



DATE: November 18, 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 September 23, 2025 Board of Directors Meeting – **Action Item (Documents unavailable at the time of posting – to be added prior to the November 18th meeting)**

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 – Action Item (p. 13-32) | Alex Dominguez, Klein DeNatale Goldner
Pritika Ram, Chief Business Development Officer |
| c. 2026 Board Meeting Calendar – Action Item (p. 33) | Catherine Anspach, Director of Development |
| d. Ad Hoc Selection Committee Update – Info Item (p. 34-40) | Ariana Joven, Vice-Chair |
| e. Fundraising Update – Info Item (p. 41-51) | Catherine Anspach, Director of Development |
| f. Grant Funding Report – Info Item (p. 52-53) | Annelisa Corona, Community Development Supervisor |

V. Board Member Comments

VI. Next Scheduled Meeting

Board of Directors Meeting
12:00 pm
Tuesday, January 27, 2026 (Tentative)
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, November 12, 2025. Lara Popkin, Administrative Coordinator.



BOARD MEETING

NOVEMBER 18, 2025

FINANCIAL REPORT

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Community Action Partnership of Kern Foundation

Contributions by purpose
for the period of 01/01/2025 to 10/31/2025

Purpose	Amount	# Contributions
General	\$3,987.63	73
M Street Navigation Center - Homeless Center	\$11,118.29	8
Oasis Family Resource Center - Ridgecrest	\$5,119.58	15
East Kern Family Resource Center	\$10,517.36	4
Shafter Youth Center	\$148.05	8
Volunteer Income Tax Assistance - VITA	\$16,202.74	10
Food Bank	\$295,525.22	351
Friendship House	\$50.00	1
Head Start	\$15,000.00	2
Gourmet for Good	\$189,036.42	115
Friendship House Casino Night 2025	\$12,011.00	19
Hunger Action Month	\$7,069.74	30
Veterans Services	\$2,697.32	6
Veterans Services	\$1,060.00	3
Total	\$569,543.35	645



Community Action Partnership of Kern Foundation

Income Statement
for the period of 01/01/2025 to 10/31/2025

Account Number	Account Name	Amount
Income		
4220	Contributions Income	\$260,268.80
4230	Fundraising	\$221,418.83
4310	Interest Earned	\$2,620.80
4900	CAPK Agency Contribution	\$474,983.00
Total Income		\$959,291.43
Expense		
5105	Salaries	\$195,948.54
5205	Benefits	\$57,575.16
6105	Local Travel - Staff	\$1,063.65
6120	Out of Town Travel - Staff	\$465.29
6125	Out of Town Travel - Board	\$290.70
6135	Per Diem - Staff	\$100.25
6140	Per Diem - Board	\$100.25
6150	Vehicle Gasoline	\$581.93
6205	Rent/Lease	\$6,012.41
6210	Repair/Maintenance/Incidental Alterations	\$1,931.22
6235	Utilities	\$2,101.99
6305	Office Supplies	\$23,145.13
6505	Legal Fees	\$2,039.50
6510	Audit Fees	\$1,650.00
6520	Consultant Services	\$28,358.40
6525	Software Support/Maintenance	\$5,553.00
6605	Communications	\$1,242.26
6610	Postage	\$1,587.85
6615	Printing	\$8,384.07
6620	Risk Insurance	\$10.80
6625	Hiring Costs	\$0.75
6635	Board Costs	\$741.40
6645	Tuition/Registration Fees - Staff	\$1,550.93
6660	Equipment Rent/Lease	\$18,034.48
6675	Outreach	\$95,436.84
6680	Training Expenses	\$3.61
6685	Meeting Expenses	\$4,481.22
6690	Membership Fees	\$942.00
6695	Bank Fees	\$3,569.41
6715	Licensing/Misc Fees	\$476.03
6990	Contribution - CAPK	\$317,893.63
7127	Client Incidentals	\$24,177.90
7180	Volunteer Costs	\$213.82
7910	Facility Use	\$2,062.23
9999	Indirect Expense	\$35,645.11
Total Expense		\$843,371.76
Net Income (Loss)		\$115,919.67



