

BYLAWS

OF

ANTHONY BRUCIA SUCCESS AWARDS FOUNDATION

A California Nonprofit 501(C)(3) Public Benefit Corporation

EIN 82-5270956

ARTICLE I NAME AND OFFICES

Section 1 Name. The name of this corporation is the Anthony Brucia Success Awards Foundation.

Section 2 Principal Office. The principal office for the transaction of the activities and affairs of the foundation is located at 577 Goshen Ave, Clovis, CA 93611. The Board of Directors may change the location of the principal office of the foundation to any place within the State of California.

Section 3 Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place the foundation is qualified to conduct its activities.

ARTICLE II PURPOSES AND LIMITATIONS

Section 1 General Purposes. This foundation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law for public or charitable purposes. This foundation is not organized for the private gain of any person.

Section 2 Specific Purposes. Within the context of the general purposes stated above, this foundation is organized and at all times hereafter shall be operated exclusively to benefit the raising and awarding of funds for the scholarship program of San Joaquin Section of the California Association of Supervisors of Child Welfare & Attendance (CASCWAsj) which is one of four geographic sections of the State organization identified as the California Association of Supervisors of Child Welfare & Attendance (CASCWA). This is a 501(C) (4) non-profit association. The San Joaquin Section serves the counties of Kern, Tulare, Kings, Fresno, Madera, Stanislaus, San Joaquin, Calaveras, Tuolumne, Inyo, San Benito, Monterey, and San Luis Obispo within the State of California. The scholarships shall be given to high school graduating seniors who have overcome adversity to graduate successfully. Such awards may also be given to past winners to offset their expenses while successfully continuing with their uninterrupted educational plans.

Section 3 Limitations.

(a) This foundation is organized and operated exclusively for public and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this foundation, and the foundation shall not carry on any other activities not permitted to be carried on (a) by a foundation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (b) by a foundation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law.

(b) No substantial part of the activities of this foundation shall consist of lobbying or propaganda or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and the foundation shall not participate or intervene (including publishing or distributing statements) in any political campaign on behalf of or in opposition to any candidate for public office except as provided in such Section 501(h).

(c) The property of this foundation is irrevocably dedicated to the purposes set forth above. No part of the earnings of this foundation shall ever inure to the benefit of any directors or officers of this foundation or to the benefit of any private person.

(d) Upon the dissolution and winding up of the foundation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this foundation shall be distributed to a publicly supported educational or charitable organization as described in Internal Revenue Code sections 170(b) (1) (A) or 501(c) (3), in substitution for Merced Union High School District, for purposes of the articles of in foundation and these bylaws.

ARTICLE III MEMBERSHIP

Section 1 Corporation without members. The corporation shall have no members. All participants are officers and/or directors.

ARTICLE IV BOARD OF DIRECTORS

Section 1 General Powers.

(a) General Powers. Subject to the provisions of the California Nonprofit Public Benefit Foundation Law and subject to any limitations in the articles of the foundation and these bylaws, the foundation's activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction and active role of the Board of Directors.

(b) Specified Powers. Without prejudice to such general powers, but subject to the same limitations, the Board of Directors shall have the power and authority to:

- 1) Except as otherwise provided in these bylaws, approve any action which would otherwise be required to be approved by members if this foundation had members.
- 2) Appoint and remove all officers, agents, and employees of the foundation; prescribe such powers and duties for them as may not be inconsistent with law with the articles of infoundation or with these bylaws; fix their compensation; and require from them security for faithful service.
- 3) Change the principal executive office or the principal business office in California from one location to another; cause the foundation to be qualified to do business in any other state, territory, dependency, or foreign country; and conduct business within or outside California.
- 4) Adopt, make and use a corporate seal and alter the form of such seal.
- 5) Determine the need for any new committees as needed to fulfill the foundation's goals.
- 6) Borrow money and incur indebtedness on behalf of the foundation and cause to be executed and delivered for the foundation's purposes and in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities for such consideration; provided, however, that no loan shall be contracted on behalf of the foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 3 Eligibility and composition of the Anthony Brucia Success Awards Foundation Executive Board shall initially include the active officers of the parent CASCWA San Joaquin Section's Executive Board. There shall also be a minimum of two persons not associated (i.e. not dues paying members) with CASCWAsj on the Board.

