

**RECORDS AND REPORTS**

**9.1 Maintenance of Corporate Records.** The corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or copy of the articles of incorporation and bylaws, as amended to date. Furthermore, This corporation shall keep adequate and correct books and records of account; and written minutes of the proceedings of its Board of Directors. Minutes shall be kept in written form.

**9.2 Inspection by Directors.** Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

**ARTICLE 10  
AMENDMENTS**

New Bylaws may be adopted or these Bylaws may be amended or repealed by the approval of the Board of Directors.

**SECRETARY'S CERTIFICATION OF ADOPTION OF BYLAWS**

I certify that I am the duly elected and acting Secretary of Goodent, a California Nonprofit Public Benefit Corporation.

The foregoing Bylaws constitute the Bylaws of said corporation as adopted unanimously by the Directors of said corporation on 8/7/19. (date).

IN WITNESS WHEREOF, I have hereunto subscribed my name on 8/7/19. (date).

Agnes Stanley, Secretary

## **GOODENT**

### **A California Nonprofit Public Benefit Corporation**

## **BYLAWS**

### **ARTICLE 1 PURPOSES**

**1.1 General Purpose.** Goodent is chartered as a nonprofit public benefit corporation as set forth by the California Nonprofit Public Benefit Corporation Law (the "CNCL"), exclusively for charitable and public purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

**1.2 Specific Purpose.** The corporation aims to educate and uplift our community and celebrate human potential through reclaiming space and materials to promote art and wonder.

### **ARTICLE 2 OFFICES**

The corporation's principal office shall be fixed and located at such place in the State of California, as the Board of Directors shall determine. The Board is granted full authority to change said principal office from one location to another. The Board of Directors may at any time establish branch or subordinate offices at any place or places for the corporation to conduct its activities.

### **ARTICLE 3 MEMBERSHIP**

The corporation shall have no members with voting privileges. Contributors to the corporation, or others, may from time to time be referred to as "Members", but all legal rights and privileges will be vested in the Directors.

### **ARTICLE 4 BOARD OF DIRECTORS**

**4.1 General Powers.** Subject to the applicable provisions of the CNCL and any limitation in the Articles of Incorporation and in these Bylaws, the corporation's activities and affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of this corporation to any person or persons, management company, or committee however composed, provided that the activities and

affairs of this corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

**4.2 Role.** The Board of Directors shall have general supervision over all business, guide the strategic direction, and be responsible for the financial well-being of the corporation.

**4.3 Number of Directors.** The Board of Directors shall consist of not less than three (3) nor more than nine (9) members. The exact authorized number of directors is not fixed and may change from time to time with a majority vote of the Board of Directors. Subject to the foregoing provisions, the authorized number of directors of this corporation shall be five (5).

**Qualification.** Directors must possess the desire and commitment to further the corporation's purpose.

**4.5 Election.** Directors shall be elected by the sitting Board at a regular annual meeting of the directors or in any other manner authorized by law. In any election of directors, the candidates receiving the highest number of votes are elected. Elections for directors need not be by ballot unless a director demands election by ballot at the meeting and before the voting begins. Each director shall cast one vote for each office or director to be filled.

**4.6 Conflicts of Interest.** Upon acceptance of election as a director, any director who has financial interest which might affect the director's votes on the corporation's business, shall identify the nature of the interest. Any director having a conflict of interest with respect to any item of business to be voted upon shall state the nature of the possible conflict and refrain from voting. Any director, who is uncertain whether a conflict of interest may exist in any matter, may request the Board of Directors to resolve the question by majority vote. The vote of any director failing to declare a conflict may be challenged immediately after the vote is taken and the existence or non-existence of the conflict shall be resolved by a vote of a majority of the directors present other than the challenged and challenging directors.

**4.7 Term.** Directors elected shall hold office for terms of 4 years. Each director, including a director elected to fill a vacancy, shall hold office until their successor is elected, except as otherwise provided by law. There are no term limits.

**4.8 Compensation.** Directors shall serve without expectation of compensation except as approved by the Board. Nothing contained in this section shall be construed to preclude any director from serving this corporation in any other capacity and receiving a reasonable compensation thereof.

**4.9 Removal.** A vacancy or vacancies on the Board of Directors shall exist on the occurrence of the following: (a) the death or resignation of any director or; (b) the majority vote of the Board of Directors to remove any director. Absence from two or more consecutive meetings without good and sufficient reason may be considered grounds for removal as a director.

