



DATE: May 27, 2025

TIME: 12:00 pm

LOCATION: CAPK Administrative Office
Board Room
1300 18th Street., Suite 200
Bakersfield, CA 93301

Board of Directors Meeting Agenda

I. Call to Order

a. Roll Call

Kevin Burton (Chair)	Don Bynum	Chase Nunneley
Denise Boshers	Nila Hogan	Fred Plane
Michael Bowers	Ariana Joven	Janea Roberts
Lillian Brust	Traco Matthews	Chei Whitmore

II. Public Comment

The public may address the Board of Directors on items not on the agenda but under the jurisdiction of the Board. Speakers are limited to 3 minutes. If more than one person wishes to address the same topic, the total group time for the topic will be 10 minutes. Please state your name before making your presentation.

III. Consent Agenda

The Consent Agenda consists of items that are considered routine and non-controversial. These items are approved in one motion unless a member of the Board or Public requests removal of a particular item. If comment or discussion is requested, the item will be removed from the Consent Agenda and will be considered in the order listed.

a. Minutes of the March 25, 2025 Board of Directors Meeting – **Action Item (p. 3-6)**

IV. New Business

- | | |
|---|--|
| a. Financial Reports – Action Item (p. 7-12) | Tracy Webster, Chief Financial Officer |
| b. Transition from Brown Act Governance to Private Nonprofit Governance – Info Item (p. 13-35) | Alex Dominguez, Klein DeNatale Goldner
Pritika Ram, Chief Business Development
Officer |
| c. 2025 Gourmet for Good Program Allocation – Info Item (p. 36-37) | Catherine Anspach, Director of Development |
| d. Gourmet for Good Review – Info Item (p. 38-39) | Catherine Anspach, Director of Development |
| e. Fundraising Update – Info Item (p. 40-47) | Catherine Anspach, Director of Development |

V. Board Member Comments

VI. Next Scheduled Meeting

Board of Directors Meeting
12:00 pm
Tuesday, September 23rd, 2025

CAPK Administrative Offices, Board Room
1300 18th St., Suite 200
Bakersfield, CA 93301

VII. Adjournment

This is to certify that this Agenda Notice was posted in the lobby of the CAPK Administrative office at 1300 18th St, Bakersfield, CA and online at www.capk.org by 12:00 pm, May 21, 2025. Lara Popkin, Administrative Coordinator.



DATE	March 25, 2025
TIME	12:00 pm
LOCATION	CAPK Administrative Office Board Room 1300 18 th Street., Suite 200 Bakersfield, CA 93301

COMMUNITY ACTION PARTNERSHIP OF KERN FOUNDATION

Board of Directors Meeting Minutes

I. Call to Order

Board Chair called the meeting to order at 12:02pm at the CAPK Administrative Office, at 1300 18th Street, Bakersfield, CA.

a. Roll Call

Roll Call was taken with a quorum present:

Present: Kevin Burton (Chair), Denise Boshers, Ariana Joven (Arrived at 12:08pm) Traco Matthews (Arrived at 12:09pm), Chase Nunneley, Fred Plane, Janea Roberts, Chei Whitmore.

Absent: Michael Bowers, Lillian Brust, Don Bynum, Nila Hogan.

Others Present: Jeremy Tobias; Chief Executive Officer, Pritika Ram; Chief Business Development Officer, Tracy Webster; Chief Financial Officer, Lisa McGranahan; Chief Human Resources Officer, Susana Magana; Director of Health & Nutrition, Yolanda Gonzales; Director of HeadStart, Maria Contreras; Director of Facilities, Catherine Anspach; Director of Development; other CAPK staff.

II. Public Comments

No one addressed the Board.

III. Consent Agenda

Janea Roberts noted that her name was misspelled in the previous minutes and requested that it be corrected moving forward.

A Motion was made and seconded to approve the Consent Agenda. Carried by unanimous vote (Roberts/Plane).

V. New Business

- ##### a. Financial Reports & In-Kind Donations – Tracy Webster, Chief Financial Officer & Catherine Anspach, Director of Development – **Action Item**

Tracy Webster presented the financial report for the period of January 2025 through February 2025. She began by highlighting the contribution report, noting that the Foundation raised \$70,913 in donations. She

added that the report breaks down donations by purpose. Next, Tracy reviewed the balance sheet and income statement, noting that the report currently shows a loss, which is typical for this time of year. She then walked through the fund activity summary categorized by funding source, followed by a review of the budget-to-actual report.

Denise Boshers asked about the accounting system the Foundation uses. Tracy responded that the Foundation uses Aplos under a separate tax ID. She explained that while the parent agency uses Sage, the Foundation currently does not because Aplos offers more donor tracking capabilities.

Janea Roberts asked why the salaries appear inconsistent in the report. Tracy explained that the issue is due to timing. Since the parent agency's fiscal year ends in February, vacation time and salaries are accrued in February and then balanced out in March. She added that the next reporting cycle should show a more consistent distribution.

A Motion was made and seconded to approve the Financial Reports & In-Kind Donations. Carried by unanimous vote (Boshers/Roberts).

b. Guest Presentation: JJO Food and Toy Drive – Jimmy Olson, JJO Charities – ***Info Item***

Catherine Anspach started by addressing the board and introducing Jimmy Olson from JJO charities. Since 2017, he has held food drive twice a year to support the CAPK Food Bank. To date, he has brought in over 30,000 pounds of food.

Jimmy Olson thanked the board for their time and started off his presentation by stating that he has been doing this as a partner over the years and looks forward to continuing to do it. Adding that he has one coming up in April. Jimmy also said that volunteers are super important for these events if anyone wants to volunteer.

Catherine asked Jimmy if he could explain his process for getting volunteers and how the shifts work. Jimmy said that 12 volunteers per shift is ideal. Adding that the shifts are from 8:00am to noon. Noon to 4:00pm and 4:00pm to 8:00pm. He said that volunteers will sign up but not always show up, so 12 is ideal to make up for those that do not show up. He added that churches and schools are great for extra help.

Catherine and Kevin thanked Jimmy for his time and said they look forward to having him back in Bakersfield. Kevin also asked Catherine to send out the volunteer information to the board.

c. Board Governance and Composition – Pritika Ram, Chief Business Development Officer – ***Info Item***

Pritika Ram provided an oral update on her observations since the creation of the Foundation. She noted that the current board structure mirrors that of the parent agency, with an emphasis on reporting rather than focusing on fundraising. Pritika expressed interest in revisiting the Foundation board's structure to better align with its true purpose—fundraising and building relationships that benefit the agency. She also emphasized the need to review board term limits and the requirement to follow the Brown Act in consultation with CAPK's legal counsel. Pritika explained that when the Foundation was initially established, its structure was modeled after the parent agency without fully considering the specific goals and needs of a fundraising-focused board. She suggested that transitioning away from the Brown Act

structure could allow for less formal meetings and an increase in board members. This shift would open the door to recruiting individuals both within Kern County and from outside Kern County, which could strengthen fundraising efforts across the programs.

