

**BYLAWS  
OF  
20/20 VISION  
YOUTH ARTICLES  
I- NAME**

**Section 1.**

The name of this corporation is, 20/20 Vision Youth

**ARTICLES II- OFFICES**

**Section 1.**

**Principle Office**

The location of the Principal Office of the Corporation shall be in San Bernardino, California, within the San Bernardino, County.

**Section 2.**

**Change of Address**

The County of Corporations Principle Office can be changed on by amendment of these Bylaws and not otherwise. The Board of Director's may, however, change the Principle Office from one location to another within the named county by noting the changed address and effective date below as an attachment to these Bylaws and such changes of address shall not be deemed an amendment of these Bylaws.

**Section 3.**

**Other Offices**

The corporation may also establish a branch or subordinate offices at any place within or without the State of California, where 20/20 Vision Youth, is qualified to do business, as its, business may require and as the Board of Directors may, from time to time designate.

**ARTICLES III  
CORPORATE SEAL**

**Section 1.** 20/20 Vision Youth shall have no corporate seal at this time. However, all documents will bear the incorporated name, until such time the Board of Directors may adopt, use, and at will, alter, a corporate seal. At that time, a copy of said corporate seal shall be forwarded to the California Secretary of State and Franchise Tax Board. Such seal, if obtained, shall be kept at the principle office of the corporation

**ARTICLES IV  
PURPOSE**

**Section 1** The purpose of our corporation is to engage in wellness programs and services on all facets of Spiritual, Physical, Social, Intellectual, and Financial, which affect adults; to provide supportive information and resources to facilitate the quality of life for those seeking complete wellness. 20/20 Vision Youth shall also promote activities which facilitate healthy community environments.

## ARTICLE V - MEMBERS

**Section 1.** This corporation, 20/20 Vision Youth, is not a membership corporation and has no members other than members of the Board of Directors. Pursuant to Section 5310 (b) of the Nonprofit Public Benefit Corporation Law of the State of California, and any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this Corporation, require approval by a majority of members or approval by members, shall only require the approval of the Board of Directors as the corporate authority.

## ARTICLE VI - BOARD OF DIRECTORS

### **Section 1. Powers**

20/20 Vision Youth is operated solely by a Board of Directors and its Officers. Subject to the provisions of the California Nonprofit Public Benefit Corporation law, the business, activities, and affairs of this corporation, 20/20 Vision Youth shall be conducted, managed, and furthered under the direction of the Board of Directors. All lawful corporate powers shall be vested in, exercised by, or under the direction and authority of, the Board of Directors, also known as the corporate board.

### **Section 2. Duties of the Board**

- a) The Board of Directors shall establish the policies of the corporation. The business property and affairs of the Corporation shall be managed and controlled by a Board of Directors, which shall have the power to initiate and approve plans and programs for the welfare of the auspices of 20/20 Vision Youth corporation. The Board of Directors shall perform any and all duties imposed on them collectively or individually by the Articles of Incorporation of this corporation, or by these Bylaws.
- b) The Board of Directors shall be responsible for the operation of the activities of the corporation and its programs and to raise and disburse any funds needed to operate said programs and activities; prepare and adopt the annual budget for the Corporation; develop and maintain support from individuals and the community for the operation of activities and programs.
- c) The Board of Directors shall have custody and management of the land, buildings, equipment, securities and all other properties of the Corporation; invest and reinvest funds of the corporation; sell, buy and exchange any properties and securities of the corporation, and shall have power to borrow money and incur indebtedness for the purposes of the corporation.
- d) The Board of Directors shall appoint and remove, employ and discharge and except and otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation. The Board of Directors shall supervise all officers, agents and employees of the corporation to assure that their duties are performed properly. The Board of Directors may enter into contracts, delegate the power to appoint, other employees of the Corporation; fix the Compensation of other employees of the Corporation; and operate the day-to-day operations of the corporation.
- e) The Board of Directors shall meet at such times and places as required by these Bylaws to conduct the business of the corporation, 20/20 Vision Youth Inc and shall register their addresses with the Secretary of the corporation and notices of meetings mailed to them at such addresses shall be valid notices thereof.
- f) The Board of Directors shall perform all other duties as required by these Bylaws and shall have such other powers as may be necessary to conduct the business and carry out the purpose of the Corporation as set out in the Articles of Incorporation, these Bylaws, and as approved by the Board of Directors.