Community Action Partnership of Kern Foundation

Balance Sheet
as of 10/31/2025

Account Number	Account Name	Amount
Assets		
1000	Checking	\$188,375.63
1010	Money Market	\$72,715.32
1101	Stripe Payments	\$4,527.94
Total Assets		\$265,618.89
Liabilities		
2100	Accounts Payable	\$6,787.67
Total Liabilities		\$6,787.67
Equity		
3000	General Fund - Fund Balance	\$263,115.86
3101	Food Bank - Fund Balance	\$9,019.45
3103	Volunteer Income Tax Assistance - VITA - Fund Balance	\$500.00
3104	Friendship House Community Center - Fund Balance	\$695.91
3115	Gourmet for Good 2026 - Fund Balance	-\$14,500.00
Total Equity		\$258,831.22
Total Liabilities + Total Equity		\$265,618.89



Community Action Partnership of Kern Foundation
Fund Activity Summary
for the period of 01/01/2025 to 10/31/2025

Fund	Beginning Balance	Income	Expenses	Net Income (Expense)	Transfer	Net Increase (Decrease)	Ending Balance	[Beginning of Fiscal Year] Balance
General Fund	\$125,872.46	\$502,807.99	\$365,564.59	\$137,243.40	\$0.00	\$137,243.40	\$263,115.86	\$125,872.46
Food Bank	\$6,696.72	\$245,256.14	\$242,933.41	\$2,322.73	\$0.00	\$2,322.73	\$9,019.45	\$6,696.72
Volunteer Income Tax Assistance - VITA	\$0.00	\$21,010.24	\$20,510.24	\$500.00	\$0.00	\$500.00	\$500.00	\$0.00
Friendship House Community Center	\$0.00	\$15,052.00	\$14,356.09	\$695.91	\$0.00	\$695.91	\$695.91	\$0.00
Shafter Youth Center	\$0.00	\$7.05	\$7.05	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
East Kern Family Resource Center	\$0.00	\$13,774.36	\$13,774.36	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Oasis Family Resource Center - Ridgecrest	\$145.35	\$10,353.58	\$10,498.93	\$-145.35	\$0.00	\$-145.35	\$0.00	\$145.35
M Street Navigation Center - Homeless Center	\$200.00	\$16,118.29	\$16,318.29	\$-200.00	\$0.00	\$-200.00	\$0.00	\$200.00
Head Start	\$6,761.59	\$15,000.00	\$21,761.59	\$-6,761.59	\$0.00	\$-6,761.59	\$0.00	\$6,761.59
Gourmet for Good	\$3,235.43	\$110,948.46	\$114,183.89	\$-3,235.43	\$0.00	\$-3,235.43	\$0.00	\$3,235.43
Veterans Services	\$0.00	\$8,963.32	\$8,963.32	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Gourmet for Good 2026	\$0.00	\$0.00	\$14,500.00	\$-14,500.00	\$0.00	\$-14,500.00	\$-14,500.00	\$0.00
Total	\$142,911.55	\$959,291.43	\$843,371.76	\$115,919.67	\$0.00	\$115,919.67	\$258,831.22	\$142,911.55



