

Amended Bylaws

of

California Creativity Association

California Public Benefit Corporation

Adopted on: August 1, 2020

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Amended Bylaws
of
CALIFORNIA CREATIVITY ASSOCIATION
A California Public Benefit Corporation

Article 1. Offices

Section 1. Principal Office

The principal office of the Corporation for the transaction of its business is located in the County of Residence of the current Executive Director (also titled the Affiliate Director).

Section 2. Other Offices

The Corporation may also have offices at such other locations where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

Article 2. Purposes

Section 1. Mission Statement

The California Creativity Association nurtures and celebrates creativity, develops team problem-solving skills and promotes divergent thinking for participants of all ages throughout California. The California Creativity Association encourages people to seek help when acquiring skills and to look within themselves for inspiration. With the skills of creativity, self-respect, cooperation and understanding of others, participants will use their knowledge to travel uncharted paths to help make the world a better place in which to live.

Section 2. Objectives and Purposes

The primary objectives and purposes of this Corporation shall be to:

- (a) Promote creativity and creative problem solving skills to the youth of California.

- (b) Conduct activities such as tournaments, program enhancement sessions, training, seminars and other activities that promote creativity and creative problem solving.
- (c) Support the efforts of the regions in promoting creativity and creative problem solving.
- (d) Encourage and recognize good sportsmanship.

Section 3. Basic Policies

This association is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501©(3) of the Internal Revenue Code or corresponding Section of any future Federal tax code (hereinafter “Internal Revenue Code”).

1. The organization shall be noncommercial, nonsectarian and nonpartisan.
2. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from Federal income tax under Section 501©(3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170©(2) of the Internal Revenue Code.
3. The organization or members in their official capacities shall not—directly or indirectly—participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
4. The organization or members in their official capacities shall not endorse a commercial entity or engage in activities not related to promoting the purposes of the organization.
5. Upon dissolution of the Corporation following procedures outlined by the State of California, the assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to an educational institution.

Article 3. Board of Directors

Section 1. Number

The Corporation shall have a minimum of eight (8) Directors and collectively they shall be known as the Board of Directors (also referred to as the “Board” in this document). At least 1 and at most 3 Directors will be Regional Representatives selected by the Regional Directors. *[See Section 4.]* Directors may be added by a majority vote of a quorum of the Board of Directors. The minimum number may be decreased by amendment of this Bylaw as specified in Article 10, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. No reduction of the authorized number of Directors

shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law. Each Director shall have only one (1) vote, regardless of the position or positions held.

Section 2. Powers

Subject to the provisions of the California Nonprofit Public Benefit Corporation law the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Duties

The Directors shall:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws;
- (b) Conduct themselves at all times in a manner to support the Mission, Objectives and Purposes of the California Creativity Association as stated in Article 2, Sections 1 and 2.
- (c) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents and employees of the Corporation;
- (d) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly.
- (e) Meet at such times and places as required by these Bylaws or as directed by the Board.
- (f) Register their postal and email addresses and phone numbers with the Secretary of the Corporation.

Section 4. Duties of the Regional Representatives

The Regional Representatives shall represent the Regional Operating Committees. *[See Article 6.]* Regional Representatives shall be nominated by the majority vote of the Regional Directors and confirmed by the California Creativity Association Board of Directors.

The Regional Representatives shall:

- (a) Represent the interests of Regional Operating Committees to the California Creativity Association Board.
- (b) Communicate Board business to the Regional Operating Committees.
- (c) Assist the Board with regional formation and business based on regional needs.
- (d) Perform all other duties, to further the Mission, Objectives and Purpose of California Creativity, as may be assigned by the Board.

Section 5. Election of Directors

Directors shall be elected at a special meeting to be held between the Spring meeting and the Summer (Annual) meeting, and shall take office at the Annual meeting.

Cumulative voting by Directors for the election of Directors shall not be permitted.

Section 6. Terms of Office

Each Director shall serve for a three (3) year term. Directors added to the Board outside of the regular election meeting shall serve until the next election meeting at which time they may be elected to a full term

Section 7. Compensation

Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as Directors as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the Corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 8 of this Article.