Kevin Burton agreed with Pritika's assessment and said it's important to periodically reevaluate the board's structure. He added that having board members with fundraising expertise is essential for a successful Foundation. Pritika assured the board that even if the Foundation transitions away from Brown Act requirements, it will continue to uphold the same level of transparency currently in place.

Janea Roberts added that although it feels like the Foundation has been around for a long time, it's still relatively new. She stated that any proposed changes should be considered, as both the board and CAPK staff are still working to identify the most effective structure. Pritika concluded by stating that all updates will be brought back to the board and that she may invite CAPK's legal counsel to give a presentation at a future meeting.

d. Community Action Month – Catherine Anspach, Director of Development – ***Info Item***

Catherine Anspach shared that Community Action Month takes place in May. She encouraged the Foundation Board to participate in the upcoming events to help support the agency. Catherine added that more information about the various events and fundraising activities will be shared soon.

e. Gourmet for Good Review – Catherine Anspach, Director of Development – ***Info Item***

Catherine Anspach shared that she needs to update the memo in the board packet to reflect new sponsorships that came in after the agenda was posted. The total raised has increased from \$90,425 to \$125,225. She noted that Anthem joined as the presenting sponsor, with Insurica and Dignity Health Medical Network also coming on as sponsors. Catherine thanked the board members who have sent introductory emails to connect the Foundation with potential sponsors, emphasizing that warm introductions and personal outreach are critical to successful solicitation. She also mentioned that the Foundation is still actively seeking auction items. If any board members would like to contribute an item or have a sponsor in mind, Catherine has event invitations available to share. She added that she is personally writing notes to various donors and asked each board member to invite at least two new guests to the event to help raise awareness of the organization.

Kevin Burton asked if Catherine could share a list of individuals who have already been solicited. Catherine responded that she would be happy to send that information again and mentioned that she also has an email template available. She offered to meet one-on-one with any board member to discuss prospective sponsors they might have in mind.

f. Gourmet for Good Sponsorship Discussion – Catherine Anspach, Director of Development – ***Info Item***

Catherine Anspach noted that she had unintentionally covered the sponsorship updates during the previous agenda item. She added that if any board members would like to schedule a meeting with a potential sponsor, they should feel free to email or text her.

g. Fundraising Update – Catherine Anspach, Director of Development – ***Info Item***

Catherine Anspach began by highlighting recent external fundraisers. She shared that the Gentlemen's Club hosted a "Tips for Charity" event, which raised \$3,000 for the Food Bank. Additionally, the CalPortland Golf Tournament raised \$8,678.61 for the East Kern Family Resource Center. Catherine noted that external fundraisers like these are especially helpful, as the Foundation operates with a small team of two and doesn't have the capacity to organize large-scale events on their own.

She then discussed the Huggy Hearts campaign in partnership with Valley Strong, which has raised \$15,000 so far for the Friendship House and Shafter Youth Center. The campaign will continue through the month of April. Catherine also mentioned a new partnership with Bland Solar and the CAPK Energy Program, which will provide a new roof, solar panels, or an air conditioning unit to a CAPK client every month. She thanked Janea Roberts for helping make this partnership possible.

Catherine also announced the upcoming Condors Night with the Food Bank, noting that about 50 tickets remain. The goal of this fundraiser is to raise \$10,000 for the Food Bank, and she expressed gratitude to Anthem for sponsoring the event.

Pritika Ram announced that Martha Leon is no longer with the CAPK Foundation. She explained that the position will not be filled immediately.

VII. Board Member Comments

Kevin Burton asked for an update on CAPK's new Veterans Program. Pritika Ram shared that the governing board approved the merger of the two organizations in February, and as a result, approximately 22 employees officially became CAPK staff on March 10th. She highlighted Covey Cottages, a project under the new services, which will provide 12 housing units for homeless veterans in Kern County. Pritika noted that the project is about 90% complete and has received generous in-kind donations from various community organizations. The goal is to have clients move in by July.

Pritika also mentioned that another grant is currently being considered to fund additional housing units for both homeless veterans and non-veterans. She added that the City of Bakersfield approached CAPK with this opportunity, and the city owns the property in question.

VIII. Next Scheduled Meeting

Board of Directors Meeting
12:00 pm
Tuesday, May 27, 2025
CAPK Administrative Offices, Board Room
1300 18th Street., Suite 200
Bakersfield, CA 93301

IX. Adjournment

The meeting was adjourned at 12:46 pm.



BOARD MEETING

MAY 27, 2025

FINANCIAL REPORT

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Community Action Partnership of Kern Foundation

Contributions by purpose
for the period of 01/01/2025 to 04/30/2025

Purpose	Amount	# Contributions
General	\$1,695.86	31
M Street Navigation Center - Homeless Center	\$115.00	3
East Kern Family Resource Center	\$8,678.61	1
Shafter Youth Center	\$16.00	5
Volunteer Income Tax Assistance - VITA	\$5,498.00	6
Food Bank	\$103,744.64	171
Gourmet for Good	\$50,417.00	35
Total	\$170,165.11	252



Community Action Partnership of Kern Foundation

Balance Sheet
as of 04/30/2025

Account Number	Account Name	Amount
Assets		
1000	Checking	\$455,822.75
1010	Money Market	\$72,655.87
1101	Stripe Payments	\$9.41
1400	Prepaid Expenses	\$6,500.00
Total Assets		\$534,988.03
Liabilities		
2100	Accounts Payable	\$331.80
Total Liabilities		\$331.80
Equity		
3000	General Fund - Fund Balance	\$484,141.45
3101	Food Bank - Fund Balance	\$1,340.78
3103	Volunteer Income Tax Assistance - VITA - Fund Balance	\$495.00
3104	Friendship House Community Center - Fund Balance	\$-500.00
3105	Shafter Youth Center - Fund Balance	\$10.00
3110	Head Start - Fund Balance	\$6,761.59
3112	Gourmet for Good - Fund Balance	\$42,402.91
3114	Veterans Services - Fund Balance	\$4.50
Total Equity		\$534,656.23
Total Liabilities + Total Equity		\$534,988.03



Community Action Partnership of Kern Foundation
Fund Activity Summary
for the period of 01/01/2025 to 04/30/2025