Community Action Partnership of Kern Foundation

Budget: Year to Date
for the period of 01/01/2025 to 10/31/2025

Account Number	Account Name	Actual	YTD Budget	Difference
Income				
4220	Contributions Income	\$260,268.80	\$414,583.30	\$-154,314.50
4230	Fundraising	\$221,418.83	\$145,833.30	\$75,585.53
4310	Interest Earned	\$2,620.80	\$0.00	\$2,620.80
4900	CAPK Agency Contribution	\$474,983.00	\$469,015.80	\$5,967.20
Total Income		\$959,291.43	\$1,029,432.40	\$-70,140.97
Expense				
5105	Salaries	\$195,948.54	\$254,300.90	\$-58,352.36
5205	Benefits	\$57,575.16	\$87,894.20	\$-30,319.04
6105	Local Travel - Staff	\$1,063.65	\$583.40	\$480.25
6120	Out of Town Travel - Staff	\$465.29	\$18,750.00	\$-18,284.71
6125	Out of Town Travel - Board	\$290.70	\$0.00	\$290.70
6135	Per Diem - Staff	\$100.25	\$1,458.30	\$-1,358.05
6140	Per Diem - Board	\$100.25	\$0.00	\$100.25
6150	Vehicle Gasoline	\$581.93	\$458.30	\$123.63
6205	Rent/Lease	\$6,012.41	\$0.00	\$6,012.41
6210	Repair/Maintenance/ Incidental Alterations	\$1,931.22	\$0.00	\$1,931.22
6235	Utilities	\$2,101.99	\$0.00	\$2,101.99
6305	Office Supplies	\$23,145.13	\$15,708.30	\$7,436.83
6505	Legal Fees	\$2,039.50	\$0.00	\$2,039.50
6510	Audit Fees	\$1,650.00	\$0.00	\$1,650.00
6520	Consultant Services	\$28,358.40	\$5,000.00	\$23,358.40
6525	Software Support/ Maintenance	\$5,553.00	\$0.00	\$5,553.00
6605	Communications	\$1,242.26	\$3,333.30	\$-2,091.04
6610	Postage	\$1,587.85	\$0.00	\$1,587.85
6615	Printing	\$8,384.07	\$12,500.00	\$-4,115.93
6620	Risk Insurance	\$10.80	\$0.00	\$10.80
6625	Hiring Costs	\$0.75	\$375.00	\$-374.25
6630	Employee Costs	\$0.00	\$1,000.00	\$-1,000.00
6635	Board Costs	\$741.40	\$2,500.00	\$-1,758.60
6645	Tuition/Registration Fees - Staff	\$1,550.93	\$6,458.30	\$-4,907.37
6660	Equipment Rent/Lease	\$18,034.48	\$0.00	\$18,034.48
6675	Outreach	\$95,436.84	\$88,333.30	\$7,103.54
6680	Training Expenses	\$3.61	\$6,250.00	\$-6,246.39
6685	Meeting Expenses	\$4,481.22	\$3,333.30	\$1,147.92
6690	Membership Fees	\$942.00	\$1,250.00	\$-308.00
6695	Bank Fees	\$3,569.41	\$0.00	\$3,569.41
6715	Licensing/Misc Fees	\$476.03	\$0.00	\$476.03
6990	Contribution - CAPK	\$317,893.63	\$477,308.30	\$-159,414.67
7127	Client Incidentals	\$24,177.90	\$0.00	\$24,177.90
7180	Volunteer Costs	\$213.82	\$0.00	\$213.82
7910	Facility Use	\$2,062.23	\$0.00	\$2,062.23
9999	Indirect Expense	\$35,645.11	\$42,637.50	\$-6,992.39

Account Number	Account Name	Actual	YTD Budget	Difference
Total Expense		\$843,371.76	\$1,029,432.40	\$-186,060.64
Total		\$115,919.67	\$0.00	\$115,919.67



MEMORANDUM

To: Board of Directors

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

Date: November 18, 2025

Subject: 4b: Bylaws Amendments: Transition from Brown Act Governance to Private Nonprofit Governance – **Action Item**

Overview

This memorandum includes the proposed amendments to the CAPK Foundation Bylaws. These updates reflect the Foundation's transition from a public board voluntarily governed by the Brown Act to a private nonprofit governance model, with a focus on fundraising and philanthropic growth. The revised Bylaws also incorporate updated language regarding Director qualifications, selection, tenure, and responsibilities to align with best practices for nonprofit boards.

Summary of Proposed Bylaw Amendments

During the meeting, the legal team will provide a comprehensive overview of the following key changes:

- Removal of Brown Act Language: Elimination of all provisions requiring voluntary compliance with open meeting laws.
- Director Terms: Establishment of clear term lengths and limits for board members.
- Officer Selection: Updated procedures for nominating, electing, and appointing officers.
- Board Member Terms and Selection: Revised criteria and processes for board recruitment, nomination, appointment, and removal.

Recommendation

Staff recommends that the Board of Directors of the CAPK Foundation approve the transition to a private board effective November 18, 2025.

Attachment

CAPK Foundation Bylaws

**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, Suite 200, 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.

**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.

3.4. Annual Meeting.

The annual meeting of the sole member shall be held at the principal office of the corporation on March 24 or soon thereafter of each year, if not a legal holiday and if a legal holiday, then on the next succeeding business day not a legal holiday, or as soon thereafter as possible. At the annual meeting, the sole member shall consider reports of the affairs of the corporation and transact other business as may properly be brought before the meeting. The Board may designate a different time, date, or location, in which case notice must be given in the manner specified for regular meetings.

3.5. Regular Meetings.

The Board may designate regular meetings of the sole member. Notice of such regular meetings of the sole member shall be given in accordance with Section 3.7 of these Bylaws.

3.6. Special Meetings.

Special meetings of the sole member may be called at any time by order of the President, the Secretary, the sole member, or 2 Directors of the Board. 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 Meetings.

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 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 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.

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 of Incorporation ("Articles"), these Bylaws, and the pertinent restrictions of the California Corporations Code, all the activities and affairs of the corporation shall be exercised by or under the direction of the Board. 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 the President of the corporation, prescribe duties for the President as may not be inconsistent with law, with the Articles, or with these Bylaws, fix the terms of the office and the President's compensation and in their discretion require from the President 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 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 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 Board until changed by an amendment of the Articles or by an amendment to these Bylaws. The number may be changed by the vote or written assent of a majority of the Directors then in office.

