

BYLAWS
Of
BASIC ASSISTANCE FOR STUDENTS IN THE COMMUNITY
A California nonprofit public benefit Corporation
(as amended April 25, 2023)

ARTICLE 1. NAME

The name of this organization is BASIC ASSISTANCE FOR STUDENTS IN THE COMMUNITY.
aka BASIC

ARTICLE 2. OFFICES OF THE CORPORATION

The Board of Directors may designate the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Section and this Section may be amended to state the new location.

ARTICLE 3. PURPOSES AND LIMITATIONS

PURPOSE: BASIC is committed to empowering children, youth and adults of the Borrego Springs community to pursue educational opportunity and achievement by providing grants, scholarships and programs that will help students reach their potential and realize their dreams.

This Corporation is a nonprofit public benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

The specific purpose of this Corporation is to assist students in meeting their educational and financial needs in the pursuit of additional academic and/or vocational training. It may include funding for programs identified by the Board of Directors for assisting students in preparing for academic and/or vocational training. Persons requesting funding must be or have been residents or are employed in the region defined by the Borrego Springs United School District.

ARTICLE 4. MEMBERS

There shall be one class of voting members of the Corporation, consisting of the individuals who comprise the Board of Directors of this Corporation

ARTICLE 5. DIRECTORS

Section 5.1 Corporate Powers

5.1.1 General Corporate Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the Corporation's activities shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

5.1.2 Specific Powers

Without prejudice to the general powers set forth in Section 5.1.1 of these Bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

- a) appoint and remove, at the pleasure of the Board, all the Corporation's officers, agents and employees; prescribe powers and duties for them that are consistent with the law, with the Articles of Corporation and with these Bylaws; and fix their compensation and require from them the faithful performance of their duties;
- b) borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities;
- c) by majority vote, enter into any contractual agreement.

Section 5.2 Number and Qualifications of Directors

The Board of Directors shall consist of at least (5) but no more than (19) Directors. The "authorized number of Directors" shall be the number elected at the Annual Meeting of the Board of Directors called for election of officers and Board organization.

Section 5.3 Election and Term of Office

Directors shall be elected by at least a majority vote at each Annual Meeting of the Directors to hold office for three years. Directors shall not be prohibited from serving consecutive terms. Directors' terms begin at the next meeting of the Board of Directors.

Section 5.4 Director's Meetings

5.4.1 Place of Meetings

Meetings of the Board of Directors shall be held at any place within California that has been designated by resolution of the Board or in the notice of the meeting, or, if not so designated, at the principal office of the Corporation.

5.4.2 Meetings by Telephone and/or Video Conference

Any meeting may be held by conference telephone and/or Video Conference as long as all Directors participating can hear one another. All such Directors shall be deemed to be present at such a meeting. Only members deemed present may cast votes.

5.4.3 Annual Meeting

Once each year the Board shall hold a regular meeting for purposes of organization, election of officers and transaction of other business. Notice of this meeting to members and officers of the Board of Directors is required.

5.4.4 Other Regular Meetings

Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time.

5.4.5 Meetings by Email

In the event it is necessary to disseminate information or obtain approval of an issue at hand, the consent or non-consent of the issue may be made by email. Approval or disapproval will be had by the majority opinion of email of Directors as certified by the Secretary and/or the President of the Board of Directors.

5.4.6 Special Meetings

a) Authority to call

The president or vice-president or the secretary or two Directors may call special meetings of the Board for any purpose at any time.

b) Manner of giving notice

Notice of time and place of special meetings shall be given to each Director. Notices given by personal delivery, telephone or email shall be delivered to the recipient at least (48) hours before the meeting. The notice shall state the time of the meeting, and the place, if the place is other than the principal office of the Corporation. The purpose of the special meeting shall be stated and business of that meaning will be limited to that purpose.

5.4.7 Quorum

A majority of the number of Directors then in office shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to:

(1) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (2) approval of certain transactions between Corporations having common Directorships, (3) creation of and appointment to committees of the Board and (4) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the quorum for that meeting.

ARTICLE 6. COMMITTEES, TASK FORCES, and ADVISORY COUNCILS

6.1 Appointment of Committees, Task Forces and Advisory Councils

The Board shall establish committees, task forces and advisory councils as needed by resolution adopted by the majority of the Directors then in office, provided a quorum is present.

6.2 Committees of the Board

The Board may create one or more committees, each consisting of one or more Directors as well as other members. Appointments to committees of the Board shall be by the majority vote of the Directors then in office. Minutes shall be taken at each committee meeting and shall be submitted to the Secretary of the Board.

ARTICLE 7. OFFICERS

Section 7.1 Officers of the Corporation

The officers of the Corporation shall be a president, a vice president, a secretary and a Chief Financial Officer (CFO). The Corporation may also have, at the Board's discretion, other such officers as may be appointed in accordance with these Bylaws. Any number of these offices may be held by the same person, except that neither the Secretary nor the CFO may serve concurrently as president.

Section 7.2 Elections of Officers

All Officers of the Corporation shall be elected by and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of any officer under any contract of employment.

Section 7.3 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 that office, provided that these vacancies be filled on an annual basis.

ARTICLE 8. INDEMNIFICATION

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees and other persons described in the California Corporations 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 any action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", shall have the same meaning as in the California Corporation Code.

ARTICLE 9. 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 or agents in such capacity or arising out of the officer's, Director's, employee's or agent's statue as such.

ARTICLE 10. RECORDS AND REPORTS

Section 10.1 Maintenance of Corporate Records

The Corporation shall keep (1) adequate and correct books and records of account, and (2) written minutes of the proceedings of its Board and committees of the Board.

Section 10.2 Maintenance and Inspection of Articles and Bylaws

The Corporation shall keep either at its principal office, or electronically at borregobasic@gmail.com one drive, copies of BASIC's Articles of Corporation and Bylaws.

Section 10.3 Inspection by Directors

Every Director shall have the right at any reasonable time to inspect the Corporation's books, records, and 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.

Section 10.4 Annual Report

10.4.1 Content of Annual Reports

The Board shall cause an Annual Report to be prepared and distributed to Directors within one hundred fifty (150) days after the end of the Corporation's fiscal year. The fiscal year is May 1st thru April 30th. That Report shall contain the following information, in appropriate detail, for the fiscal year:

- a) the assets and liabilities, including any trust funds, of the Corporation as of the end of the fiscal year;
- b) the principal changes in assets and liabilities, including restricted funds;
- c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes;
- d) the expenses or disbursements of the Corporation for both general and restricted purposes; and
- e) action(s) taken to achieve implementation of the Board's strategic plan.

The Annual Report shall be accompanied by a report in it of independent accounts or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

10.4.2 Requirement for Report

The requirement of an Annual Report shall not apply if the Corporation received less than Fifty Thousand Dollars (\$50,000) in gross receipts during the fiscal year: provided, however that the information specified above for the inclusion into an annual report must be furnished to all Directors.

ARTICLE 11. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE 12. AMENDMENTS

Section 12.1 Amendment by Board

The Board by majority vote may adopt, amend or repeal these Bylaws. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors indicate that they are to become effective at a later date. Such actions generally would take place at the Annual Meeting.

AMENDED April 25, 2023 BY MAJORITY VOTE (unanimous) OF THE BOARD OF DIRECTORS AT THE ANNUAL MEETING

Joann C. Stang, Secretary