Fund	Beginning Balance	Income	Expenses	Net Income (Expense)	Transfer	Net Increase (Decrease)	Ending Balance	[Beginning of Fiscal Year] Balance
General Fund	\$125,872.46	\$476,508.21	\$118,239.22	\$358,268.99	\$0.00	\$358,268.99	\$484,141.45	\$125,872.46
Food Bank	\$6,338.80	\$86,489.54	\$91,487.56	\$-4,998.02	\$0.00	\$-4,998.02	\$1,340.78	\$6,338.80
Volunteer Income Tax Assistance - VITA	\$0.00	\$5,495.00	\$5,000.00	\$495.00	\$0.00	\$495.00	\$495.00	\$0.00
Friendship House Community Center	\$0.00	\$0.00	\$500.00	\$-500.00	\$0.00	\$-500.00	\$-500.00	\$0.00
Shafter Youth Center	\$0.00	\$16.00	\$6.00	\$10.00	\$0.00	\$10.00	\$10.00	\$0.00
East Kern Family Resource Center	\$0.00	\$8,678.61	\$8,678.61	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Oasis Family Resource Center - Ridgecrest	\$145.35	\$0.00	\$145.35	\$-145.35	\$0.00	\$-145.35	\$0.00	\$145.35
M Street Navigation Center - Homeless Center	\$200.00	\$115.00	\$315.00	\$-200.00	\$0.00	\$-200.00	\$0.00	\$200.00
Head Start	\$6,761.59	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$6,761.59	\$6,761.59
Gourmet for Good	\$3,235.43	\$50,417.00	\$11,249.52	\$39,167.48	\$0.00	\$39,167.48	\$42,402.91	\$3,235.43
Veterans Services	\$0.00	\$4.50	\$0.00	\$4.50	\$0.00	\$4.50	\$4.50	\$0.00
Total	\$142,553.63	\$627,723.86	\$235,621.26	\$392,102.60	\$0.00	\$392,102.60	\$534,656.23	\$142,553.63



Community Action Partnership of Kern Foundation

Income Statement

for the period of 01/01/2025 to 04/30/2025

Account Number	Account Name	Amount
Income		
4220	Contributions Income	\$102,293.01
4230	Fundraising	\$50,417.00
4310	Interest Earned	\$30.85
4900	CAPK Agency Contribution	\$474,983.00
Total Income		\$627,723.86
Expense		
5105	Salaries	\$63,189.83
5205	Benefits	\$21,969.34
6135	Per Diem - Staff	\$100.25
6140	Per Diem - Board	\$100.25
6210	Repair/Maintenance/Incidental Alterations	\$558.06
6235	Utilities	\$889.23
6305	Office Supplies	\$2,968.70
6505	Legal Fees	\$675.00
6520	Consultant Services	\$4,049.80
6605	Communications	\$429.83
6610	Postage	\$147.38
6615	Printing	\$2,477.00
6625	Hiring Costs	\$0.75
6645	Tuition/Registration Fees - Staff	\$908.93
6675	Outreach	\$9,668.55
6685	Meeting Expenses	\$673.67
6690	Membership Fees	\$242.00
6695	Bank Fees	\$320.11
6990	Contribution - CAPK	\$110,481.24
7127	Client Incidentals	\$977.19
7910	Facility Use	\$416.66
9999	Indirect Expense	\$14,377.49
Total Expense		\$235,621.26
Net Income (Loss)		\$392,102.60



Community Action Partnership of Kern Foundation

Budget: Year to Date
for the period of 01/01/2025 to 04/30/2025

Account Number	Account Name	Actual	YTD Budget	Difference
Income				
4220	Contributions Income	\$102,293.01	\$165,833.32	\$-63,540.31
4230	Fundraising	\$50,417.00	\$58,333.32	\$-7,916.32
4310	Interest Earned	\$30.85	\$0.00	\$30.85
4900	CAPK Agency Contribution	\$474,983.00	\$187,606.32	\$287,376.68
Total Income		\$627,723.86	\$411,772.96	\$215,950.90
Expense				
5105	Salaries	\$63,189.83	\$101,720.36	\$-38,530.53
5205	Benefits	\$21,969.34	\$35,157.68	\$-13,188.34
6105	Local Travel - Staff	\$0.00	\$233.36	\$-233.36
6120	Out of Town Travel - Staff	\$0.00	\$7,500.00	\$-7,500.00
6135	Per Diem - Staff	\$100.25	\$583.32	\$-483.07
6140	Per Diem - Board	\$100.25	\$0.00	\$100.25
6150	Vehicle Gasoline	\$0.00	\$183.32	\$-183.32
6210	Repair/Maintenance/ Incidental Alterations	\$558.06	\$0.00	\$558.06
6235	Utilities	\$889.23	\$0.00	\$889.23
6305	Office Supplies	\$2,968.70	\$6,283.32	\$-3,314.62
6505	Legal Fees	\$675.00	\$0.00	\$675.00
6520	Consultant Services	\$4,049.80	\$2,000.00	\$2,049.80
6605	Communications	\$429.83	\$1,333.32	\$-903.49
6610	Postage	\$147.38	\$0.00	\$147.38
6615	Printing	\$2,477.00	\$5,000.00	\$-2,523.00
6625	Hiring Costs	\$0.75	\$150.00	\$-149.25
6630	Employee Costs	\$0.00	\$400.00	\$-400.00
6635	Board Costs	\$0.00	\$1,000.00	\$-1,000.00
6645	Tuition/Registration Fees - Staff	\$908.93	\$2,583.32	\$-1,674.39
6675	Outreach	\$9,668.55	\$35,333.32	\$-25,664.77
6680	Training Expenses	\$0.00	\$2,500.00	\$-2,500.00
6685	Meeting Expenses	\$673.67	\$1,333.32	\$-659.65
6690	Membership Fees	\$242.00	\$500.00	\$-258.00
6695	Bank Fees	\$320.11	\$0.00	\$320.11
6990	Contribution - CAPK	\$110,481.24	\$190,923.32	\$-80,442.08
7127	Client Incidentals	\$977.19	\$0.00	\$977.19
7910	Facility Use	\$416.66	\$0.00	\$416.66
9999	Indirect Expense	\$14,377.49	\$17,055.00	\$-2,677.51
Total Expense		\$235,621.26	\$411,772.96	\$-176,151.70
Total		\$392,102.60	\$0.00	\$392,102.60



MEMORANDUM

To: Board of Directors

From: Alex Dominguez, Klein DeNatale Goldner
Pritika Ram, Chief Business Development Officer

Date: May 27, 2025

Subject: *Agenda Item 5b*: Transition from Brown Act Governance to Private Nonprofit Governance – **Info Item**

Overview

This memorandum accompanies the proposed amendments to the Foundation's Bylaws. These proposed amendments would eliminate the voluntary requirement that the Foundation Board of Directors comply with the Brown Act. Since its inception, the Foundation has voluntarily complied with the Brown Act, but the Foundation *is not legally required to do so*.

Legal Basis

CAPK's legal counsel confirmed that the Foundation does not meet the criteria set forth under Government Code, section 54952, subdivision (c) that would require the Foundation Board of Directors to comply with the Brown Act. Specifically, for the Foundation Board of Directors to be subject to the Brown Act it would need to (1) receive government funding; and (2) have a member of that funding government's governing body on the Foundation Board of Directors. While the Foundation may receive some funding from local agencies, no members of those local agencies' governing bodies serve on the Foundation Board of Directors. Accordingly, the Brown Act does not apply to the Foundation.