Section 8. Restriction Regarding Interested Directors

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board 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- or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- (b) Any brother, sister, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.
- (c) A person shall be considered an "interested person" if compensation is paid to a corporation or company owned or controlled by such person.

Section 9. Place of Meetings

Meetings shall be held at such place within or without the State of California which has been designated by the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, by Internet connection or service, so long as all Directors participating in such meeting can communicate with one another. Meetings will be carried out in accordance with Section 10 and Section 11, following, and shall follow Section 12 as to notice of meetings.

Section 10. Regular and Annual Meetings

Regular meetings of the Board shall be held quarterly on a date and time and at a location determined by the Board. Notice of the date, time and location of the quarterly meetings shall be given by the Chairperson of the Board, the Executive Director, or the Secretary.

Notice of any change of date, time, or location shall be in accordance with Section 12 of this Article.

Section 11. Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson, the Vice Chairperson, the Secretary, the Treasurer, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting.

Section 12. Notice of Special Meetings

Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally, by telephone, by electronic mail, or by text message. The notice shall be deemed to be delivered on its deposit in the mails, postal or electronic, or upon completed text transmission. Such notices shall be addressed to each Director at his or her address, physical or electronic, as shown on the books of the Corporation. Notice of the time and place of holding a meeting that has been adjourned, when given within twenty-four hours (24) from the adjournment, need not be given to absent Directors if the time and place of the subsequent meeting are fixed at the meeting adjourned. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the subsequent meeting is held more than twenty-four (24) hours from the time of the original adjourned meeting.

Section 13. Contents of Notice

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting.

Section 14. Quorum for Meetings

A quorum shall consist of fifty percent (50%) of the Board of Directors plus one (1). Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

The Directors present at a duly 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 15. Majority Action as Board Action

Every act or decision done or made by a majority, or a two-thirds vote for those certain acts and decisions requiring two-thirds vote by these Bylaws, present at a meeting duly held at which a quorum is present is the act of the Board of Directors. Proxy votes shall not be permitted.

Section 16. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chairperson in the capacity of the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the Vice Chairperson or in his or her absence by the Secretary or 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 meetings of the Board, unless, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the Meeting.

Section 17. Action by Written Consent Without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board are duly notified and a majority or two-thirds, if so required by these Bylaws, 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 5233s of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 18. Vacancies

Vacancies on the Board of Directors shall exist

- (1) on the death, resignation or removal of any Director, and
- (2) whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a Director who has been absent at two (2) consecutive meetings, regular or annual.

A Director may be removed without cause by a two-thirds vote of the Directors then in office.

Any Director may resign effective upon giving written notice to the Chairperson, or if in the death or incapacity of the Chairperson, the Vice Chairperson, Secretary, or the Board of Directors.

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.

Vacancies on the Board may be filled by approval of the Board 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 person elected to fill a vacancy as provided by this Section shall hold office for the remainder of that office's term or until his or her death, resignation or removal from office.

Section 19. Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 20. Indemnification by Corporation of Directors, Officers, Employees and Other Agents

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 reasonably 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, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 21. 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 (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 4. Officers

Section 1. Number of Officers

The number of Officers of the Corporation shall be five (5). The Officers shall be

- (1) a Chairperson of the Board,
- (2) a Vice Chairperson of the Board,
- (3) a Secretary,
- (4) a Treasurer, and
- (5) an Executive Director, who serves *ex officio* on the Board.

Neither the Secretary nor the Treasurer may serve as the Chairperson of the Board.

Officers shall not be related by blood or marriage or reside in the same household.

Section 2. Election and Term of Office

Any Director may serve as an Officer of this Corporation. Officers shall be elected annually by the Board of Directors, and each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 3. Removal and Resignation

Any Officer may be removed, either with or without cause, by a majority vote of a quorum of the Board of Directors, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson of the Board or Secretary of the Corporation. Any such resignation shall take effect at 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.

Section 4. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Board shall fill the vacancy.

Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 5. Review of Records at Change of Officers

Upon any and all changes of Officers, the Board of Directors shall cause a review of the books, records, accounts, assets and inventories maintained, held in custody and/or trust by the departing Officer. Said review shall be conducted by a Director designated by the Board and must be completed within thirty (30) days of the effective date of the change of Officers.

Section 6. Duties of Chairperson of the Board

The Chairperson of the Board shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers.

The Chairperson shall:

- (a) Perform all duties incident to the office 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 prescribed from time to time by the Board of Directors.
- (b) Preside at all meetings of the Board of Directors.

Section 7. Duties of Vice Chairperson of the Board

The Vice Chairperson of the Board shall be the assistant to the Chairperson of the Board and shall, subject to the control of the Board of Directors, help supervise and control the affairs of the Corporation and the activities of the Officers.

In the absence of the Chairperson of the Board, or in the event of his or her inability or refusal to act, the Vice Chairperson shall perform all the duties of the Chairperson of the Board, and when so acting shall have all the powers of, and be subject to all the restrictions on the Chairperson of the Board.

The Vice Chairperson shall:

- (a) perform all duties incident to the office 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 prescribed from time to time by the Board of Directors.
- (b) Preside at all meetings of the Board of Directors where the Chairperson is not able to preside.

Section 8. Duties of Secretary

In the absence of the Chairperson and the Vice Chairperson of the Board, or in the event of both of their inability or refusal to act, the Secretary shall perform all the duties of the

Chairperson of the Board, and when so acting shall have all the powers of, and be subject to all the restrictions on the Chairperson of the Board.

The Secretary shall:

- (a) Certify and keep at the principal office of the Corporation or at such other place as the Board may determine the original, or a copy of these Bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of the Corporation or at such other place as the Board may determine, a record 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.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records.
- (e) Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the Directors of the Corporation.
- (f) 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.

Section 9. Duties of Treasurer

Subject to the provisions of these Bylaws relating to the “Execution of Instruments, Deposits and Funds,” the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, 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 approved by the Board of Directors.
- (b) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.
- (c) 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.
- (d) Keep and maintain adequate and correct accounts of the Corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore.

- (f) Render to the Chairperson 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.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) 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.

Section 10. Duties of Executive Director

The Executive Director of the Corporation shall, subject to the control of the Board of Directors, supervise and control the daily affairs of the Corporation outside of the Board of Directors and Officers.

The Executive Director shall serve *ex officio* as a member of the Board of Directors.

The Executive Director 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, except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws.

Section 11. Compensation

The salaries of the Officers, if any, shall be fixed from time to time by resolution of the Board of Directors. Such compensation paid a Director for serving as an Officer of this Corporation shall only be allowed if permitted under the provisions of Article 3, Section 6 of these Bylaws. 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.

Article 5. Committees

Section 1. Executive Committee

The Board of Directors may establish an executive committee consisting of the Chairperson, Vice Chairperson, Secretary, and Treasurer to manage the business and affairs of the Corporation and 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 the 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 repealable.
- (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) the number of its members, and fill vacancies therein from the members of the Board.

Section 2. 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 consist of persons who are not also members of the Board. Committees shall choose their own chairmen, set their own meeting times and means of providing notice, and shall record minutes as the Board and the committee deem advisable. These committees shall act in an advisory capacity and report directly to the Board.

Article 6. Regional Operating Committees

Section 1. Purpose of Regional Operating Committees

The Board of Directors, at the Board's sole discretion, may authorize the formation, dissolution, or reorganization of operating committees to conduct the administrative functions of the California Creativity Association in specific regional locations. These operating committees shall be called Regional Operating Committees (Regions) and operate for the sole purpose of ensuring that the California Creativity Association has the ability to consistently coordinate and implement the California Creativity Association program throughout the state.