Section 4 Term of Office. All of the directors of the foundation shall serve one (1) year terms, and may, if reappointed, serve consecutive terms.

Section 5 Number of Directors. The authorized number of directors constituting the Anthony Brucia Success Award Foundation is a maximum of twenty until such time as the Executive Committee deems it necessary to add additional members through an amendment of these bylaws.

Section 6 Voting. Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this foundation.

Section 7 Election of Directors. Successors to the Board of Directors shall be elected by a majority of the directors then in office at the annual meeting of the Board of Directors. Each director shall hold office for their full term of office as set forth in Section 3 of this Article and until a successor has been elected or appointed and qualified unless he or she has resigned or been removed or his or her office has been declared vacant in the manner provided in these bylaws.

Section 8 Resignation of Directors. Except as provided below, any director may resign from the Board at any time by giving written notice to the president, secretary or chief financial officer of the foundation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Notwithstanding the above, except on notice to the California Attorney General, no director may resign if the foundation would be left without a duly elected director or directors.

Section 9 Vacancies. A vacancy in a director position because of removal, death, resignation or otherwise shall be filled by the directors at the annual or other meeting of directors or, if the predecessor to such director position was selected in another manner, in the same manner as the former occupant of the position was selected. Any person designated to fill a vacancy on the Board of directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal contained herein.

Section 10 Removal of Directors. A director may be removed from office without cause by a majority vote of the total number of voting directors then in office.

Section 11 Compensation of Directors. Directors may not receive compensation for their services as directors, but may receive such reimbursement of expenses as may be fixed or determined by resolution of the Board of Directors. The one exception is the Treasurer. With Board approval the person in this position may receive an annual stipend for the completion of all state and federal income tax reporting forms

Section 12 Inspection by Directors. Each director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties

of the foundation for a purpose reasonably related to such person's interest as a director. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

Section 1 Place of Meetings. Meetings of the Board of Directors shall be held at any place within this State which has been designated from time to time by decision of the President. In the absence of such designation, meetings shall be held at the principal office of the President.

Section 2 Annual Meeting. The Board of Directors shall hold an annual meeting scheduled during the months of August through November of each year, at such time and date as shall be fixed by the Board of Directors, for the purpose of organization, election of officers and transaction of other business.

Section 3 Regular Meetings. Other regular meetings of the Board of Directors shall be held throughout the year, at such time as may be fixed by the board of directors. No Foundation meeting shall be held before, during or after a CASCWAsj meeting unless one meeting is officially opened and adjourned.

Section 4 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time the chairperson of the Board, if any, the president, any vice president, the secretary, or any two directors, to be held at such time and place as shall be designated in the notice of meeting.

Section 5 Notice of Meeting. Notice of the time and place of special meetings of the board of directors shall be given by written notice delivered personally or sent by mail or e-mail (preferred) or facsimile to each director at his or her address as shown on the records of the foundation. If mailed, such notice shall be deposited in the United States mail at least four (4) days before the date set for the meeting, in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by e-mail or facsimile, such notice shall be sent at least forty-eight (48) hours before the time set for the meeting. The business to be transacted at any special meeting of the Board shall be specified in the notice. If and when California Government Code sections 54950 et. seq. (the "Brown Act") shall apply to any meeting held by the Foundation, the Foundation shall comply with the requirements of the Brown Act.

Section 6 Quorum and Manner of Acting. A majority of the total number of authorized directors shall constitute a quorum of the Board of Directors for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the more stringent provisions of the California Nonprofit Public Benefit

Foundation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between foundations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a director or directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 7 Adjournment and Notice of Adjourned Meeting. Notwithstanding section 6, above, a majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

Section 8 Minutes of Meetings and Conduct. Regular minutes of the proceedings of the Board of directors shall be kept in a book or electronic file provided for that purpose. The Board of directors may adopt its own rules of procedure insofar as such rules are not inconsistent with, or in conflict with, these bylaws, the articles of foundation or with the law.

ARTICLE VI OFFICERS

Section 1 Officers. The officers of the foundation shall be: a)Chairman of the Board, b)President (Chief Executive Office--CEO), c)Executive Director—Scholarships, d) Secretary and e)Treasurer(chief Financial Officer CFO). The foundation may also have, at the discretion of the Board of directors other officers (including assistant officers) as may be appointed in accordance with the provisions of Section 3 of this Article. Any two or more offices may be held by the same person, except that neither the secretary nor the Treasurer may serve concurrently as either the president or the chairperson of the Board.