### **Section 3. Board of Qualification**

Any adult of good character who agrees to the purpose and objectives of Community In Unity For Better Living And Wellness Outreach Corporation, regardless of nationality religion or political belief, may be elected as a member of the Board of Directors of 20/20 Vision Youth.

#### **Section 4. Number of Members**

The number of members of the Board of directors of this Corporation, shall be an uneven number, no less than Five (5), and total no more than Fifteen (15), including the officers of the Corporation who shall be members of the Board, unless or until changed by amendment to this article of the Bylaws.

#### **Section 5. Voting Rights**

Members of the Board of directors may vote. Board members must have regular attendance and good standing to do so. Each position on the board carries one (1) vote.

#### **Section 6. Conflict of Interest**

Any Conflict of Interest on the part of any Board Members shall be disclosed to the other members and made a matter of record. Conflicts of Interest of members shall be determined under the applicable California Law. Any member having been determined to have a Conflict of Interest shall not vote or use his/her influence on the matter in question and shall not be counted in determining a quorum for the particular issue.

#### **Section 7. Installation and Term of Members**

The corporate Board of Directors of 20/20 Vision Youth shall be in place at the annual meeting of the Board of Directors, or as soon thereafter, as may be possible. Board membership shall be for a term of three (3) years, with exceptions as outlined in this article. At the initial meeting of the board members of the Corporation, one-third of the members of the Board of Directors shall be elected for one year, one-third for two (2) years and one-third for three (3) years, from among the members of the Corporation. At each quarterly meeting thereafter one-third the numbers of the members cannot be equally divided into thirds, provisions shall be made by the board to ensue an approximation of divided terms to ensure continuity and stability of the corporate board.

#### **Section 8. Nominations and Elections**

a) At the initial meeting of the Board and corporation, and at any quarterly meeting thereafter, the standing members may elect additional members by a two-thirds vote of the standing members present and voting. Any member of the Board may, at any quarterly meeting, nominate candidates for membership to the corporation's Board of Directors.

b) At each quarterly meeting of the members of the Board, the members shall elect, or authorize the appointment by the President, a nominating committee of at least three (3) members, whose duty shall be to present, at the next quarterly meeting of the members of the Board, nominations for membership on the Board of Directors. After the appointment of a nomination committee by the President is authorized, the appointment that be made at least ninety calendar (90) days before the date of the next quarterly meeting. The nominating committee shall furnish the Secretary the names days prior to any quarterly meeting where elections may be held.

#### **Section 9 Vacancies**

Vacancies on the Board of Directors shall exist upon the death, resignation or removal of any director, and whenever the number of authorized directors is increased. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgement of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

The Board of Directors shall have power to fill vacancies of its own membership such new members shall hold office until the next annual meeting of the members of the Corporation. At least thirty calendar (30) days before the date of the third quarterly (October) meeting, the Secretary shall furnish the nominating committee with the names of the Board whose terms will expire at such annual (January) meeting. The candidate or candidates receiving the highest number of votes by written ballot shall be elected to fill any vacant position or positions on the Board of Directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directions or until his or her death, resignation or removal form office. After serving their elected terms, directors who wish to continue service may do so only after a recommendation by the Chairperson and approval by the Board of Directors.