Rationale for Change

Transitioning to a private nonprofit governance model better aligns with the Foundation's evolving role as a fundraising and philanthropic entity. Specifically, this shift supports:

- **Increased Fundraising Flexibility:** In a competitive local funding landscape, having private board governance allows for greater agility, strategic fundraising, and discretion around donor engagement—free from public meeting constraints that may deter donor participation.
- **Board Development & Expansion:** A private governance model will enable the Foundation to recruit board members from outside Kern County, including individuals with regional or national influence, funding connections, and expertise to support our mission.
- **Visibility & Growth:** This change positions the Foundation to build visibility beyond Kern County, support innovation, and attract new investments that support CAPK's programs and long-term sustainability as we leverage resources with the parent company, CAPK.

Next Steps

The Foundation Board of Directors will be asked to adopt the amended Bylaws, as presented, at its next meeting. Because this action is being taken under the existing Bylaws, the meeting will follow Brown Act requirements. If approved, all future Foundation Board of Directors meetings and operations will follow private nonprofit governance standards, consistent with State nonprofit law and best practices for fundraising and philanthropic boards.

Following the amendment, staff will engage the Foundation Board of Directors in a collaborative process to assess the current composition, participation, and contributions of members through an Ad Hoc Committee. This will include identifying any gaps in representation, skill sets, or networks, and developing a timeline and strategy for Board development. Our goal is to co-create a strong, dynamic, and well-connected Foundation Board of Directors that reflects our evolving mission and positions us for long-term success.

Attachment

CAPK Foundation Bylaws – Redline: Removal of Brown Act References

**BYLAWS
OF COMMUNITY ACTION PARTNERSHIP OF KERN FOUNDATION,
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**ARTICLE I.
LOCATION OF OFFICES**

The name of this corporation is Community Action Partnership of Kern Foundation. It is a California nonprofit public benefit corporation with principal offices at **1300 18th Street, Bakersfield, California.**

**ARTICLE II.
PURPOSE**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purposes of this corporation are to exclusively benefit Community Action Partnership of Kern (“CAPK”), an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, by conducting fundraising activities and developing and managing an endowment that supports CAPK, and to engage in any other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law. The recital of these purposes as contained in this paragraph is intended to be exclusive of any and all other purposes, this corporation being formed for those public and charitable purposes only.

~~For so long as this corporation is deemed to be subject to the provisions of California Government Code (“CGC”) § 54950 et seq. (the “Brown Act”), each provision herein shall be interpreted in a manner consistent with the Brown Act.~~

**ARTICLE III.
MEMBERSHIP**

3.1. Members.

The sole member of this corporation shall be CAPK. CAPK shall have all powers of voting at member meetings in CAPK.

3.2. Removal of Members.

The purpose of the corporation is to support CAPK and therefore CAPK may not be removed as a member of this corporation.

3.3. Place of Meetings.

Notwithstanding anything to the contrary in these Bylaws, any meeting whether regular, special, or adjourned of the sole member of this corporation may be held at any place within or without the State

of California that has been designated by the Board of Directors ("Board") as the place of meetings, ~~so long as such designation is consistent with CGC §§ 54954.~~

3.4. Annual Meeting.

The annual meeting of the sole member shall be held at the principal office of the corporation on March 24 of each year, if not a legal holiday and if a legal holiday, then on the next succeeding business day not a legal holiday. At the ~~regular~~ annual meeting, the ~~sole m~~sole member shall consider reports of the affairs of the corporation and transact other business as may properly be brought before the meeting, including but not limited to the election of Directors of the corporation to serve for the ensuing year and until their successors are elected and qualified. The Directors may designate a different time, date, or location, in which case notice must be given in the manner specified for regular meetings.

~~Notwithstanding the foregoing, notice of such annual meeting shall be provided as required in CGC §§ 54954 and 54954.2(a).~~

3.5. Regular Meetings.

The Directors may designate ~~other~~ regular meetings of the ~~sole m~~Member. Notice of such regular meetings of the sole member shall be given in accordance with Section 3.7 of these Bylaws.

~~, a different time, date, or location, in which case notice must be given in the manner required by CGC §§ 54954 and 54954.2(a) for regular meetings.~~

3.6. Special Meetings.

Special meetings of the ~~sole-sole m~~member may be called at any time by order of ~~any of the following:~~ the President, the Secretary, the ~~sole M~~member, or two (2) ~~or~~ directors of the ~~B~~board, ~~and at all times consistent with the Brown Act.~~ Notice of such special meetings of the sole member shall be given in accordance with Section 3.7 of these Bylaws.

3.7. Notice of ~~Special~~ Meetings.

~~Written notice of special meetings of the sole member shall be given as required by CGC §§ 54954.3(a) and 54956.~~ Notice of the time and place of meetings – annual, regular, or special – shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) by telegram or facsimile, charges prepaid; or (e) by electronic transmission by the corporation. All such notices shall be given or sent to the director's address, telephone number, or e-mail as shown on the records of the corporation.

Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, facsimile, or electronic transmission shall be delivered, telephoned, given to the telegraph company, faxed, or e-mailed at least forty-eight (48) hours before the time set for the meeting.

The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

3.8. Quorum.

At all meetings of the sole member, the sole member shall constitute one hundred percent (100%) of the voting authority of the membership, necessary for the transaction of business.

3.9. Adjournments.

Any business that might be done at a regular meeting of the sole member may be done at a special or at an adjourned meeting, ~~consistent with CGC §§ 54955 and 54956.~~

3.10. Voting Rights.

The sole member is the only person who shall be entitled to vote ~~at~~ any member meeting and shall exercise such rights through one of the following individuals, who shall be present at such member meeting, CAPK's then-acting: (i) Chief Executive Officer, (ii) Board Chair or (iii) executive director.

3.11. Proxies.

Proxies are not allowed.

ARTICLE IV. DIRECTORS

4.1. Powers.

Subject to limitations of the Articles, ~~and~~ these Bylaws, ~~and~~ the pertinent restrictions of the California Corporations Code, ~~and the Brown Act~~, all the activities and affairs of the corporation shall be exercised by or under the direction of the Board ~~of Directors~~. Without prejudice to these 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:

(a) to select and remove all the officers, agents, and employees of the corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation and in their discretion require from them security for faithful service.

(b) to make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the Articles of Incorporation thereof and generally to conduct, manage and control the activities and affairs of the corporation and to make such rules and regulations therefor not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best;

(c) to adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

(d) to borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities; therefore, and,

(e) to the extent permitted by the exempt status of the organization, to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may legally engage.