Section 2 Election. The officers of the foundation, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article, shall be elected by the Bof directors, and each shall serve for a one (1) year term at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3 Other Officers. The Board of Directors may appoint and may authorize the president or other officers to appoint such other officers as the business of the foundation may require. Each officer so appointed shall hold office for such period and have such authority and perform such duties as are provided in these bylaws or as the Board of directors may from time to time determine.

Section 4 Ex-Officio Officers. The Executive Committee may appoint any person as an ex-officio member of the foundation. Examples include Honorary Chairperson or Honorary Director. Ex-officio officers have the right to vote during any Board of Director meetings they may attend.

Section 5 Removal of Officers. Any officer appointed by the Board of Directors may be removed at any time, with or without cause or notice, by the Board of Directors. Subordinate officers appointed by persons other than the Board under Section 3 of this Article VI may be removed at any time, with or without cause or notice, by the Board of directors or by the officer by whom appointed. Officers may be employed for a specified term under a contract of employment if authorized by the Board of Directors; such officers may be removed from office at any time under this section and shall have no claim against the foundation or individual officers or Board members because of the removal except any right to monetary compensation to which the officer may be entitled under the contract of employment.

Section 6 Resignation of Officers. Any officer may resign at any time by giving written notice to the foundation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified in such notice; and, unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective. Any such resignation is without prejudice to the rights, if any, of the foundation under any contract to which the officer is a party.

Section 7 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office.

Section 8 Responsibilities of Officers.

(a) Chairperson of the Board. The chairperson of the Board, if such an officer be elected, shall exercise and perform such powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the bylaws. The Chairperson is responsible for general leadership and advancing the organization's vision, strategic initiatives, priorities and public image throughout the counties served.

(b) President. As the Chief Executive Officer (CEO) provides leadership and management to the directors. The chief executive officer of the foundation shall, subject to the control of the Board of Directors, have general supervision, direction and control of the activities and the officers of the foundation. He or she may delegate to the Executive Director-Scholarships, or preside over foundation meetings and other functions. When so acting in place of the Executive Director (or

any other director), the President shall have all the powers of, and be subject to all the restrictions upon those positions being temporarily replaced. The President shall have such other powers and perform such other duties as from time to time may be prescribed respectively by the Board of Directors or the bylaws. He or she shall have the general powers and duties of management usually vested in the office of president of a foundation. These duties include working with leading businesses to sponsor strategic and mutually beneficial partnerships based on the shared values of helping students continue to move forward in their life.

(c) Executive Director –Scholarships. This position chairs the Scholarship Committee which annually coordinates those activities (if directed by the President) described in Article VII Section 1. These are the comprehensive requirements to obtain funding, advertise, score and the winners of all Anthony Brucia Success Awards and may encompass the assistance of all directors. If directed by the President this position may lead the Awards comprehensive discussions at all foundation meetings and delegate those tasks required to be implemented.

(d) Secretary.

(1) Minutes. The secretary shall keep or cause to be kept, at the principal executive office, foundation WEB site, or such other place as the Board of Directors may order, a book of minutes of all meetings, proceedings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place the meeting was held (start and end meeting times separate from any other meeting); whether it was annual, regular or special; if special, how it was called or authorized; the names of those present at Board and committee meetings; and an accurate account of the proceedings. If the secretary is unable to be present, the secretary or the presiding officer of the meeting shall designate another person to take the minutes of the meeting. The secretary shall keep or cause to be kept, at the principal office in California (or WEB site), a copy of the articles of foundation and bylaws, as amended to date.

(2) Notices, Seal, and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of the members, the Board of directors and committees of the Board of directors required by these bylaws to be given. In case of the absence or disability of the secretary, or his or her refusal or neglect to act, such notices may be provided by the president, or by the vice president, if any, or by any person authorized by the president or by any vice president, or by the Board of Directors. The secretary shall keep the corporate seal, if

any, in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

(e) Treasurer (Chief Financial Officer)

(1) Books of Account. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of the properties and transactions of the foundation. The chief financial officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws or by the Board. The books of account shall at all reasonable times be open to inspection by any director.