**Section 10. Removal of Members**

Any member may be removed from the Board on recommendation of the Board of Directors by a two-thirds vote of the members present. The recommendation and vote may be presented at any regularly scheduled, special or quarterly meeting. A member may be removed for non-attendance at meetings or removal without cause. Missing three (3) consecutive meetings is cause for automatic removal of membership. The final decision is at the discretion of the Chairperson of the Board.

**Section 11. Resignation of Members**

Any director may resign at any time by giving written notice to the Board of Directors, the President, Chairman or Secretary of the corporation, 20/20 Vision Youth. Any such resignation shall take effect on 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.

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 Attorney General. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the Employment may be either for cause, or due to expiration or termination of any duly approved contractual agreement.

As such removal from the Board of Directors may and should be handled as a separate matter from employment, should such an instance occur. Removal from employment may be either for cause, or due to expiration or termination of any duly approved contractual agreement.

## ARTICLE VII - OFFICERS

**Section 1.** The Officers of the corporation shall be a Chairperson, one or more Vice-Chairperson, Treasurer and Secretary. All officers shall be elected annually. These positions shall be elected by the Board of Directors during the last quarter meeting (October) each year, and began service as an officer starting on (January) of the following year. Officers may serve consecutive terms if elected, as long as their terms as members of the Board are still in effect, or are renewed by election.

**Section 2.** The Board of Directors shall have power at any time, to fill vacancies among the officers, and officers to fill such vacancies shall serve until the next annual meeting of the Board of Directors or until their successors are elected.

**Section 3. Duties of the Chairperson**

The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson shall appoint the members of all committees, unless otherwise appointed under these Bylaws, and shall be an ex-officio member of all such committees.

The Chairperson shall sign such documents as may be required by the office or as may be directed by the Board of Directors; shall make such reports and recommendations to the Board of Directors and to the members of the corporation as in their judgment may be necessary for the Board's information and guidance.

The Chairperson may require such reports from the Treasurer, Secretary and President/CEO as are necessary, and shall perform such other duties as may be incidental to the office. The Chair shall also meet as necessary with the President/CEO to review the progress of the organization and its policies.

**Section 4. Duties of the Vice-Chairperson**

The Vice-Chairperson, in the order named by the Board of Directors, shall perform all the duties of the Chairperson in case of his/her absent, resignation, inability, or refusal to act; and when so acting, shall have all the powers of, and be subject to all the restrictions on the Chairperson.

The Vice Chairperson 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. The Vice-Chairperson may also be designated by the Chairperson to assist him or her in carrying out his or her duties, including serving as the Chairperson's representative as directed.

**Section 5. Duties of the Secretary**

The Secretary shall keep, or cause to be kept, the minutes of the meetings of the Board of Directors of 20/20 Vision Youth. These minutes shall be available to all members and to appropriate agencies at all reasonable times. Subject to such power, if any, as may be given by the Board to the President/CEO, the Secretary, as Chief Administrative Officer (CAO) of the corporation has, subject to the control of the Board, responsibility for general supervision, direction, and control of the business and Officers of the corporation. The Secretary shall:

Certify and keep at the principal office of the corporation, 20/20 Vision Youth the original, or a copy of these Bylaws as amended otherwise altered to date; Keep at the principal office of the corporation or at such other places the board may determine, a book of minutes of all meetings of the directors, and if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; Be custodian of the records and of the seal of the corporation, if any, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

Exhibit at all reasonable times, to any director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation. In general, 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 him or her from time to time by the Board of Directors.

The Secretary is responsible of issuing, in writing, all notices of meeting of members of the corporation and Board of Directors; notify individuals elected to office of the members of the corporation and of the Board of Directors; keep an accurate record of attendance of members; notify the nominating committee of persons dropped for membership in the corporation for non-attendance or other cause; and furnish the nominating committee with a list of offices and members of the Board of Directors, whose terms shall expire at the quarterly meetings.

The Secretary shall mail (physically and/or electronically) such other notices as may be directed by the Board of Directors, shall be custodian of all records of the corporation, except such documents as may be required by the office or as directed by the Board of Directors, and shall perform such other duties as may be incidental to the office.