4.3. Selection and Tenure of Office.

(a) **Selection.** The initial Board shall be elected at the annual meeting of the sole member. 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.

Any subsequent member of the Board shall be elected by a majority vote of a quorum of the Board. Prior to such election, however, any individual seeking consideration to serve as a Director must first submit an application to the corporation. Each application shall include the corporation's Conflict of Interest Form and the corporation's Board Member Roles and Responsibilities Agreement. Applications shall be made available at the corporation's principal office. The corporation shall accept applications on a rolling basis until the Board reaches a total of 21 Directors. Once this number is met, the corporation shall only accept applications to fill vacancies.

The Board Chair shall appoint a Selection Committee made up of members of the Board which shall review all applications submitted to the corporation. Those applicants satisfying the qualifications set forth under subsection (b) below, as determined by the Selection Committee, shall be invited to interview with the Selection Committee and corporation staff. The Selection Committee shall present, from time to time, its recommendations for membership to the Board. The Board shall take action upon the Selection Committee's recommendations upon presentation by the Selection Committee or corporation staff. Upon election by the Board, such newly elected Directors shall meet with corporation staff and receive a "Board Member Welcome Packet."

(b) **Qualifications.** Each Director must be an individual over the age of 18 who has experience on a nonprofit board and/or who has experience in fundraising, developing, and maintaining a charitable endowment, and must believe, without reservation, in the mission and purpose of the corporation. Each Director must actively participate in the corporation's fundraising activities, including donor cultivation, solicitation, and stewardship. In addition, each Director must contribute a specified amount each year, as annually determined by the Board, as a personal financial commitment to support the Foundation's fundraising activities. Each Director must serve as an ambassador for the corporation in the community and uphold the values and integrity of the corporation.

(c) **Term.** Each Director shall serve a term of 3 years and until a successor has been qualified and elected.

(d) **Reappointment.** Upon expiration of a Director's term, corporation staff shall review the Director's attendance, participation, fundraising contributions, and other relevant performance factors, as outlined in these Bylaws and the Board Member Roles and Responsibilities Agreement, to determine that Director's eligibility for reappointment.

Any Director in good standing, defined as meeting or exceeding expectations in attendance, engagement, and fundraising, may be reappointed by a majority vote of a quorum of the Board for an additional 3 year term without undergoing the formal selection process, as set forth in subsection (a) above.

4.4. 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 vote 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.

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.

4.5. Board Chair.

Annually, the Board shall elect a Chair (the "Board Chair") by majority vote of a quorum of the Board. The Board Chair, shall, if present, preside at all meetings of the Board, and exercise and perform other powers and duties as may be from time to time assigned to him or her by the Board 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.

4.6. 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 3 consecutive regularly scheduled Board meetings.

(b) Unexcused absences from 5 regularly scheduled Board meetings in any consecutive 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.

(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 4.3 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 4.3.

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 a quorum of the Board. 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.

4.7. Place of Meetings.

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special, or adjourned) of the Board 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.

4.8. Annual Meeting and Regular Meetings.

The corporation's annual meeting shall be held immediately after the adjournment of each annual meeting of the sole member. The Board shall establish a schedule of regular meetings to occur between Annual Meetings by resolution. Notice of either meeting – annual or regular – shall be noticed in accordance with Section 4.10 of these Bylaws.

4.9. Special Meetings.

Special meetings of the Board may be called at any time by order of the Board Chair, the President, the Secretary, or of 2 or more of the Directors. Notice of any such meeting shall be noticed in accordance with Section 4.10 of these Bylaws.

4.10. Notice of Meetings.

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 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.

4.11. 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, a majority of the Directors in 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, these Bylaws, and the California Nonprofit Public Benefit Corporation Law 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.

4.12. Participation in Meetings by Conference Telephone.

Each Director 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 Directors participating in the meeting can communicate with all of the other Directors concurrently, each Director 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.

4.13. 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 adjournment 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.

4.14. Rights of Inspection.

Each 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.

4.15. Official Board Committees. Committees of the Board may be appointed by resolution passed by a majority vote of a quorum of the Board. Committees shall be composed of two or more Directors of the Board, and shall have the powers of the Board as may be expressly delegated to it by resolution of the Board, 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.
- (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.

