit.

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation. No member may transfer a membership or any right arising therefrom. All rights of membership shall cease upon the member's death.

### **b. Qualification and Admission of Members**

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The board of directors may establish the qualification and admission for membership.

### **c. Annual Dues**

There are no dues required for membership.

### **d. Membership Book; Meeting Minutes**

The corporation shall keep a membership book containing the name and mailing address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. The corporation shall keep minutes of all meetings of members, 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. Such book and records shall be kept at the corporation's principal office.

### **e. Member's Inspection Rights; Periodic Report**

Every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

1. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
2. To obtain from the secretary of the corporation, upon written demand of, and payment of a reasonable charge to, the secretary of the corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the corporation or after the date specified therein as of which the list is to be compiled.
3. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member. Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

The board shall cause any annual or periodic report required under law to be prepared and delivered to the members of this corporation, to be so prepared and delivered within the time limits set by law.

### **f. Termination of Membership**

The membership of a member shall terminate upon the occurrence of any of the following events:

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1. Upon the member delivering a notice of termination to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

2. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

### **g. Place of Member Meetings**

Meetings of members shall be held at the principal office of the corporation or at such other place or places as may be designated from time to time by resolution of the board of directors.

### **h. Regular Meeting of Members**

A regular meeting of members (the annual meeting) shall be held each year during the month of September for the purpose of electing directors and transacting such other business as may be required.

The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each member may cast one vote per candidate and may vote for as many candidates as the number of directors to be elected.

Other regular meetings of the members shall be held or at such time and place as determined from time to time by the chairperson of the board, the president of the corporation, or board resolution.

### **i. Special Meeting of Members**

Special meetings of the members shall be called by the board of directors, the chairperson of the board, or the president of the corporation, or by such number or percentage of members or other persons specifically authorized under the laws of this state to call special meetings of the members.

### **j. Notice of Meetings**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of members:

1. Notice Requirements. Notice stating the place, day, and hour of a meeting of members shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting to each member entitled to vote at such meeting. Notice of any meeting at which directors are to be elected shall state the names of all those who are nominees or candidates for election to the board. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called.

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2. Manner of Notice. Any notice required hereunder shall be given in writing by first-class, registered, or certified mail; or may be given in person, orally, or by electronic transmission if permitted by state law. Such notice shall be delivered to each member at an address or number provided by the member to the corporation specifically for the purpose of valid notice hereunder.

3. Waiver of Notice. Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

### **k. Quorum for Meetings**

A quorum shall consist of a majority of the voting members of the corporation. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion that the chair shall entertain at such meeting is a motion to adjourn.

### **l. Majority Action as Membership Action**

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the articles of incorporation, these bylaws, or provisions of law require a greater number. Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote, except that election of directors shall be by written ballot.

### **m. Conduct of Meetings**

Meetings of members shall be presided over by the chairperson of the board, or, if there is no chairperson, or in his or her absence, by the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members present at the meeting. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the board of directors, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

### **n. Action by Written Ballot**

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, any action that may be taken at any meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

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1. Set forth the proposed action; including, for election of directors, the names of the persons Nominated
2. Provide an opportunity to specify approval or disapproval of each proposal
3. Indicate the number of responses needed to meet the quorum requirement and, except for ballots for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
4. Specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws. Approval of action by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

### **5. Directors**

#### **a. Number**

The corporation will have a minimum of 3 directors and a maximum of 8 directors. Collectively they shall be known as the board of directors. The initial number of directors is 7.

#### **b. Qualifications**

Directors shall be natural persons and of the age of majority in this state.

#### **c. Powers**

Subject to any limitations in the articles of incorporation, these bylaws, and provisions of state law, including any action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

#### **d. Duties**

It shall be the duty of the directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;

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3. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these bylaws;
5. Register their mailing address with the corporation, which address may be used for valid notice hereunder.

**e. Term of Office**

Each director shall hold office for a period of one year until his or her successor is elected and qualifies.

**f. Compensation**

Directors shall serve without compensation for their services as director except that they may receive reasonable reimbursement of expenses incurred in the performance of their duties as director. Any payments to directors for services performed in a capacity other than as director shall be approved in advance in accordance with this corporation's conflict of interest policies, as set forth in these bylaws.

**g. Place of Meetings**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors.

**h. Regular Meetings**

A regular meeting of directors (the annual meeting) shall be held each year during the month of September.

Other regular meetings of directors shall be held at such time and place as determined by the chairperson of the board, the president of the corporation, or board resolution.

If the day fixed for a meeting falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day.

**i. Special Meetings**

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, by any two directors, or, if different, by any person specifically authorized under the laws of this state to call special meetings. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

**j. Notice of Meetings**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law,

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the following provisions shall govern the giving of notice for meetings of the board of directors:

1. **Regular Meetings.** No notice need be given of any annual or regular meeting held on the date, place, and time specified in these bylaws. For any other regular meeting of the board, directors shall receive ten (10) days' prior notice specifying the date, place, and time of such meeting.
2. **Special Meetings.** Seven (7) days prior notice of any special meeting of the board shall be given to each director, unless 48 hours or a shorter time is allowed by state law. Such notice shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
3. **Notice.** Any notice required hereunder shall be given in writing by first-class, registered, or certified mail; or may be given in person, orally, or by electronic transmission if permitted by state law. Such notice shall be delivered to each director at an address or number provided by the director to the corporation specifically for the purpose of valid notice hereunder.
4. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. A director who is present at any meeting and who shall not have protested prior to the meeting, or at its commencement, to the lack of notice, shall be deemed to have waived notice of such meeting.