The Secretary shall also be responsible, along with the chairperson and Treasurer, to ensure any required government filings are timely completed and submitted.

The Board may at any time, amend its Bylaws to separate the duties of the Secretary and allow for both a Business Secretary and a Recording Secretary (or Assistant Secretary) if the work of the corporation requires such for effective operation; or without amendment secure the services of a clerk to take minutes under the supervision of the Secretary of the Board.

**Section 6.** Duties of the Treasurer

The Treasurer shall act as the Chief Financial Officer (CFO) of the corporation 20/20 Vision Youth. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books of the accounts and financial transactions of the corporation, and of its programs. The books of account shall at all times be open to inspection, and shall be available for inspection by any member of the corporate board.

The Treasurer shall deposit, or cause to be deposited, all monies received by the corporation and its program(s) in the name and to the credit of the corporation with depositories as may be designated by the Board of Directors. The Treasurer shall disburse, or cause to be disbursed, the funds of the corporation as ordered by the Board of Directors, while consistent with law and regulations pertaining to the administration of special programs, and shall render to the President and to the Board of Directors, upon request, an account of transactions either verbally or in writing.

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Fund," the Treasurer shall:

- a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, 20/20VY and deposit, or cause to be deposited, 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.
- b) 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.
- c) Keep and maintain adequate and correct accounts of the corporation's properties and business transaction, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- d) Exhibit all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney upon request thereof.
- e) 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.
- f) 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.

The Treasurer shall oversee the use of all funds received by the corporation and have custody thereof. The Treasurer shall deposit the funds of the corporation in one or more banks, credit unions or other financial institutions selected by the Board of Directors, to be disbursed in accordance with the directions of, and upon the signatures of persons designated by the Board of Directors. They shall keep a full account of all funds received and disbursed and shall make such reports thereof to the Chairperson and Board of Directors as they may require.

The Treasurer shall oversee the receipt, and have custody of all deeds, securities, notes, contracts, and other financial papers of the corporation and, when necessary and directed, ensure all such documents are placed in the safe deposit vaults of a bank designated by the Board of Directors and under such rules as to access as such Board of Directors shall determine.

The Treasurer shall keep full account of all deeds, securities, notes, contracts, and other financial papers of the corporation and shall make such reports thereof to the Chairperson and Board of Directors as they may require;

The Treasurer shall cause the books of account of the corporation to be audited at least once annually by a Certified Public Accountant approved by the Board of Directors, and shall cause to be prepared, and shall present at each annual meeting of the members of the corporation, a comprehensive financial statement including the report of the accountant, shall sign such documents as may be required by the office.

Section 7. The officers shall perform such other duties and functions as may from time to time be required by the Board, its Bylaws, or other rules and regulations, or which are incidental to the office held by such officers.

#### ARTICLE VIII - PRESIDENT/CHIEF EXECUTIVE OFFICE

Section 1. The Board of Directors shall appoint a President/Chief Executive Officer (President/CEO) of the corporation, negotiate and approve their compensation, prescribe the duties, and the terms of employment.

Section 2. The President/CEO shall manage the Corporation's daily operation; administer the work and employees of the corporation, subject to, and in accordance with, the directions of the Board of Directors; shall prepare operating budgets for the approval of the Board of Directors; and shall be authorized to incur expenses in accordance with the approved budget, or as directed by the Board of Directors.

Section 3. The President/CEO shall attend all meetings of the Board of Directors unless otherwise directed by the Board of Directors. If a member of the Board of Directors, the President/CEO shall have a vote on any manner not involving self-interest. If not a board member, the President/CEO shall be an ex-officio member of the Board. The President/CEO shall also be an ex-officio member of all committees.

Section 4. The President/CEO shall, from time to time, prepare reports of the operations and affairs of 20/20 Vision Youth, Corporation to the Chairperson, Board of Directors and to the members of the corporation at their annual and special meetings.