4.2. Number of Directors.

The authorized number of Directors of the corporation shall be not less than 7 and not more than 21, with the exact number to be determined from time to time by the Directors until changed by an amendment of the Articles of Incorporation or by an amendment to these Bylaws. The number may be changed by the vote or written assent of a majority of the ~~D~~irectors then in office.

4.3. Selection and Tenure of Office.

Directors shall be elected at each annual meeting of the sole member. Each Director shall serve until the next annual meeting and until a successor has been elected and qualified. If an annual meeting is not held, or the Directors are not elected at an annual meeting, the Directors may be elected at any special meeting of the sole member held for that purpose.

4.4. Qualifications.

Each Director must be an individual over the age of eighteen (18) who has experience on a nonprofit board and/or who has experience in fundraising, developing, and maintaining a charitable endowment, and ~~all directors~~ must believe, without reservation, in the purposes of the organization. Every Director is required to contribute a specified amount annually during their tenure on the Board as a personal financial commitment.

4.5. Vacancies.

Subject to the provisions of Corp. Code § 5226, any Director may resign effective on giving written notice to the Board Chair, the President, or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of the resignation.

If the resignation is to take effect at some future time, a successor may be selected before that time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the Director or Directors whose office is vacant was selected, provided, however, that vacancies may also be filled by election by 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 the replaced Director and until a successor has been named 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 be increased. However, if a vacancy occurs because the authorized number of Directors has been increased, then such vacancy shall only be filled by the sole member.

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 been found by a final order or judgment of any court to have breached any duty arising under the California Nonprofit Public Benefit Corporation Law. [Corp. Code, §§ 5230 et seq.].

No reduction in the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

4.6. Board Chair.

The Board Chair, shall, if present, preside at all meetings of the Board ~~of Directors~~, and exercise and perform other powers and duties as may be from time to time assigned to him or her by the Board ~~of Directors~~ or prescribed by the Bylaws. The Board Chair shall not be an officer, unless the corporation does not have a President, then the Board Chair shall also have the powers otherwise given to the President until a President is appointed.

4.7. Removal of Directors.

A Director may be removed from office if any of the following has been found to have occurred:

- (a) Unexcused absences from three (3) consecutive regularly scheduled ~~B~~board meetings.
- (b) Unexcused absences from five (5) regularly scheduled ~~B~~board meetings in any consecutive twelve (12) month period.
- (c) a conflict of interest is found to exist between the Director and the corporation.
- (d) the Director is found to have engaged in activities that are directly contrary to the interests of the corporation; or
- (e) the Director is found to be engaged in the misrepresentation of the corporation and its policies to outside third parties, either willfully, or on a repeated basis.
- (f) A majority of Directors who meet the qualifications set forth in Section 4.4 determine that the Director has not continued to meet these qualifications. This includes, without limitation, the Director's refusal to make the personal commitment described in Section 4.4.

Before any removal occurs, the Director will be advised of the allegation and the basis for the allegation and will be given an opportunity to present any contrary evidence or explanation he or she may have to the Board. Removal must be by a majority vote of all the Directors. As to (a) and (b) above, any combination of excused or unexcused absences may be grounds for removal; however, the Board will consider the nature of absences when making a determination or consideration of removal.

4.8. Place of Meetings.

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special, or adjourned) of the Board ~~of Directors~~ of the corporation may be held at any place within or without the State of California that has been designated for that purpose by resolution of the Board ~~of Directors, so long as such designation is consistent with CGC § 54954.~~

4.9. Annual Meeting and Regular Meetings.

The ~~c~~Corporation's annual meeting shall be held immediately after the adjournment of each annual meeting of the sole member ~~but shall be noticed consistent with the requirements of California Government Code §§ 54954 and 54954.2(a) for regular meetings, to occur after such meeting.~~ The Board ~~of Directors shall, by resolution,~~ establish a schedule of regular meetings to occur between Annual Meetings ~~by resolution, but notice thereof shall still be provided according to CGC §§ 54954 and 54954.2(a).~~ Notice of either meeting – annual or regular – shall be noticed in accordance with Section 4.11 of these Bylaws.

4.10. Special Meetings.

Special meetings of the Board ~~of Directors~~ may be called at any time by order of the Board Chair, the President, the Secretary, or of two (2) or more of the Directors. Notice of any such meeting shall be noticed in accordance with Section 4.11 of these Bylaws.

~~4.11. Notice of Special Meetings.~~

4.11. Notice of Meetings.

~~Written notice of special meetings of the Board of Directors shall be given as required by CGC §§ 54954.3(a) and 54956.~~

Notice of the time and place of meetings – annual, regular, or special – shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the Director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) by telegram or facsimile, charges prepaid; or (e) by electronic transmission by the corporation. All such notices shall be given or sent to the Director's address, telephone number, or e-mail as shown on the records of the corporation.

Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, facsimile, or electronic transmission shall be delivered, telephoned, given to the telegraph company, faxed, or e-mailed at least forty-eight (48) hours before the time set for the meeting.

The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

4.12. Quorum.

Except as otherwise provided in these Bylaws, a majority of the authorized number of Directors shall constitute a quorum. If a majority of the authorized number of Directors cannot be obtained, due to a vacancy or vacancies on the Board ~~of Directors~~, a majority of the Directors in the office shall constitute a quorum. Notwithstanding the foregoing, such a majority of Directors in office shall constitute either one third of the authorized number of Directors or at least two Directors, whichever is larger. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws, and the California Nonprofit Public Benefit Corporation Law ~~and the Brown Act~~ may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board ~~of Directors~~.

4.13. Participation in Meetings by Conference Telephone.

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment, as long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and the corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the Board meeting, and that all statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director. ~~Meetings held by such electronic means shall be conducted consistent with CGC § 54953.~~

4.14. 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 be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjourn to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

4.15. Rights of Inspection.

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 of which the person is a Director, for a purpose reasonably related to the person's interest as a Director.

4.16. Official Board Committees. Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of two or more members of the Board, and shall have the powers of the Board as may be expressly delegated to it by resolution of the Board ~~of Directors~~, except with respect to:

- (i) the approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires members' approval (must be approved by the Board as a whole).

- (ii) the filling of vacancies on the Board or on any committee.
- (iii) the fixing of compensation of the Directors for serving on the Board or on any committee.
- (iv) the amendment or repeal of Bylaws or the adoption of new Bylaws.
- (v) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or able to repeal.
- (vi) the appointment of other committees of the Board or the members thereof.
- (vii) the expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- (viii) the approval of any self-dealing transaction, as these transactions are defined in Corp. Code, § 5233.

Any committee may be designated an Executive Committee or by another name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of a prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or the committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provision of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

4.17. Fees and Compensation.

Directors (as such) shall not receive compensation for their services as Directors. Directors may receive a reasonable allowance for personal services actually rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the sole member; reimbursement for expenses as may be fixed or determined by the Board. Not more than 49% of the Directors may serve the organization in some other capacity for which compensation is paid.

