BYLAWS OF COMMUNITY BRIGADE

A California Nonprofit Public Benefit Corporation

ARTICLE I. OFFICES

Section 1. Principal Office. The principal office of the corporation for the transaction of the business of the corporation shall be fixed and located at such place within or without the State of California as the Board of Directors (herein called the “Board”) shall determine. The Board is granted full power and authority to change such a principal office from one location to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II. DIRECTORS & OFFICERS

Section 1. Powers. Subject to the limitations of the Articles of Incorporation and of the California Nonprofit Public Benefit Corporation Law, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

The Board may select senior officers as follows:

1. Chairman
2. Vice-Chairman
3. Treasurer
4. Secretary

The Board shall have the authority to select and remove the officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these Bylaws, supervise them, fix their compensation, and require from them security for faithful service. Such employee or contractor compensation may be increased or decreased at the pleasure of the board.

The Board shall make such rules and regulations for the conduct of the affairs and activities of the corporation as the Board may deem advisable and as are not inconsistent with law, the Articles of Incorporation or these Bylaws.

The Board shall have the authority to borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation.

Section 2. Number of Directors. The authorized number of directors shall consist of not less than three (3) nor more than eleven (11) directors, with the exact number of directors to be fixed within the limits specified herein by resolution of the Board as enacted from time to time. No reduction of the authorized number of directors shall have the effect of shortening the term of any incumbent director.

Section 3. Election. Directors shall be elected at a regular meeting of the Board, but if any such regular meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of the Board held for that purpose.

Section 4. Term of Office. Each director shall hold office for a term of three (3) years and until a successor has been elected and qualified. Directors may succeed themselves in office. The term of office shall end on the last day of the month of July. The first terms shall run staggered in the manner determined by the Board in order to avoid turning over the entire board at the same time.

Section 5. Removal. Any director may be removed with cause by the affirmative vote of two-thirds of the directors present at a meeting duly held at which a quorum is present.

Section 6. Resignation. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the Chair of the Board, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

Section 7. Vacancies. Vacancies in the Board shall be filled by the affirmative vote of a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so elected shall hold office until the expiration of the term of his or her predecessor and until his or her successor has been elected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors is increased. The Board 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 found by a final order of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

Section 8. Interested Directors. Not more than forty-nine (49) percent of the persons serving on the Board at any time may be interested persons. An “interested person” is (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law of any such person. Notwithstanding the foregoing, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 9. Place of Meeting. Regular or special meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 10. Regular Meeting. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 11. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman, the Secretary, or any two (2) directors.

Notice of the time and place of special meetings of the Board shall be given or delivered personally to each director at least twenty-four (24) hours before the meeting, delivered electronically or by phone. Notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by electronic means by the person giving the notice to the recipient, as the case may be. Oral narrative shall be deemed to have been given at the time it is communicated to the recipient or to such person at the office of the recipient who the person is giving the notice has reason to believe will promptly communicate it to the recipient.

Section 12. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent of holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 13. Quorum. Majority of the board, and not less than two (2), of the authorized Board of Directors then in office constitutes a quorum of the general Board for the transaction of business, except to adjourn as provided in Section 15 of this Article. All matters shall be decided by the vote of a majority of directors present at a meeting duly held at which a quorum is present, and every such act or decision shall be the act of the Board, unless a greater number is required by the California Nonprofit Public Benefit Corporation Law (including, but not limited to, those provisions relating to approval of transactions with interested directors, fixing of compensation for directors, creation of or appointments of committees and indemnification of directors and other agents), or by the Articles of Incorporation or these Bylaws, except that a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 14. Participation in Meetings Electronically. Members of the Board may participate in any meeting through the use of video or telephone conference equipment.

Section 15. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except that if the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the reconvened meeting to the directors who were not present at the time of the adjournment.

Section 16. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 17. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy any and all books, records, and documents of every kind of the corporation, and to inspect the physical properties of the corporation.