Section 5. Upon the death or resignation of the President/CEO, the Board of Directors shall appoint a President/CEO from an approved list. All financial records, treasurer records, secretary records shall immediately be turned over to the new President/CEO for examination and storage, if necessary.

#### ARTICLE IX COMPENSATION

Section 1. Compensation for Members of the Board of Directors  
Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Board of Director's meetings, or as allowed for any conferences or training as approved by the Board of Directors. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Article VII of these Bylaws.

Directors may not be compensated for rendering services in the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under these Bylaws, as duly noted in Section 2 of the Article.

Section 2.  
No member of the board of Directors shall be compensated, other than for out-of-pocket expenses, for services rendered as a member of the Board of Directors, unless said member is a bona-fide employee or approved contractor of the corporation, 20/20 Vision Youth.

Such salaries for any director or officer, if any, also serving as an employee or approved contractor, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary or fees by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid to a director for serving as an employee or approved contractor is reasonable for the services provided. This shall apply for any board member that may also be selected or appointed to serve as the President/CEO or any other staff or contracted position.

In all cases any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation. All employment decisions and compensation to directors serving as employees shall not be voted on by the interested director, or any "interested party" serving as a director, as outlined in Article X. Restrictions Regarding Interested Directors.

## ARTICLE X RESTRICTIONS REGARDING INTERESTED DIRECTORS

### Section 1. Interested Persons

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

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

### Section 2. Conflict of Interest and Self Interest

Notwithstanding any other provision of the Bylaws, no member of the board may vote for any type of financial consideration, contract, or other benefit in which a relative may have an interest or benefit from. Nor may a member of the board vote on any action involving a relative that may also be on the board of directors.

A board member shall abstain from voting on any matter before the board of directors regarding the interest or enrichment of an "interested party" in that board member, or any matter regarding the interest or enrichment of herself or himself.

## ARTICLE XI - MEETINGS

### Section 1. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors.

In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation, or hereinafter provided for special meetings of the board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another.

The directors present at a called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

**Section 8.                    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 or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those contacts or transactions in which a director as a material financial interest (Section 5233) and indemnification of directors (Section 5258) require a greater percentage or different voting rules for approval of a matter by the board.

**Section 9.                    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 Chairperson 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 meeting 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 Robert's Rules of Order; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

**Section 10.                    Action by unanimous Written Consent Without Meeting**

Any action required or permitted to be taken by the Board of Directors of the corporation 20/20 Vision Youth, under any provision of law may be taken without a meeting if all members of the board shall, individually or collectively consent in writing to such action.

For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law, or as outlined in Article I, Restriction Regarding Interested Directors.

Such written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which related to action so taken, shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

**Section 11                    Absences**

Any member of the board may be dropped if absent from three (3) consecutive board meetings; Membership may be terminated for other cause, if voted upon by a quorum of the existing Board, as outlined in Article VI - Section 9

**ARTICLE XII  
INDEMNIFICATION BY CORPORATION OF DIRECTORS,  
OFFICERS, EMPLOYEES AND OTHER AGENTS**

**Section 1.           Liability and Indemnification**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation 20/20 Vision Youth. To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim issue or matter, therein, such person shall be indemnified against expenses actually and reasonable incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, in accordance with the requirements of Section 5230 of the California Nonprofit Public Benefit Corporation Law.

**Section 2.           Insurance for Corporate Agents**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation Board of Directors (including a director, officer, employee or other agent of the corporation against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) 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 provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE XIII - ADVISORY BOARDS AND COMMITTEES**

**Section 1.**           The Board of Directors is empowered to establish an advisory board and committees and to appoint individuals to work on those boards and committees when deemed necessary.