4.16. 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 of a quorum of the Board; 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, Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, and other officers as may be established by majority vote of a quorum of the Board. One person may hold two or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. The Directors shall appoint a CAPK employee as President. Once appointed by the Board, the President shall appoint the remaining officers, as then existing and created by the Board.

5.2. Election.

The President of the corporation shall be chosen annually by, and shall serve at the pleasure of, the Board, subject to the rights, if any, of the President under any contract of employment. The President 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 appointed and qualified.

5.3. Removal and Resignation.

Any officer, including those officers chosen by the President, may be removed, either with or without cause, by a majority vote of a quorum of the Board, at any regular or special meeting of the Board.

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, 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.

5.4. 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.

5.5. 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 may from time to time delegate the powers or duties of the officer to any other officer, or any Director or other person whom the Board may select.

5.6. President.

The Chief Executive Officer of the corporation and shall, subject to the control of the Board, 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. 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 or the Bylaws.

5.7. Vice President.

In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board, or if not ranked, the Vice President designated by the Board, 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 or the Bylaws.

5.8. Secretary.

The Secretary shall 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, 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.

5.9. 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. The Treasurer shall disburse the

funds of the corporation as may be ordered by the Board, 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.

5.10. 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.

5.11. Salaries.

The salaries of the officers shall be fixed from time to time by the Board 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 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 Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board 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 Board 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 Board 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 Board 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 Board 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 Board 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 Board 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 Board 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 Board and all committees with Board-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 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 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 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 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 Board 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, Suite 200 Bakersfield, CA 93301. 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 Board 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 or the 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, 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, 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, is 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 from time to time or repealed 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, 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). However, nothing contained herein shall require the Board 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 a majority vote of a quorum of the Board. However, the Board shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the President 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 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 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.

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



BOARD OF DIRECTORS 2026 BOARD & STANDING COMMITTEE MEETING CALENDAR

MONTH YEAR	EXECUTIVE COMMITTEE	BOARD MEETINGS
TIME	12:00 pm - 1:00 pm	12:00 pm - 1:00 pm
January		01/27
March		03/24
May		05/26
July	7/28	
September		09/29
November		11/17

- ❖ **Board of Directors and Committee Meetings** are generally held at the Community Action Partnership of Kern Administrative Building, located at 1300 18th Street, Suite 200, Bakersfield, CA. Any changes to the meeting location will be communicated in advance.

Notes:

- ❖ November meeting will be a week early due to the Thanksgiving Holiday.
- ❖ No Standing Committee or Board meetings are scheduled in July & December, except if an Executive Committee meeting is needed.



MEMORANDUM

To: Board of Directors

From: Ariana Joven, Vice-Chair

Date: November 18, 2025

Subject: *Agenda Item 4d: Ad Hoc Selection Committee Update*

Recruitment Committee Meeting Overview

The Recruitment Committee met on October 17 to discuss the following topics: the Board application packet, the timeline for new members, and the sectors needed from new members. Lara sent out an email on October 29 to CAPK staff, CAPK Board members, and CAPK Foundation Board members, announcing that applications would be accepted from November 3 through November 21. The Foundation is still accepting applications from interested candidates.

Next Steps:

- A special meeting will be scheduled to review and present prospective candidates to the Foundation Board.
- On December 5, the committee will review applications and determine which candidates will move forward to interviews.
- Interviews are planned for the week of December 8–12, with the goal of completing the process by January.
- A special meeting with the Foundation Board will be held prior to the tentative January 27 meeting to submit the names for nomination.
- The tentative January 27 meeting will serve as the first meeting for the new members.

Attachments:

CAPK Foundation Board Application Packet



Thank you for your interest in joining the Community Action Partnership of Kern (CAPK) Foundation Board of Directors.

We are truly grateful that you are considering lending your time, expertise, and passion to support our mission of helping children, families, and individuals across Kern County achieve self-sufficiency.

Since its establishment in 2021, the CAPK Foundation has been dedicated to strengthening CAPK's impact through strategic fundraising, community partnerships, and the promotion of a strong culture of philanthropy in Kern County. As the dedicated fundraising arm of CAPK, the Foundation plays a vital role in bridging financial gaps and championing the life-changing programs that, in 2024, reached 137,000 unique individuals.

Board members serve as ambassadors and leaders — providing insight, advocacy, and support that advance our mission in powerful ways. The Board convenes five meetings per year, typically held every other month, with each meeting lasting approximately 1 to 1.5 hours. July and December are considered “dark months,” with only the Executive Committee meeting if needed. Please note that consistent meeting attendance is required to serve as a Board member, and each member is asked to make a fundraising commitment in support of the Foundation's mission.