Section 18. Committees. The Board may designate and appoint one or more committees, each consisting of two (2) or more directors, and delegate to such committees any of the authority of the Board except with respect to:

(a) The filling of vacancies on the Board or in any committee;

(b) The fixing of compensation / payments for contracted services in support of the foundation. The compensation committee will also review any payment made to directors serving on the board or any committee if appropriate;

(c) The amendment or repeal of bylaws or the adoption of new bylaws;

(d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(e) The appointment of committees of the Board or the members thereof;

(f) The approval of any self-dealing transaction, as defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as provided in Section 5233 (d)(3) of such law;

(g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

Any such committee must be established and the members thereof appointed, by resolution adopted by a majority of the number of directors then in office. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meeting and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 19: Audit Committee. The Board shall establish and maintain an Audit Committee as a standing committee of the corporation in accordance with California Corporations Code §12586(e)(2). The Audit Committee shall consist of at least three (3) directors, a majority of whom shall not also serve as members of the Finance Committee, if any, and none of whom shall be staff or employees of the corporation.

The Audit Committee shall be responsible for recommending to the Board the retention and termination of any independent auditor if required, conferring with the auditor to satisfy the committee members that the financial affairs of the corporation are in order, reviewing and determining whether to accept the audit, and approving the performance of any non-audit services by the auditing firm. The Audit Committee shall also review the corporation's internal controls and financial reporting processes. Members of the Audit Committee shall not receive compensation for services provided to the corporation other than in their capacity as directors, and no member may have a material financial interest in any entity doing business with the corporation. Additionally, the audit committee shall be responsible for reviewing conflict of interest disclosures, making determinations, and reporting findings to the full Board. The Audit Committee shall exclude any individual with a conflict in the matter under review.

Section 20. Compensation. Members of the Board shall service without compensation for their services as directors. Directors may, however, be reimbursed for reasonable expenses incurred in the course of performing their duties, subject to approval by the Board. The Board may authorize compensation for directors who perform services in a capacity other than as directors (e.g contracted services), provided such compensation is approved by the disinterested Board members in advance, is reasonable and based on comparability data, and complied with the corporation's Conflict of Interest Policy and applicable laws. Any compensation of a director for these additional services requires approval by a majority of the disinterested directors, documented in the minutes of the meeting at which action is taken. No director shall vote on their own compensation. Compensation arrangements that result in private inurement or excess benefit transitions, as defined by the Internal Revenue Code, are strictly prohibited.

Section 21. Conflicts of Interest. The Board shall adopt and maintain a written Conflict of Interest Policy that complies with applicable federal and state laws governing nonprofit organizations. Each director and officer shall annually disclose any actual or potential conflicts of interest in accordance with the adopted policy. The Board is responsible for reviewing, updating and enforcing the Conflict of Interest Policy to ensure integrity and the protection of the Community Brigade's interests. No Director with a material conflict of interest may participate in deliberations or votes on matters in which such conflict exists, except as permitted under law.

ARTICLE III. OFFICERS

Section 1. Required Officers. The officers of the corporation shall be:

1. Chairman
2. Treasurer
3. Secretary

Each officer shall be chosen by and hold office at the pleasure of the Board. Any number of offices required or permitted by this Article may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board.

Section 2. Permitted Officers. The Board may choose a Vice-chair of the Board, one or more Directors-at-Large, one or more Assistant Secretaries, one or more Assistant Treasurers Officers, and such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board at its pleasure may from time to time determine.

Section 3. Election of Officers. The officers shall be elected every three years by the Board at a regular or special meeting of the Board, and may succeed themselves in offices. Each person elected as an officer shall continue in office until the next election of officers or until his successor shall have been duly elected and qualified or until his earlier death, resignation, or removal in accordance with these Bylaws. Vacancies of officers caused by death, resignation, removal or increase in the number of officers may be filled by the Board at a regular or special meeting.

The Director of the Community Brigade may serve on the board as an Ex-Officio Non-Voting member. The Director is a contracted representative or employee to manage the daily operational needs of the foundation.The Director will not be subject to re-election and will be appointed by vote of the Board.