(2) Deposit and Disbursement of Money. The chief financial officer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the foundation with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the foundation as may be ordered by the Board of Directors, shall render to the president and directors, whenever they request it, an account of all of his transactions as chief financial officer and of the financial condition of the foundation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws. If so required by the Board of Directors, the chief financial officer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board of Directors shall deem appropriate. The chief financial officer shall submit such annual reports to the Board of Directors as required by law or as directed by the Board of Directors.

(3) Tax Forms. End of Fiscal Year State and Federal tax forms are completed by this officer, or by a person directed by the treasurer.

ARTICLE VII –Committees

Section 1 Scholarship Committee. The Foundation shall have a Scholarship Committee which may include all or some of the directors.. The treasurer and Secretary take active roles within this committee. Minutes or summary decisions are required. The purposes of the Committee is to: plan, manage, coordinate and oversee the daily operations and activities of the awarding of Scholarships; manage, coordinate and oversee the creation, development and implementation of long-range plans and goals for the Scholarships; set annual scholarship amounts and number to be awarded; per donor wishes, establish scholarship names if other than a Anthony Brucia Success Award; appoint coordinators to perform the tasks associated with the scholarship awards; preparing/revising application forms scoring forms, letters to students and counselors; organizing readers, planning the

awards event, etc. If some scholarships The Chairman will call and schedule meetings of the Anthony Brucia Success Awards with at least one week's notice. The general committee tasks, which may have coordinators, are as follows:

- Communications: The Scholarship shall annually communicate the availability of the Anthony Brucia Success Awards. This includes the updating of the mailing list of schools, mailing of applications, receiving the applications. Assess, evaluate, improve, and expand the methods and vehicles of communication.
- Continuing Scholarships: Advertise Scholarship opportunities, monitor the application procedure, including confirmation of continuing success, for candidates, brief the Scholarship committee on candidates, and; upon completion of the scholarship award process, advise the scholarship recipients of such awards.
- Events: The Scholarship shall have annual awards Events. Once every four years, this event will be part of the CASCWA State Conference held within the Section. The purpose of the event is to recognize the winners as well as to foster and encourage a relationship between the Scholarship Directors and schools and donors within the Section;
- Public Relations: Keeping the Foundations WEB site up to date. Submit news announcement to regional news outlet. Take such actions necessary to. preserve the history of the, conduct research as directed by the Scholarship Committee, and maintain photos/historical documents pertaining to winners.
- Other Committees: The number of committees to be created established or disbanded as determined by the Scholarship committee.

Section 2 Donor Giving. This unique optional committee seeks philanthropic support by cultivating and building external relationships and collaborations as appropriate and necessary. Takes the lead in developing mailing lists and contact available through private foundations, sponsors and the various Central California businesses.

Section 3 Financial Audit Committee. If, or when assets reach two million dollars (\$2,000,000) the Foundation shall have a Financial Audit Committee. The purpose of the Financial Audit Committee is to annually review the financial operations and activities of the Anthony Brucia Success Awards. Other than as specified at the end of this paragraph, anyone can serve on this Committee. The Coordinator of the Financial Audit Committee shall be selected by a two-thirds majority of the Foundation directors. The other members of the Financial Audit Committee shall be such other persons as are selected by a majority vote of the Foundation.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AGENTS

Section 1 Right of Indemnity. To the fullest extent permitted by law, the foundation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Foundations Code, including persons formerly occupying any such

position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the foundation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in these bylaws, shall have the same meaning as in Section 5238(a) of the California Foundations Code.

Section 2 Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Foundations Code, the Board shall promptly determine under Section 5238(e) of the California Foundations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification.

Section 3 Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by the foundation before final disposition of the proceeding, on receipt by the foundation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the foundation for those expenses.

Section 4 Insurance. The Board shall have the right to authorize and direct the officers of the foundation to cause the foundation to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer’s, director’s employee’s or agent’s status as such.

ARTICLE IX RECORDS AND REPORTS

Section 1 Maintenance of Corporate Records. The Board shall cause the appropriate officers of the foundation to keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of the Board; and
- (c) A record of each director’s name and address.

Section 2 Maintenance and Inspection of Articles and Bylaws. The secretary shall keep at the foundation’s principal office the original or a copy of the articles of Incorporation and bylaws as amended to date.