### **k. Quorum for Meetings**

A quorum shall consist of a majority of the members of the board of directors then in office. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion that the chair shall entertain at such meeting is a motion to adjourn.

### **l. Majority Action as Board Action**

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 is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

### **m. Action Without a Meeting**

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting if all members of the board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the unanimous written consents thereto by the members of the board or any such committee shall be filed with the minutes of the proceedings of the board or such committee and shall otherwise comply with all

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applicable state law requirements.

**n. Meetings by Telephone**

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, any one or more members of the board or any committee thereof may participate in any meeting, regular or special, of the board or such committee by means of telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**o. Conduct of Meetings**

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated, 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 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.

Meetings shall be governed by such procedures as may be approved from time to time by the board of directors, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

**p. Vacancies; Removal; Resignation**

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

**q. Nonliability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.



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### **r. Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

### **s. Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities 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 the articles of incorporation, these bylaws, or provisions of law.

### **t. Restriction Regarding Interested Directors**

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this section, "Interested persons" means either:

1. Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
2. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

## **6. Officers**

### **a. Designation of Officers**

The officers of the corporation shall be a president, a secretary, and a treasurer. The corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and such other officers with such titles as may be determined from time to time by the board of directors.

Any person may hold two or more offices except that the president shall not also be the secretary or treasurer.

### **b. Qualifications**

Any person may serve as officer of this corporation.

### **c. Election and Term of Office**

Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

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### **d. Removal and Resignation**

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or 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, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

### **e. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

### **f. Duties of President**

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. The president shall preside at all meetings of the board of directors and shall appoint members to board committees. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the board of directors.

### **g. Duties of Vice President**

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president, if named, 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 law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

### **h. Duties of Secretary**

The secretary shall have charge of such books, documents, and papers as the board of directors may determine; shall keep, or cause to be kept, a true and complete record of all meetings of the corporation; shall give, or cause to be given, notice of all meetings of the corporation; shall keep, or cause to be kept, a record containing the names, alphabetically arranged, of all persons who are directors of the corporation, showing their places of residence, and the names of persons entitled to participate in corporate affairs. Such books shall be open for inspection as provided by law. The secretary shall, in general, perform all the duties incident to the office of secretary

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subject to the control of the board of directors and shall perform other duties as may be prescribed by the board of directors.

### **i. Duties of Treasurer**

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

### **j. Compensation**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policies, as set forth in these bylaws.

## **7. Committees**

### **a. Executive Committee**

The board of directors may, by a majority vote of its members, designate an Executive Committee consisting of two or more board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of

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law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee, and fill vacancies on the executive committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

### **b. Other Committees**

The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

### **c. Meetings and Actions of Committees**

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## **8. Execution of Instruments, Deposits, and Funds**

### **a. Execution of Instruments**

The board of directors, except as otherwise provided in these bylaws, may by resolution 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.

### **b. Checks, Notes and Online Transactions**

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

Online transactions for drafts, promissory notes, orders for payment of money and other evidence of indebtedness of the corporation initiated by a director as approved by resolution of the board of directors shall include an email, approval by the treasurer.

### **c. Deposits**

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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 of directors may select.

### **d. Gifts**

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

## **9. Corporate Records, Reports, and Seal**

### **a. Maintenance of Corporate Records**

The corporation shall keep at its principal office:

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;
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;
3. A copy of the corporation's articles of incorporation and bylaws as amended to date,
4. Such other records and documents as may be required by law or these bylaws.

### **b. Corporate Seal**

The board of directors 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.

### **c. Director's Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

### **d. 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.

### **e. Periodic Report**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or any other entity, to be so prepared and delivered within the

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time limits set by law.

### **10. IRC 501(c)(3) Tax Exemption Provisions**

#### **a. Limitations on Activities**

No part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **b. Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

#### **c. Distribution of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

#### **d. Private Foundation Requirements and Restrictions**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

### **11. Conflicts of Interest**

#### **a. Conflicts of Interest**

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the interested person shall (i) fully disclose the nature of the interest, and

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(ii) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so and the transaction was fair and reasonable as to the corporation at the time the corporation enters the transaction. The minutes of meeting at which such votes are taken shall record such disclosure, abstention, and rationale for approval. The corporation shall comply with all other state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

### **b. Annual Statements**

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement that affirms such person:

1. Has received a copy of the corporation's conflicts of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

### **c. Periodic Reviews**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

## **12. Finances**

### **a. Fiscal Year**

The tax year of this corporation shall end on the last day of the month of December.

### **b. Budget**

The board of directors shall prepare and adopt a budget each year.

### **c. Annual Financial Statement**

The corporation shall prepare an annual financial statement for distribution to board members.

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### **d. Fiscal Policy**

The board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls; the signing of checks; the obligation of funds; the approval of contracts, leases, deeds and mortgages; and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

### **13. Amendment of Bylaws**

Except as may otherwise be specified under provisions of law or these bylaws and subject to the power of the members of this corporation to adopt, amend, or repeal the bylaws of this corporation, these bylaws may be altered, amended, or repealed and new bylaws adopted by approval of the board of directors.

### **14. Statement of Nondiscrimination**

The corporation shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

### **15. Construction and Terms**

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.



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**16. Certificate**

This certifies that the foregoing is a true and correct copy of the bylaws of the corporation named in the title, and that these bylaws were duly adopted by the board of directors of the corporation on the date set forth below.

Dated: 09/25/21

Signature: James R. Keith  
James R. Keith, Secretary