Attached is our Board Member application packet. Once you have reviewed and completed the packet, a member of our Foundation team will reach out to you to discuss next steps and answer any questions you may have.

Thank you again for your interest. We look forward to connecting with you.

Sincerely,

Jeremy T. Tobias
Chief Executive Officer
Community Action Partnership of Kern

Catherine Anspach
Director of Development
CAPK Foundation



Community Action Partnership of Kern Foundation
BOARD OF DIRECTORS
APPLICATION

1300 18th Street, Suite 200 Bakersfield, CA 93301

Phone: (661) 498-7447

Email: Capkfoundation@capk.org

Contact Information	Name:		Date of Birth:			
	Business / Organization:		Title:			
	Home Address:		City:		Zip:	
	Phone:		Email:			

Please complete the fields below or attach your resume.

Resume attached:

Yes

No

Education	Name & Location of School(s)		Major	Units Completed	Degree / Diploma Earned
	High School:				
	College:				
	College:				
	Other				
	Professional Certificates and/or Licenses Held:				
	Are you presently taking any educational courses?				

Please complete the fields below or attach your resume.

Resume attached:

Yes

No

Employment	Please list relevant employment experience & qualifications below:							
	Company Name:		Address:					
	Position Held:		Phone:		To:		From:	
	Briefly describe duties below:							
	Company Name:		Address:					
	Position Held:		Phone:		To:		From:	
	Briefly describe duties below:							
	Company Name:		Address:					
	Position Held:		Phone:		To:		From:	
	Briefly describe duties below:							

Have you served on other nonprofit organization Boards? If so, please list them by name and the position you hold or held:

Organization Name:		Position:		Years Served:	
Organization Name:		Position:		Years Served:	
Organization Name:		Position:		Years Served:	
Organization Name:		Position:		Years Served:	

Other Memberships, Advisory Boards, Committees & Boards you have served on:

--

What personal skills or strengths of yours do you think would benefit Community Action Partnership of Kern Foundation?

--

Conflict of Interest Declaration:

Any close relatives employed by CAPK? If yes, please list name & relationship:	Name:	Relationship:
Do you have an economic interest in CAPK? If yes, please state interest:		
Are you known by any current CAPK Board Members or staff? If yes, please provide name(s)		

Referral Information

Were you referred by someone? If yes, please list name & relationship:	Name:	Relationship:
--	-------	---------------

I certify that the above is true and accurate.

_____	_____	_____
Printed Name	Signature	Date

Please return completed forms to:

Catherine Anspach-Director of Development
Community Action Partnership of Kern Foundation
1300 18th Street, Suite 200
Bakersfield, CA 93301

For questions, please call (661) 498-7447 or email Capkfoundation@capk.org



Board Member Roles & Responsibilities Agreement

Purpose

The Board Member Roles & Responsibilities agreement serves as the foundation for a successful and engaged Board. As a member of the CAPK Foundation Board, you play a critical role in supporting our mission: to provide and advocate for resources that empower individuals and families in Kern County to become self-sufficient. This guide outlines the expectations and responsibilities that ensure each Board Member contributes meaningfully to that mission.

Term Limits & Commitment

Board members serve a three-year term, with the option to renew their term based on the needs of the Foundation and the members' performance.

During their term, members are expected to actively participate in board and committee meetings, contribute to fundraising and outreach efforts, and represent the Foundation in the community.

Roles & Responsibilities

- Create an atmosphere of philanthropy and ambassadorship by leading by example.
- Commit time to attend no less than 80% of Board & Committee meetings, unless otherwise approved.
- Required to attend at least four CAPK-sponsored events throughout the calendar year.
- Possess talents and abilities that are needed by the Board to advance the mission of the CAPK Foundation.
- Actively and constructively participate in Board discussions and activities.
- Be free of any conflict of interest.
- Uphold the Oath of Confidentiality.
- Support the mission and values of Community Action Partnership of Kern (CAPK) and the CAPK Foundation.

Financial Commitment & Responsibilities

- Secure \$1,500 via sponsorships, in-kind, or personal contribution or a combination thereof by the end of each calendar year.
- Additionally, board members are expected to purchase two tickets to *Gourmet for Good*, unless they or their organization are sponsors, in which case tickets are included and no separate purchase is required.