Section 3 Annual Reports. The Board shall cause an annual report to be sent to directors within 120 days after the end of the foundation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

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

If the income statements and balance sheets referred to in this section have not been audited, they shall be accompanied by the report of any independent accountants engaged by the foundation or the certificate of an authorized officer of the foundation that such financial statements were prepared without audit from the books and records of the foundation.

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

Section 4 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all directors, or as a separate document if no annual report is issued, the Board shall cause to be annually prepared and mailed or delivered to each director a statement of any transaction or indemnification of the following kind within 120 days after the end of the foundation's fiscal year:

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

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the foundation under Section VII of these bylaws, unless that indemnification has already been approved by the directors under Section 5238(e) of the California Foundations Code.

For this purpose, an “interested person” is any director or officer of the foundation, its parent or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the foundation, the nature of their interest in the transaction and, if practicable, the amount of that interest; provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

ARTICLE X GENERAL CORPORATE MATTERS

Section 1 Checks, Drafts, Evidences of Indebtedness. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the foundation shall be signed or endorsed by the chief financial officer and the president, or such other officers of the foundation, and in such manner, as shall be determined by resolution of the Board of Directors.

Section 2 Restricted Sub-Accounts. The Board of Directors may accept funds from organizations or individuals that are to be placed in a restricted sub-account of the Foundation with specific instructions for distribution. The specific instructions of how, when and for what purpose the funds are to be used and distributed shall be agreed upon in writing by the donor and the Foundation Board. These written instructions will be maintained with the Foundation’s books and records. The Board of Directors of the Foundation may, but need not, stipulate that funds placed in a restricted sub-account shall have no less than an initial balance of \$2,000 and shall not have distributions more than once per year from the restricted sub-account.

Section 3 Contracts. The Board of Directors, except as the bylaws otherwise provided, may authorize any officer or officers or agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the foundation. Such authority may be general or confined to one or more specific matters. Unless so authorized or ratified by the Board of directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the foundation by any contract or engagement, or to pledge its credit or to render it liable for any purpose or in any amount.

Section 4 Loans and Borrowing. The Board of Directors shall not cause the foundation to make any loan of money or property to or guarantee the obligation of any director or officer unless approved by the Attorney General. No loan shall be contracted on behalf of the foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 5 Deposits. All funds of the foundation shall be deposited from time to time to the credit of the foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6 Gifts. The Board of Directors may at their discretion accept on behalf of the foundation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the foundation.

Section 7 Conflict of Interest. Any Director who has direct or indirect financial interest in a decision to be made by the Board of Directors shall disclose all material facts to the Board. If, in fact a conflict exists (as determined by the Board) that member shall leave the meeting while the action item is discussed and voted upon. This procedure do not limit a director from excusing him or herself from voluntarily leaving the meeting immediately, if he or she feels that there is a clear conflict of interest. This includes the sessions involved in the reading and scoring of applicants who attend the same school district employing the director or reader.

ARTICLE XI MISCELLANEOUS

Section 1 Fiscal Year. The fiscal year of the foundation shall end on the last day of June in each year unless otherwise determined by resolution of the Board of Directors.

Section 2 Rules. The Board of Directors may adopt, amend, or repeal rules not inconsistent with these bylaws for the management of the internal affairs of the foundation and the governance of its officers, agents, committees, and employees.

Section 3 Corporate Seal. The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the foundation, the date of its founding, and the word "California".

Section 4 Waiver of Notice. Whenever any notices are required to be given under the provisions of the Nonprofit Foundation Act of the state of California, or under the provisions of the articles of foundation, or these bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether dated before or after the time such notices are required to be given, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

ARTICLE XII AMENDMENT TO BYLAWS

Section 1 Amendment to Bylaws. These bylaws may be amended at any regular meeting of the Board of Directors by a majority vote of the Board of Directors; provided, however, that if any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

CERTIFICATE OF SECRETARY

Section 1 Amendment to Bylaws. These bylaws may be amended at any regular meeting of the Board of Directors by a majority vote of the Board of Directors; provided, however, that if any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of the Anthony Brucia Success Awards Foundation, a California nonprofit public benefit foundation.
2. The bylaws to which this certificate is attached, comprising 15 pages, constitute the bylaws of such foundation as duly adopted/revised by the Board of Directors of this foundation at a meeting of such Board on October 26, 2018.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: 10-26-2018 -

Wm. Goetz -Secretary