ARTICLE V. OFFICERS

5.1. Officers.

The officers of the corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have at the discretion of the Board ~~of Directors~~, one or more Vice Presidents, one or more Assistant Secretaries, and other officers as may be appointed in accordance with the provisions of Section

5.3 of this Article. One person may hold two or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. Due to initial budgetary constraints and the need for qualified officers, the Directors shall select CAPK employees to act as officers of this corporation.

5.2. Election.

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 5.3 or Section 5.5 of this Article, shall be chosen annually by, and shall serve at the pleasure of, the Board ~~of Directors~~, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

5.3. Subordinate Officers.

The Board ~~of Directors~~ may appoint, and may empower the President to appoint, other officers as the business of the corporation may require, each of whom shall hold office for a period, have the authority, and perform the duties as are provided in the Bylaws or as the Board ~~of Directors~~ may from time to time determine.

5.4. Removal and Resignation.

Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or except in case of an officer chosen by the Board ~~of Directors~~, by any officer on whom the power of removal may be conferred by the Board ~~of Directors~~.

Any officer may resign at any time, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party, by giving written notice to the Board ~~of Directors~~, to the President, or to the Secretary of the corporation. The resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

5.5. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to the office, provided that the vacancies shall be filled as they occur and not on an annual basis.

5.6. Inability to Act.

In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his or her place, the Board ~~of Directors~~ may from time to time delegate the powers or duties of the officer to any other officer, or any ~~D~~irector or other person whom the Board may select.

5.7. President.

Subject to supervisory powers, if any, as may be given by the Board ~~of Directors~~ to the Board Chair, on a temporary basis, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board ~~of Directors~~, have general supervision, direction, and control of the activities and Officers of the corporation. In the absence of the Board Chair, the President shall preside at all meetings of the Board ~~of Directors~~. The President shall have the general powers and duties of management usually vested in the office of a President of a corporation and shall have other powers and duties as may be prescribed by the Board ~~of Directors~~ or the Bylaws.

5.8. Vice President.

In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board ~~of Directors~~, or if not ranked, the Vice President designated by the Board ~~of Directors~~, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice Presidents shall have other powers and perform other duties as from time to time may be prescribed for them respectively by the Board ~~of Directors~~ or the Bylaws.

5.9. Secretary.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or other place as the Board ~~of Directors~~ may order, of all meetings of the sole member, and the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present at the meetings, and the proceedings. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original and a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have other powers and perform other duties as prescribed by the Board.

The Secretary shall keep or cause to be kept at the principal office of the corporation, a membership register, or a duplicated membership register, showing the names of the sole members and their addresses.

The Secretary shall also keep, or cause to be kept, a book of minutes at the principal office or other place as the Board may order, of all meetings of the sole member, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting, the names of those present at meetings, and the proceedings. The Secretary shall give, or cause to be given, notice of all meetings of the sole member required by these Bylaws.

5.10. Treasurer.

The Treasurer shall be the financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board ~~of Directors~~. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board ~~of Directors~~, shall render to the President and the Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the corporation, and shall have other powers and perform other duties as may be prescribed by the Board ~~of Directors~~.

5.11. Assistant Treasurer.

At the request of the Treasurer, or in his or her absence or disability, the Assistant Treasurer shall perform all the duties of the Treasurer, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the Treasurer.

5.12. Salaries.

The salaries of the Officers shall be fixed from time to time by the Board ~~of Directors~~ and no Officer shall be prevented from receiving the salary by reason of the fact that the Officer is also a Director of the corporation.

ARTICLE VI. CONFLICT OF INTEREST POLICY

6.1. Purpose.

The purpose of the conflict-of-interest policy is to protect this corporation's interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

6.2. Definitions.

(a) **Interested Person:** Any Director, principal officer, or member of a committee with governing Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) **Financial Interest:** A person has a financial interest if the person has, directly, or indirectly, through business, investment, or family:

- (i) An ownership or investment interest in any entity with which the corporation, or its sole member, has a transaction or arrangement.
- (ii) A compensation arrangement with the corporation or its sole member, or with any entity or individual with which the corporation or its sole member, has a transaction or arrangement; or
- (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation, or its sole member, is negotiating a transaction or arrangement.

For the purposes of determining "financial interest," the term "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Further, A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or a committee decides that a conflict of interest exists.

6.3. Procedures.

(a) **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of the committee with Board delegated powers considering the proposed transaction or arrangement.

(b) **Determining Whether a Conflict of Interest Exists:** After disclosure of financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Bboard or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Bboard or committee members shall decide if a conflict of interest exists.

(c) **Procedures for Addressing the Conflict of Interest:**

- (i) An interested person may make a presentation at the Bboard or committee meeting, but after the presentation, the interested person must leave the meeting during the discussion or, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (ii) The chairperson of the Bboard or committee will, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (iii) After exercising due diligence, the Bboard or committee will determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (iv) If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the Bboard or committee will determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Bboard shall make its decision as to whether to enter into the transaction or arrangement.

(d) **Violations of the Conflicts of Interest Policy:**

- (i) If the Bboard or committee has reasonable cause to believe a person has failed to disclose an actual or possible conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Bboard or committee determines the person has failed to disclose an actual or possible conflict of interest, it will take appropriate disciplinary and corrective action.

6.4. **Records of Proceedings.**

The minutes of the governing Bboard and all committees with Bboard-delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial

interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest, in fact, existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

6.5. Compensation.

(a) A voting member of the governing Board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6.6. Annual Statements.

Each Director, principal officer, and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such a person:

(a) Has received a copy of the conflict-of-interest policy.

(b) Has read and understands the policy.

(c) Has agreed to comply with the policy; and

(d) Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more tax-exempt purposes.

6.7. Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews will be conducted. The periodic reviews will, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable

investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

6.8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 6.7 of Article 6, the corporation may, but need not, use outside advisors. If outside experts are used, their use does not relieve the ~~governing~~ Bboard of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VII. OTHER PROVISIONS

7.1. Principal Offices

The principal office for the transaction of the activities and affairs of the corporation (“principal office”) is located at 1300 18th Street, Bakersfield, CA 93301. The Board ~~of Directors (also referenced herein as the “board”)~~ may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location. The Bboard may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

7.2. 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 this corporation and any other person, when signed by any one of the Board Chair, the President or any Vice President, and any one of the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of this corporation shall be valid and binding on this 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.

The Board ~~of Directors~~, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent, or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board ~~of Directors~~, and except as provided in this Section, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

7.3. Representation of Shares of Other Corporations.

The President, or any other officer or officers authorized by the Board or the President, 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 officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by the officer.

7.4. Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law [Corp. Code, §§ 5000 et seq.] and in the California Nonprofit Public Benefit Corporation Law [Corp. Code, §§ 5110 et seq.] shall govern the construction of these Bylaws.