Signature

Date

COMMUNITY ACTION PARTNERSHIP OF KERN FOUNDATION
BOARD OF DIRECTORS
CONFLICT OF INTEREST STATEMENT

CAPK-F has adopted a conflict of interest policy located in Article VI of its duly adopted bylaws. Pursuant thereto, no member of the Board of Directors, any of its Committees, or the staff of Community Action Partnership of Kern Foundation ("CAPK-F"), shall derive any excess benefit, as defined in the Internal Revenue Code, nor any undisclosed personal profit or gain, directly or indirectly, by reason of his or her participation with CAPK-F. Each individual shall **disclose** to the organization any Financial Interest (defined below) which he or she may have in any matter pending before the organization and shall **refrain from participation** in any decision on such matter. Such persons shall be deemed "Interested Persons."

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 CAPK-F or Community Action Partnership of Kern ("CAPK"), has a transaction or arrangement;
- (ii) A compensation arrangement with CAPK-F or CAPK, or with any entity or individual with which CAPK-F or CAPK has a transaction or arrangement; or
- (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which CAPK-F or CAPK 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. An further, no member of the Board, any Committee, or staff of CAPK-F shall obtain any list of clients of CAPK-F or CAPK for personal or private solicitation purposes at any time during the term of their affiliation.

REPRESENTATIONS AND WARRANTIES

Pursuant to CAPK-F's conflict of interest policy, the undersigned represents and warrants the following:

1. I have read and reviewed CAPK-F's conflict of interest policy as described in its bylaws.
2. I understand the policy and will comply with it in all respects.
3. I understand that CAPK-F is a charitable organization and this policy is necessary to maintain CAPK-F's federal tax exemption.
4. I understand that I have a duty to disclose any Financial Interest if I am an Interested Person.
5. Except for the items identified above, I am not **now** nor at any time during the past calendar year have been, an Interested Person with a Financial Interest as described herein.
6. I make this statement with the understanding that CAPK-F is relying on it in order to maintain and enforce its conflict of interest policy.

DISCLOSURE OF RELATIONSHIPS

At this time, I am a board member, committee member, or an employee of the following organizations:

DISCLOSURE OF FINANCIAL INTEREST

At this time, I have a Financial Interest in the following individuals or entities:

Board Member

Date

Print Name



Fundraising Update

PRESENTED BY: CATHERINE ANSPACH
DIRECTOR OF DEVELOPMENT

Holiday Annual Appeal



The CAPK Food Bank is working around the clock to keep food flowing in response to the recent events. 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.

Board Member, Traco Matthews has shared his inspiring story that will be in the holiday issue of "Greet" magazine and is committed to raising \$10,000.

We're launching a Board-wide fundraising challenge with a goal of \$1,000 per board member. It may sound ambitious, but together, we can achieve something meaningful.

Launch Date: November 17th

Your Personal Fundraising Page: Lara is creating a customized fundraising page for each board member and will be sending you a personalized link where you can share your story and ask for support

Your Goal: \$1,000



2025 ANNUAL WINTER COAT DRIVE

"Keeping our kids warm this winter"



DISTRIBUTION & PHOTO OP

Tuesday, November 18, 2025

9:30am-10:30am

HERITAGE PARK HEADSTART

2320 Mt. Vernon Ave,
Bakersfield, CA 93306

Thursday, November 20, 2025

9:30am-10:30am

MARTHA J. MORGAN HEADSTART

3811 River Blvd,
Bakersfield, CA 93305

sponsored by



**CALIFORNIA
RESOURCES
CORPORATION**



capk
FOOD BANK

You're Invited To A TASTE OF GRATITUDE

Celebrating our Loyal Donors

Join us for a special evening celebrating your generosity and showcasing the vital work of the CAPK Food Bank.

Enjoy a delicious buffet dinner and a behind-the-scenes tour.

**Wednesday, November 19, 2025
5:30pm-7:30pm**

CAPK FOOD BANK
1807 Feliz Drive



RSVP by Nov. 10th to 661.501-2741 or scan here



SCAN ME



HOLIDAY MEAL *Distributions*

THANKSGIVING MEALS DISTRIBUTION

Monday, Nov. 24, 2025
10am-12pm

CHRISTMAS MEALS DISTRIBUTION

Monday, Dec. 22, 2025
10am-12pm

sponsored by



GIVE THANKS. GIVE BACK.



\$8 will sponsor a Holiday Meal for one of our homeless clients at the CAPK M Street Navigation Center.