**Section 2           Advisory Board**

a) 20/20VY Corporation may institute an Advisory Board to assist with identifying resources needed to support programs and services of the Corporation, and proffer advice and assistance as that expertise allows resources, member recommendations and other activities as needed.

b) Advisory Board Membership may consist of corporate and business members, parents, and other interested parties committed to the mission and success of 20/20 Vision Youth. Advisory Board members do not have voting authority on 20/20 Vision Youth, Corporate decision, or activities.

c) One member of the advisory committee shall be from the Board of Directors, to act as a liaison between the Board of Directors, to act as a liaison between the Board of Directors and the advisory committees.

d) Advisory board members may also be reviewed for possible nomination to the Board of Directors as vacancies occur.

**Section 3.           Executive Committee**

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- a) The approval of any action which under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- b) The filling of vacancies on the board or on any committee which has the authority of the board.
- c) The fixing of compensation of directors for serving on the board or on any committee.
- d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repeal able.
- f) The appointment of committees of the board or the members thereof.
- g) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233 {d} {3} of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) committee members, and fill vacancies therein from the members of the board. The 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.

**Section 4. Other Committees**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may also consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board, and shall be clearly titled as "advisory" committees.

**Section 5. Meeting and Action of Committees**

Meetings and action of committees shall be governed by notice, 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 meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The 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.

**ARTICLE XIV- FINANCE AND SIGNATORIES**

**Section 1.** The budget of 20/20 Vision Youth shall be financed from fundraisers, goodwill donations, grants, individuals, and corporations and in any other lawful and approved manner for public benefit corporations that the Board of Directors deem necessary for raising revenues for carrying on the business and affairs of the corporation.

Bank accounts shall be opened in the name of 20/20 Vision Youth. All accounts shall have one (1) or more signers. All checks will have the heading of 20/20 Vision Youth.

**ARTICLE XV  
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**Section 1. Execution of Instruments**

The Board of Directors of 20/20 Vision Youth Corporation except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter in any contract, 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.

**Section 2. Checks and Notes**

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/CEO of the Corporation, or the Chairperson.

For purposes of business convenience, the Board may designate an additional signatory on the corporate account, and such signatory shall be a member of the corporate board, and notice shall be given to the Board when such signatory is used in the absence of either the Treasurer or President/CEO.

**Section 3. Deposits**

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

**Section 4. Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

**Section 5. Disbursements**

All disbursements in excess of two thousand (\$2,000) dollars shall require affirmative vote by a quorum of the Board of Directors, unless such disbursement is understood and accepted by the Board as a regular and necessary expense attached to a corporate program, or an approved monthly salary or wages.

**Section 6. Funds of Private Participants**

The corporation shall not assume responsibility for the funds of any private participants of any of the corporation programs.

**ARTICLE XVI  
ENDORSEMENT OF DOCUMENTS AND CONTRACTS**

Subject to the provisions of applicable law, a note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof, executed or entered into between the corporation and any other person, when signed by the Chairperson, President/CEO, and the Treasurer, shall be valid and binding on the corporation. Any such instruments may not be signed by any other person or persons unless expressly of the listed signatories. Unless so authorized by the Board, 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 for any purpose or amount.

## ARTICLES XVI I CORPORATE RECORDS AND REPORTS

### Section 1. Maintenance of Corporate Records

The Corporation 20/20 Vision Youth shall keep it at its principal office in the State of California.

- a. Minutes of all meetings of directors, 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.
- b. 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.
- c. A record of its Board of Directors, indicating their names and addresses.

### Section 2. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time requested in writing to inspect and review a copy of all books, records and documents of every kind and to inspect the physical properties of the corporation only upon written request explaining the reason only.

### Section 3. Rights to Copy and Make Extracts

Any inspection under the provisions of the Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

### Section 4. Annual Reports

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation in writing, which report shall contain the following information in appropriate detail:

- a) The assets and liabilities, including the trust funds, of the corporate as of the end of the fiscal year;
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c) The *revenue* or receipts of the corporation, both unrestricted and restricted to particular purposes, during the fiscal year;
- d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- e) Any information required by Section 5 of this Article.