7.5. Amendments.

These Bylaws may be amended by repeal and new and additional Bylaws may be made from time to time by an affirmative vote of the sole member at a duly noticed meeting. Subject to right of the sole member to amend or repeal, these Bylaws (other than a Bylaw or amendment of the Bylaws changing the authorized number of Directors) may be amended or repealed by the Board in the exercise of the power granted to the Board in these Bylaws.

7.6. Record of Amendments.

Whenever an amendment or new Bylaw is adopted, it shall be copied into the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

ARTICLE VIII. INDEMNIFICATION OF AGENTS OF THE CORPORATION

8.1. Definitions.

For purposes of this [Section](#), “agent” means any person who is or was a Director, Officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes, without limitation, attorney’s fees and any expenses of establishing a right to indemnification under Section 8.4 or 8.5(c) of this Article.

8.2. Indemnification in Actions by Third Parties.

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or in the right of this corporation to procure judgment in its favor, an action brought under Corp. Code, § 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of this corporation,

against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

8.3. Indemnification in Actions by or in the Right of the Corporation.

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation or brought under Corp. Code, § 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that the person is or was an agent of this corporation, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of this corporation and with the care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 8.3:

(a) In respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to this corporation in the performance of the person's duty to this corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine.

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

8.4. Indemnification Against Expenses.

To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 8.2 or 8.3 of this Article in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

8.5. Required Indemnification.

Except as provided in Section 8.4 of this Article, indemnification under this Article shall be made by this corporation only if authorized in the specific case, on a determination that indemnification of the

agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 8.2 or 8.3, by:

(a) a majority vote of a quorum consisting of Directors who are not parties to the proceeding.

(b) approval of the sole member (Corp. Code, § 5034), with the persons to be indemnified not being entitled to vote thereon; or

(c) the court in which the proceeding is or was pending, on application made by this corporation or the agent, attorney, or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

8.6. Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

8.7. Other Indemnification.

No provision made by the corporation to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of the sole member or Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than the Directors and Officers may be entitled by contract or otherwise.

8.8. Forms of Indemnification Not Permitted.

No indemnification or advance shall be made under this Article, except as provided in Sections 8.4 or 8.5(c) in any circumstances where it appears that:

(a) it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

8.9. Insurance.

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in the capacity or arising out of the agent's status as an agent whether or not the corporation would have the power to indemnify the agent against the liability under the provisions of this Article; provided, however, that this corporation

shall have no power to purchase and maintain insurance to indemnify any agent of the corporation for a violation of Corp. Code, § 5233.

8.10. Nonapplicability to Fiduciaries of Employee Benefit Plans.

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as a trustee, investment manager, or fiduciary, even though the person may also be an agent of the corporation as defined in Section 8.1 of this Article. The corporation shall have power to indemnify the trustee, investment manager, or other fiduciary to the extent permitted by Corp. Code, § 207(f).

ARTICLE IX. RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS

9.1. The corporation shall receive all monies, other properties, or both monies and properties, transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board ~~of Directors~~ to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the corporation as shown by the Articles.

9.2. The corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

9.3. No disbursement of corporation money or property shall be made until it is first approved by the President of the corporation or by the Treasurer or by the Directors. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of the corporation from time to time to make disbursements to implement the appropriations.

~~**9.4.**~~ All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by the officer or officers, agent, or agents, as the Board ~~of Directors~~ **9.4.** may from time to time by resolution designate.

ARTICLE X. CORPORATE RECORDS AND REPORTS

10.1. Records.

The corporation shall maintain adequate and correct accounts, books and records of its business and properties. All these books, records, and accounts shall be kept at the corporation's principal place of business in California, as fixed by the Board ~~of Directors~~ from time to time.

10.2. Inspection of Books and Records.

The membership register or duplicate membership register, the books of account, and minutes and proceedings of the sole member and the Board, and of executive committees of the Directors of this corporation shall be open to inspection on the written demand of any member at any reasonable time, for a specifically stated purpose reasonably related to his or her interests as a member, and shall be exhibited at any time when required by the demand of any member meeting.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation, and also of its subsidiary organizations, if any.

10.3. Certification and Inspection of Bylaws.

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the sole member and Directors of the corporation at all reasonable times during office hours.

ARTICLE XI DISSOLUTION

On dissolution of this corporation, the Board ~~of Directors~~ shall cause the corporation's assets to be distributed the sole member, CAPK, if it exists. If it no longer exists, the Board ~~of Directors~~ shall cause the assets to be distributed to another corporation with purposes similar to those identified in the Articles of Incorporation, and Article 2 of these Bylaws.



MEMORANDUM

To: Board of Directors

From: Catherine Anspach, Director of Development

Date: May 27, 2025

Subject: *Agenda Item 5c: 2025 Gourmet for Good Program Allocation – Info Item*

Overview

This memo outlines the budgeted fundraising goals and projected outcomes of the 2nd annual "Gourmet for Good" fundraiser event scheduled for Saturday, June 7, 2025. Below is a comparison of the initial projections along with the allocation of funds among programs, including percentage allocation to each program.

Initial Projections	Amount
Gross Income	\$209,075
Expenses	\$105,575
Net Income	\$103,500

Program	Projected Allocation	Budget %
<i>M Street Navigation Center</i>	\$2,500.00	2%
<i>Friendship House Community Center</i>	\$2,500.00	2%
<i>East Kern Family Resource Center (Mojave)</i>	\$5,000.00	5%
<i>Veteran Services</i>	\$5,000.00	5%
<i>Volunteer Income Tax Assistance (VITA)</i>	\$5,000.00	5%
<i>Other: (CalFresh Healthy Living, Women Infant and Children, Migrant Alternative Payment Program)</i>	\$6,000.00	6%
<i>Oasis Family Resource Center (Ridgecrest)</i>	\$10,000.00	10%
<i>CAPK Foundation</i>	\$17,500.00	17%
<i>Food Bank</i>	<u>\$50,000.00</u>	<u>48%</u>
Total	\$103,500.00	100%

Analysis of Percentage Allocation:

- Allocations were determined based on a combination of fundraising campaigns, grants and current program needs. Priority was given to programs with the most immediate need, particularly the Food Bank, which receives the largest share at 48%.
- Youth centers such as FHCC received smaller allocations, this is because these centers have separate funding streams.
- Oasis FRC, East Kern FRC, Veteran Services, and VITA receive modest but meaningful support (5–10% each).
- The “Other” fund (6%) is reserved for various programs such as CalFresh, WIC, and MCAP, and is also intended to cover any unforeseen expenses.