**4.10 Resignations.** Any director may resign by giving written notice to the President or the Secretary of the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

**4.11 Filling Vacancies.** Any vacancy occurring on the Board of Directors as well as any directorship to be filled by reason of an increase in the number of directors shall be filled by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director. A director elected to fill a vacancy as provided by this Section shall hold office during the unexpired term of their predecessor in office and until their successor is elected.

## **ARTICLE 5 BOARD OF DIRECTORS MEETINGS**

**5.1 Regular Meetings.** The Board of Directors may fix by resolution the time and place, either within or outside California, for the holding of regular meetings, including the regular annual meeting of the Board of Directors, without other notice than such resolution. Notice of any change in the time or place of regular meetings shall be given to all of the directors in the same manner as notice for special meetings of the Board of Directors.

**5.2 Special Meetings.** Special meetings of the Board of Directors for any purpose may be called by the President of the Board of Directors, the Secretary or any two (2) directors.

**5.3 Notice.** Special meetings of the Board of Directors shall be held upon forty-eight (48) hours' notice delivered personally or by telephone, electronic mail, or other electronic means, to each director.

**5.4 Quorum.** A majority of the number of directors authorized by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**5.5 Manner of Acting.** Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a different number is required by law, the Articles of Incorporation or these Bylaws. Members of the Board of Directors may participate in a meeting through the use of conference telephone, electronic video screen communication or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such meeting.

## **ARTICLE 6 COMMITTEES**

**6.1 Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the number of directors then in office, provided a quorum is present, may form one or more committees as it deems appropriate to expedite the work, to undertake detailed study of areas of concern and to make

appropriate recommendations to the Board of Directors. The Board of Directors shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted.

**6.2 Limitations.** The committees shall only act in an advisory capacity to the Board of Directors.

## **ARTICLE 7 OFFICERS**

**7.1 Officers.** The officers of the corporation shall be a President, a Secretary, a Treasurer and such other officers with such titles and duties as shall be determined by the Board of Directors

**7.2 Qualification, Election and Term of Office.** Any person interested in the purposes of this corporation may serve as an officer. The officers of this corporation shall be chosen by the Board of Directors and shall serve at the pleasure of the Board of Directors, until they resign or are removed or are otherwise disqualified to serve, or until their successor shall be elected and qualified, whichever occurs first.

**7.3 Removal.** Any officer may be removed, either with or without cause, by the Board of Directors, at any time without prejudice to any rights of an officer under any contract of employment.

**7.4 Resignation.** Any officer may resign at any time by giving written notice to the Board of Directors or Secretary of the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party if such contract had previously been approved or ratified by the Board of Directors.

**7.5 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board of Directors.

**7.6 President of the Board of Directors.** The President of the Board of Directors shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, they shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

**7.7 Vice President of the Board of Directors.** The Vice President of the Board of Directors shall preside at the meetings of the Board and assume the duties of the President in their absence.

**7.8 Secretary.** The Secretary shall keep or cause to be kept, at the corporation's principal office in California or such other place as the Board of Directors may direct, a corporate records binder containing the original, or a copy of the articles of incorporation and bylaws, as amended to date, and minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular or special, and if special, how authorized, the notice given and the names of those

present at board and committee meetings. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate records in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe. The Secretary, in general, shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to them from time to time by the Board of Directors. The Secretary may assume the duties of the President in their absence.

**7.9 Treasurer.** The treasurer shall be the chief financial officer of this corporation and shall: (a) keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses; (b) send or cause to be given to the Board of Directors such financial statements and reports as are required to be given by law or by these bylaws; (c) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such banks, trust companies, or other depositories as the Board of Directors may designate; (d) shall render to the President and the Board of Directors, whenever they request it, an account of all their transactions as treasurer and of the financial condition of the corporation. The Treasurer shall have all of the powers and perform all of the duties incident to the office of treasurer, and shall have such further powers and shall perform such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or as the Board of Directors may prescribe from time to time. The Treasurer may assume the duties of the President in the absence of the President and Secretary.

## **ARTICLE 8 INDEMNIFICATION**

**8.1 Right to indemnity.** To the fullest extent permitted by law, this corporation shall indemnify each of its present or former directors and officers against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceedings or any threatened proceedings (hereinafter "proceeding" includes any threatened proceeding) arising by reason of the fact that any such person is or was a director or officer of this corporation; provided that the Board of Directors determines that such person was acting in good faith and in a manner they believed to be in the best interest of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of this corporation and certain actions alleging self-dealing or breach of any duty relating to assets held in charitable trust.

**8.2 Insurance.** The corporation shall have the right 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 9**