The Annual report shall be accompanied by any report therein of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation receives Twenty-five thousand (\$25,000) dollars, or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members of the Board of Directors in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

**Section 5. Annual Statement of Specific Transactions**

This corporation 20/20 Vision Youth shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

a) Any transaction in which the corporation, or its parent or subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

1. Any Director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

2. Any holder of more than ten percent (10%) of the voting power of the corporation, or its parent or its subsidiary if existent.

This above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Twenty-five thousand (\$25,000) dollars or which was one of a number of transactions with the same person involving, in the aggregate, more than twenty-five thousand (\$25,000) dollars.

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than Five thousand (\$5,000) dollars paid during the previous fiscal year to any director or officer, approved by the members of the Board of Directors pursuant to Section 5238 (e) (2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by the Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, 20/20 Vision Youth, the nature of such person's interest in the transaction, and where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

**ARTICLE XVIII - FISCAL YEAR**

The fiscal year of the corporation shall be the calendar year, from January 1 through December 31.

**ARTICLE XIX - AMENDMENT OF BYLAWS**

**Section 1. Amendments**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a majority vote of the members of the corporation present and voting at any meeting of the corporation or by a majority vote of the members of the entire Board of Directors at any regular or special meeting, provided notice of the proposed change is given to each member of the corporation or Board at least ten (10) days before the date of the meeting at which the proposed amendment is to be acted upon.

New Bylaws may also be adopted, amended or repealed, or these bylaws may be amended or repealed by the written consent of a quorum with the purpose of amending the articles of the bylaws

**Section 2. Certain Amendments**

Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and address of its initial agent, except to correct an error in such statement by the domestic Nonprofit Corporation, 20/20 Vision Youth, pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE XX**  
**PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No director, officer, employee, or other person connected with this Corporation TEG, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors.

No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation, and not otherwise.

**ARTICLE XXI**  
**DISSOLUTION OF ASSETS**

The properties assets of this corporation, and of all of its current and future programs, are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation or of any of its programs, upon dissolution or otherwise, shall insure to benefit any private person or individual, or dissolution, all properties, and assets and obligations shall be distributed and paid over to an organization or agency similarly dedicated to charitable purpose.

**ARTICLE XXII - EFFECTIVE AND SEVERABILITY**

Section 1. These Bylaws shall become effective upon initial adoption of a majority vote of the Board and shall remain in effect until dissolution of the Board or Corporation. A quorum constitutes fifty {50%} percent plus one of members.

Section 2. If any part or provision of these Bylaws is in conflict or inconsistent with applicable provisions of federal or state statues, or is otherwise held to be invalid or unenforceable by any court of competent jurisdiction, such part or provision shall be suspended or amended by such applicable law or regulations, and the remainder of these Bylaws shall not be affected thereby.

**WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

We, the undersigned, are all the persons named as the initial directors in the formation of 20/20 Vision Youth, a California Nonprofit Corporation, and pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of twenty-two (22) Articles and Eighteen (18) pages, as the Bylaws of this Corporation.

Dated on this 15<sup>th</sup> day of April, 2018



**Cory Hollamon, Board Member**



**Charles Burgess, Board Member**



**Fred Addison, Board Member**

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**CERTIFICATE OF SECRETARY**

**I, the undersigned, Nwabueze Anyanwu, do hereby certify:**

- 1. That I am the Secretary of 20/20 Vision Youth and a California Public Benefit Corporation; and,**
- 2. That the foregoing Bylaws, consisting of twenty-two (22) Articles and eighteen (18) pages constitute a true and correct copy of the Bylaws of the Corporation, as duly approved by unanimous vote of the directors of this corporation, on the date set forth below.**

**Date** April 15th, 2018

**IN WITNESS WHEREOF, I have hereunto subscribed my name.**



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