MEMORANDUM

To: CAPK Foundation Board

From: Catherine Anspach, Director of Development
Catherine Anspach

Date: May 27, 2025

Subject: *Agenda Item 5d: Gourmet For Good Review – Info Item*

The following sponsors have been confirmed for Gourmet For Good:

Anthem	Platinum Gourmet Sponsor	\$25,000.00
Del Oro Communities	Epicurean Elite Sponsor	\$15,000.00
Adventist Health	Epicurean Elite Sponsor	\$15,000.00
Kern Family Health Care	Platinum Gourmet Sponsor	\$10,000.00
California Resources Corporation	Silver Savory Sponsor	\$10,000.00
Klein DeNatale Goldner	Silver Savory Sponsor	\$10,000.00
Pentas	Gourmet Gala Enthusiast	\$5,700.00
Dignity Health	Gourmet Gala Enthusiast	\$5,000.00
Dignity Health Medical Network	Gourmet Gala Enthusiast	\$5,000.00
Insurica	Gourmet Gala Enthusiast	\$5,000.00
Wipfli LLP	Gourmet Gala Enthusiast	\$5,000.00
Lexus	Gourmet Gala Enthusiast	\$5,000.00
Houchin Blood Bank	Floral Sponsor	\$4,000.00
AES	Floral Sponsor	\$4,000.00
Pensionmark	Entertainment Sponsor	\$2,500.00
Keenan	Friends of CAPK	\$2,000.00
Daniells Phillips Vaughan & Bock	Friends of CAPK	\$2,000.00
Colombo Construction	Friends of CAPK	\$2,000.00
Berry Petroleum	Friends of CAPK	\$2,000.00
Grimmway Produce	Friends of CAPK	\$2,000.00
Great Western Recreation	Friends of CAPK	\$2,000.00
Citizens Business Bank	Friends of CAPK	\$2,000.00
Moneywise	Table	\$1,400.00

Sentinel Peak	Table	\$1,400.00
Kern Veteran Supports	Table	\$1,400.00
Tri Counties Bank	Table	\$1,400.00
Kern, Inyo and Mono Counties Central Labor Council, AFL-CIO	Table	\$1,400.00
CSUB Alumni Association	Table	\$1,400.00
Jim Damian	Table	\$1,400.00
Valley Strong Credit Union	Table	\$1,400.00
Bynum, Inc	Table	\$1,400.00
CAPK- Content Area Specialists	Table	\$1,400.00
Oasis Air and Solar	Table	\$1,400.00
Golden Empire Gleaners	Table	\$1,400.00
Econo-West, Inc	Donation	\$1,500.00
Barbara E Patrick	Donation	\$1,000.00
Dan and Jennifer Drake	Donation	\$520.00
Strata Credit Union	Donation	\$500.00
Jeff Flores	Donation	\$500.00
San Joaquin Fence	Donation	\$500.00
Judah Regenstreif	Donation	\$312.00
Autocell Electronics, Inc	Donation	\$200.00
Uline	Donation	\$200.00
Individual Ticket		\$3,785.00

Total: \$159,617.00

Highlights:

In 2024, we grossed over \$160,000, putting us ahead of last year's numbers as we head into this event. The Foundation is deeply grateful to all board members who sponsored or purchased tickets to support the event.

The silent auction will feature thirty baskets filled with assorted goods at various price points. We also appreciate the board's efforts in helping secure these auction items.

The opportunity drawing prize will be a 4-day trip to Cancun, including airfare. CAPK Staff will be selling glow bracelets for \$100.



Fundraising Update

PRESENTED BY: CATHERINE ANSPACH

DIRECTOR OF DEVELOPMENT

Feed Kern Now



Due to recent USDA funding cuts and significant reductions to the CalFoods Program, the CAPK Food Bank has lost access to vital food resources that normally help feed over 120,000 individuals each month. With the future of federal support uncertain, community involvement has become more critical than ever.

In response, we have launched the **Feed Kern Now** campaign to help bridge the growing gap in resources and ensure continued food support to families in need.

To support or share the campaign, simply text **"Feed Kern" to 50155.**



Hot Fudge Sundae Run & Father's Day Run

Bakersfield Classic Events has teamed up with CAPK to host two upcoming runs in support of the Oasis Family Resource Center and the M Street Navigation Center.

- The Hot Fudge Sundae Run takes place **Saturday, May 31 at 8:00 AM.**
- The Father's Day Run will be held on **Saturday, June 14 at 8:00 AM.**

Both races will be held at **Riverwalk Park**, located at **11200 Stockdale Hwy.**



Recent Grant Applications



The CAPK Foundation recently submitted a grant application to the new Hard Rock Casino, requesting \$5,000 in support of the M Street Navigation Center. These funds would help sustain critical services for individuals experiencing homelessness.



In addition, the CAPK team has applied for a \$20,000 grant from Chick-fil-A to support CAPK's new Veterans Programs.

Huggy Hearts Campaigns



capk
Community Action Partnership of Kern

YOUTH & FAMILY PROGRAMS

- ⇒ **After-school Program**
Our Centers provide children with homework assistance while taking part in fun, recreational & educational activities; all in a safe and supportive environment. Daily snacks are provided.
- ⇒ **Summer Enrichment**
Our Shafter Youth Center & The Friendship House Youth Center give children an opportunity to take part in a full day of activities including educational enrichment, arts & crafts, sports and recreational activities. Daily breakfasts, snacks & lunch are provided.
- ⇒ **Family Support Services**
Our Family Resource Centers provide direct family support services through case management, utility assistance, emergency pantry and referrals to community program assistance.



Community Action Partnership of Kern (CAPK) is passionate and focused on serving the most vulnerable populations in Kern County.

Since 1965, CAPK has been able to help economically disadvantaged youth and families to build and achieve individual and family self-sufficiency.



Tax ID# 86-1249865.

Valley Strong Credit Union recently completed its Huggy Heart Campaign for the month of April, raising \$2,200 for our Youth and Family Centers. To date, Valley Strong has contributed over \$17,000 in support of our centers.

Alta One Credit Union will also be hosting a Huggy Heart Campaign in July and August to benefit our Youth and Family Centers.

Upcoming Ribbon Cuttings



Under CAPK's new Veterans and Supportive Services Program, the Covey Cottages will be hosting a ribbon-cutting ceremony on **Thursday, June 26th @ 9:00am**. Additional details will be shared with the board in the near future.



The Central Kitchen, which provides over 3,000 meals daily to children in the Head Start program, is moving into a new building. The ribbon-cutting for this event will take place on **Thursday, August 7th**.

Additional details about both events will be shared with the board closer to the events.



Oasis Baby Shower Event

The Oasis Family Resource Center is hosting its Annual Baby Shower Event on Saturday, August 2 at SpringHill Suites in Ridgecrest.

- Address:** 113 E Sydnor Ave, Ridgecrest, CA 93555
- Time:** 1:00 PM to 2:30 PM

(25) low-income families expecting a new baby will receive a free stroller, car seat, diapers, and other essential items.



 **Oasis Family
Resource Center**



QUESTIONS?