HOLIDAY

Dinners



THANKSGIVING CELEBRATION

Thursday, Nov. 27, 2025

11:30am - 1:30pm



CHRISTMAS CELEBRATION

Tuesday, Dec. 16, 2025

11:30am - 1:30pm



HOLIDAY CAMPAIGN

NOVEMBER 26 - DECEMBER 23, 2025

**Donate \$10 at Maya Cinemas and
receive two free movie passes**

valid from January 1 thru February 28, 2026

**DONATIONS MUST BE MADE AT
MAYA CINEMAS BAKERSFIELD OR
DELANO OR ONLINE AT THE
MAYA CINEMAS FOUNDATION.**

❄️ ✨ **Makes a great stocking stuffer!** ✨ ❄️

Proceeds to benefit the



For More information
www.capkfoundation.org



Thanksgiving Turkey Day Run

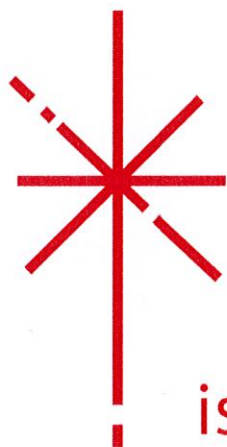


Bakersfield Classic Events has teamed up with CAPK to host their annual Turkey Day Run to benefit the Food Bank.

The event takes place **Thursday, November 27 at 8:00 AM** at **Riverwalk Park**, located at **11200 Stockdale Hwy.**

You can register at **BakersfieldTurkeyDayRun.com**





LightTheWorld
**Giving
Machine**

Scan to learn more



is coming to Bakersfield!

The Shops at Riverwalk

Dec 13 - Jan 3

All Donations Support

Local Non-Profits:

CAPK

Project Linus

Golden Empire

Gleaners

The Salvation Army

The Open Door

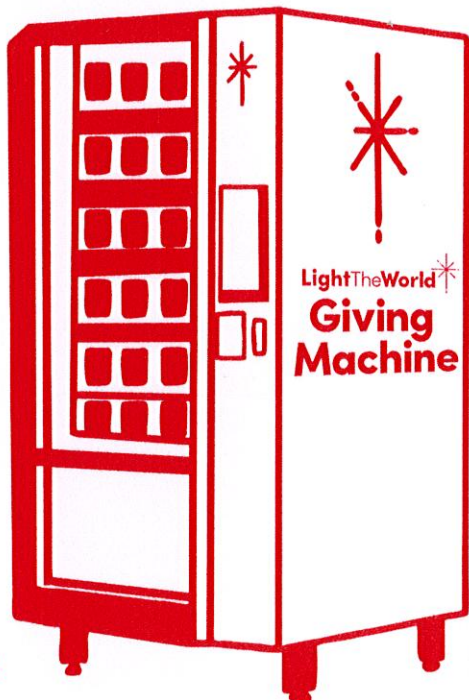
International Non-Profits:

Church World Service

<https://cwsglobal.org>

Special Olympics

<https://www.specialolympics.org>





QUESTIONS?

Instrumentl Opportunities Report - November 12, 2025

Projects: Foundation

Statuses: Awarded - Active Application In Progress Application Submitted

Date Range: Jul 01, 2025 - Nov 30, 2025

 STATUS

\$15,000

Awarded

2 opportunities

\$12,000

Submitted

2 opportunities

\$0

Declined

0 opportunities

Displaying 4 opportunities

FY 2026 March 1 - February 28

NAME	DEADLINE	STATUS	AMOUNT	NEXT TASK	NOTES
September 2025					
Bakersfield West Rotary Community Grant Bakersfield West Rotary Stroope Famil...	Sep 25, 2025	Awarded - Active	Received \$5,000 Requesting \$5,000		The Foundation will apply for funding to support CAPK Family Resource Centers which are vital hubs for communities that are geographically isolate..
October 2025					

HeadStart Winter Coat Drive Sponsorship Chevron Community Investment	AC	Oct 10, 2025	Awarded - Active	Received \$10,000 Requesting \$10,000	The foundation will apply for funding to support new winter coats for all children enrolled in CAPK Head Start for 2026.
Kern River Valley Community Fund Competitive Grants Kern Community Foundation	JG	Oct 14, 2025 (due Oct 15, 2025)	Application Submitted	Requesting \$5,000	The Foundation will apply for funding to support the VITA program.
November 2025					
Rotary Club of China lake Charitable Foundation Grant Rotary Club of Chinalake Charitable F...	EL	Nov 1, 2025	Application Submitted	Requesting \$7,000	The foundation will apply for funding to support two projects for the Oasis Family Resource Center. One focuses on improvements to the C...