Section 4. Removal of Officers. Any officer may be removed at any time with cause and with notice by the affirmative vote of the Board.

Section 5. Chairman of the Board. The Chair of the Board of the corporation shall have general supervision, direction, and control over the affairs and property of the corporation and over its several officers, and shall have such other powers and perform such other duties as may be delegated by the Board from time to time. The Chair of the Board shall preside at all meetings of the Board. If the corporation has no Chair or Vice-Chair of the Board, then the Secretary or Treasurer shall preside at all meetings of the Board until such point where a Chair or Vice-Chair is appointed.

Section 6. Community Brigade Director. Subject to the control of the Board, the Director of the Community Brigade shall manage and direct all operations, programs, and fundraising activities of the corporation. The Director shall work with the board to develop and implement the corporation's policies and long-term goals. In addition, the Director shall maintain the corporation's records, files, documents, and archives. The Director shall have such other powers and perform such other duties as may be delegated by the Board.

Section 7. Secretary. The Secretary shall be the custodian of the seal of the corporation and of the books and records and files thereof, and shall affix the seal of the corporation to all papers and instruments requiring the same. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a minute book of all meetings of the Board and its committees. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Articles of Incorporation and Bylaws of the corporation, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committee thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Board. Any Assistant Secretary appointed by the Board to hold office at the pleasure of the Board, may have the same powers as the Secretary.

Section 8. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the directors of the corporation such financial statements and reports as are by law or these Bylaws required to be sent to them. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation and such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the Board officers, whenever requested, an account of all transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be delegated by the Board.

Section 9. Term of Office. The term of office for the officers of the Corporation shall be three years.

Section 10. Authorized Signers. The Board of Directors shall approve or maintain a current list of authorized signers for the organization financial accounts, contracts and other binding documents. Authorized signers must be officers or other individuals specifically designed by the Board. The Secretary shall keep the official list of authorized signers as part of the corporate records. The Secretary shall ensure the list is updated whenever there is a change in officers, staff or Board resolutions that affect signing authority. The Board may require that certain instruments including checks, withdrawals or contracts above a certain threshold set by the Board, bear the signatures of two authorized signers. No authorized signer may approve or sign a transaction in which they have a conflict of interest as defined by the corporation Conflict of Interest Policy. The Board shall review and confirm the list of authorized signers at least annually and upon any change in the officers of the corporation.

ARTICLE IV. INDEMNIFICATION

The Corporation shall have the power to indemnify directors, officers, employees and agents to the extent permitted by Section 5238 of the California Nonprofit Public Benefit Corporation Law and Chapter 42 of the United States Internal Revenue Code of 1986 (if applicable), as amended or superseded.

ARTICLE V. OTHER PROVISIONS

Section 1. Inspection of Articles and Bylaws. The Corporation shall keep in its principal office in the State of California the original copy of its Articles of Incorporation and of these Bylaws, as amended to date, which shall be open to inspection by the directors and such other persons as required by law, at all reasonable times during office hours.

Section 2. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any 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 Chairman of the Board, the Community Brigade Director, the Treasurer, or the Secretary of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, but unless so authorized by the Board, no such person or persons shall have any power or authority to bind the corporation by any contract or engagement to pledge its credit or to render it liable for any purpose or amount.

Section 3. Representation of Shares of Other Corporations. The Community Brigade Director or any other officer or officers authorized by the Board are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer or by any person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 4. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in Part 1 of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation law shall govern the construction of these Bylaws.

Section 5. Amendments. These Bylaws may be amended or repealed by the affirmative vote of a majority of the number of directors then in office.

ARTICLE VI. CORPORATE SEAL

The corporate seal shall be circular in form, and shall have inscribed thereon the name of the corporation, the date of incorporation and the word “California”.

THIS IS TO CERTIFY: That the foregoing Bylaws were duly adopted as the Bylaws of such Corporation by the Incorporator thereof on the 3rd day of October, 2025.

Dana Phillips, Secretary

Bylaws as written: October 1, 2025