Section 2. Organization of Regional Operating Committees

Each Regional Operating Committee shall be organized and operated within the guidelines set forth by the California Creativity Association's Board of Directors,

Bylaws, policies and procedures. Each Regional Operating Committee shall consist of one or more Regional Directors and a minimum of two (2) other persons. Each Regional Operating Committee shall select a Secretary and a Treasurer from the members of the committee. The Chairperson, Secretary and Treasurer shall not be related by blood or marriage nor reside in the same household. The Regional Director may not serve as Secretary or Treasurer. The Regional Director(s) will add other members and subcommittees as necessary to administer the California Creativity Association program in the assigned area. In the event that no Regional Operating Committee is formed, the California Creativity Association program, within that Region, shall be administered by the Board.

Section 3. Regional Director

The Regional Director, is one or more persons in administrative charge of a specific Region. The Regional Director is appointed by the Executive Director in consultation with the Regional Operating Committee. Regional Directors serve for terms of one (1) year and are confirmed by a majority vote of the Board of Directors at the annual meeting. The Regional Director administers the program through the Regional Operating Committee according to the California Creativity Association Bylaws, policies and procedures.

The Executive Director, in consultation with the Regional Operating Committee, has the authority to appoint an Interim Regional Director in the event of a vacancy or the inability of the current Regional Director(s) to perform the duties of office.

Section 4. Duties of Regional Operating Committees

The Regional Operating Committee's duty is to increase the number of teams in the Region and to conduct all activities related to the Regional Tournament.

The Regional Operating Committees shall:

- (a) Recruit and support Team Managers.
- (b) Conduct and/or coordinate training for new team managers, experienced team managers, appraisers, and other training workshops as so designated by the Board of Directors or the Regional Operating Committee.
- (c) Conduct and/or coordinate tournament(s) for teams within the Region. Identify, obtain and coordinate the site, Appraisers, Regional Challenge Masters, and officials for non-appraising positions and awards. Schedule a Regional Tournament, to be coordinated through both the Regional Director and the Executive Director. Conduct the Regional Tournament in a financially sound manner. Communicate the logistics to the teams advancing to the State Final Tournament after the Regional Tournament.
- (d) Conduct a minimum of two (2) meetings annually, one prior to the Regional Tournament and one after the Regional Tournament.
- (e) Submit official minutes to the Secretary of the Corporation.
- (f) Maintain a bank account in the name of the Corporation for the operation of the Region. Funds held by the Regional Operating Committee are held for

- the benefit of California Creativity Association and are funds of the Corporation.
- (g) Prepare and submit monthly financial reports to the Treasurer of the Corporation.
 - (h) Conduct themselves at all times in a manner to support the Mission, Objectives and Purposes of the California Creativity Association as stated in Article 2, Sections 1 and 2.

Article 7. Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or 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 provided herein, or as 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 or by the Chairperson of the Board of the Corporation, in the event that the Treasurer is not available.

All checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation signed by the Treasurer and/or the Chairperson shall be submitted for approval at the next meeting of the Board of Directors.

Section 3. Deposits

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

Section 4. Gifts

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

Article 8. Corporate Records and Reports

Section 1. Maintenance of Corporate Records

The Corporation shall keep at its principal office or at a location specified by a resolution of the Board:

- (a) Minutes of all meetings of the Board of Directors and 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 copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

Section 2. Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 3. Right to Copy and Make Extracts

Any inspection under the provisions of this 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 Report

The Board shall cause an annual report to be furnished not later than ninety (90) days after the close of the Corporation's fiscal year to all Directors of the Corporation which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation 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, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- (e) The annual report shall be accompanied by any report thereon 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.

Article 9. Fiscal Year

The fiscal year of the Corporation shall begin on the First day of September and end on the Last day of August in each year.

Article 10. Amendment of Bylaws

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 two-thirds vote of the members of the Board of Directors.

Article 11. Amendment of Articles

This Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of this Corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

Article 12. Prohibition Against Sharing Corporate Profits and Assets

No Director, Officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation. This provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation. Such services may be for effecting any of its public or charitable purposes. Such compensation must otherwise be 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.

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CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Corporation on 8/1/2020.

James F. McCarthy

8/31/2020

James F. McCarthy, Secretary