



Bylaws of
The Lace on Race
Center for Racial Equity
A California Public Benefit Corporation

Article I. Purpose

Section 1. Specific Purpose

The specific purpose of The Lace on Race Center for Racial Equity (“the Center”) is to promote racial equity through educational and charitable activities, in order to lessen and mitigate harm endured by Black and Brown people, perpetuated by white people and white supremacy.

Section 2. General Purpose

The Center is organized for charitable and educational purposes, including making distributions to organizations whose efforts are aligned with those of the Center. It is not organized for the private gain of any person or organization. The Center shall not, however, be prohibited from providing reasonable compensation to employees, independent contractors, et al. for goods and services provided for the benefit of the Center.

Article II. Offices

Section 1. Business Address and Registered Agent

The Business Address and Registered Agent for the transaction of the business of the Center shall be as designated in the Articles of Incorporation. The Board of Directors, at any regular or Special Meeting, may from time to time change the Business Address and/or Registered Agent of the Center.

Section 2. Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the Center is qualified to transact business.

Article III. Limitations

Section 1. Prohibited Activities

The Center is organized and operated exclusively for charitable purposes, within the meaning of the Internal Revenue Code and the California Revenue and Taxation Code. The Center shall

not engage in any activities proscribed to such charitable organizations. The Center shall not, except to an insubstantial degree, engage in any activities that do not further the stated purposes of the Center.

Section 2. Political Activities

The Center shall not endorse, contribute to, work for, or otherwise participate or intervene in any campaign on behalf of, or in opposition to, any candidate for public office, nor on behalf of, or in opposition to, any local or state ballot measure.

Article IV. Board of Directors

Section 1. Founding Board

- A. The Founding Board comprises all those signatories to the adoption and ratification of the original bylaws of the Center.
- B. Each member of the Founding Board is a voting member of that Board, regardless of any private interest.
- C. The Founding Board shall hold one meeting, at which, after the election by majority of a Chair and a Secretary, they will certify the original bylaws, and elect the Transition Board.

Section 2. Transition Board

- A. The Transition Board shall have the same number of seats as there are members of the Founding Board.
- B. Each member of the Founding Board shall cast four votes, each for a different member of the Founding Board.
- C. The members shall be ranked by votes received and divided into thirds. The third of members receiving the most votes shall each be assigned a term of three years, the second third terms of two years, and the final third, terms of one year. If the number of members is not divisible by three, then the extra member or members shall be assigned a three-year term and a two-year term, respectively. Any ties shall be resolved by random lottery.
- D. Any member of the Transition Board who is, or who during their term becomes, an interested party (as defined in Section 3 of this Article), shall be or shall become a non-voting member.

Section 3. Size & Composition

- A. The Board may at its discretion revise the size of the Board, with no fewer than 5 and no more than 21 seats. The entire Board shall comprise both elected and appointed Directors, whether voting or non-voting, and shall not include any non-voting *ex officio* members as may be invited by the Board.

- B. The Center values consensus and cooperation, and except where defined more strictly in these bylaws, a majority shall be defined as two-thirds.
- C. The Executive Director (Article V) and the Financial Director (Article VI) shall each hold an appointed seat on the Board as a non-voting Director.
- D. Any other elected or appointed Director shall have voting privileges, provided that neither they nor any of their family has been, within the last twelve months, compensated by the Center in excess of \$2,000 for services rendered it, in which circumstance the Director shall not have voting privileges. Any reasonable advancement or reimbursement paid to a Director as Director shall not be included in the \$2,000.
- E. In compliance with California law, and notwithstanding any other provision of these bylaws, not more than forty-nine percent of the persons serving on the Board may be interested persons. For purposes of this provision (E) only, “interested persons” means:
 - a. any person currently being compensated by the corporation for services rendered it within the previous twelve months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
 - b. any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4. Board Duties

A. Duty of Care

The Board and each Director shall take care of the Center by ensuring prudent use of all assets, including facility, people, and good will.

B. Duty of Obedience

The Board and each Director shall ensure that the Center obeys applicable laws and regulations; follows its own bylaws; and adheres to its stated purpose and mission.

C. Duty of Loyalty

The Board and each Director shall ensure that the Center’s activities and transactions substantially engage with its mission; shall recognize and safeguard the Center from conflicts of interest; and shall make decisions that are in the best interest of the Center and not that of any other individual or entity.

D. Duty of Ethos

The Board and each Director shall abide by the Center’s mission, Code of Ethics, and any and all other codes and policies as may be added to the Center’s Policy Manual from time to time.

E. Duty of Praxis

Each and every Director shall maintain themselves as active and engaged members of the Center, and shall strive at all times to congruence and integrity in their efforts to lessen and mitigate harm endured by Black and Brown people, perpetuated by white people and white supremacy.

Section 5. Board Responsibilities

It shall be the responsibility of the Directors to:

- A. maintain and periodically review the Mission Statement and other codes and policies of the Center (see Article XIII);
- B. approve and oversee the Center's strategic plan, and maintain strategic oversight of operational matters;
- C. review and approve the annual budget of the Center, and provide oversight of the financial stability of the Center;
- D. select both the Executive and Financial Directors; determine their compensation; provide them with both oversight and accountability; and evaluate their performance and conduct (see Articles V and VI);
- E. meet at such times and places as required by these bylaws; and
- F. perform any and all other duties imposed on them, collectively or individually, by law, by the articles of incorporation of the Center, or by these bylaws.

Section 6. Compensation

Directors shall serve without compensation for their duties as Director, and shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties, provided such expenses were authorized by the Board.

Section 7. Officers

A. Officers

The officers of the Center shall comprise a Chair, a Secretary, a Comptroller, and a Treasurer. No Director may hold multiple offices simultaneously. The Board shall have the power to designate additional officers and to determine all the conditions of such offices.

B. Election & Terms

- a. The election of any officer for a full or interim term shall be preceded by nominations and conducted by ranked-choice voting. The newly elected officers will commence their terms immediately after the meeting in which they were chosen is adjourned.
- b. The offices of Chair and Secretary shall be held for a term of two fiscal quarters, and no Director may hold the same office twice in a row. Excepting the Executive and Financial Directors, any other Director shall be eligible.
- c. The office of Comptroller shall be held for a term of two years, and may only be filled by a Director with voting privileges as defined in Section 3 of this Article, who has served as a Director for at least six months. If the office of Comptroller is or becomes vacant, the Board shall elect an interim Comptroller, who shall serve until the next regular election for the office.

- d. The office of Treasurer shall be held by the Financial Director of the Center (see Article VI). When, from time to time, the position of Financial Director is or becomes vacant, the Board shall elect from among the Directors with voting privileges an interim Treasurer, who will hold the office until such time as the position of Financial Director is filled according to these bylaws.

C. Vacancies & Removal

- a. If any office becomes vacant, the Board shall meet with all due speed to elect an interim officer.
- b. The office of Treasurer being held by the Financial Director, the terms of resignation and removal are governed by Article V.
- c. Excepting the Financial Director as Treasurer, whose removal is governed by Article V, any officer may be removed at any time, either with or without cause, by a majority of the Board.
- d. Any officer may resign at any time by giving written notice to the Board Chair or Secretary.

D. Responsibilities

- a. The Chair shall determine Board meeting agendas and preside at meetings; enforce the Center's bylaws; coordinate the work of officers and committees of the organization; order and present a report of the Center's operations for the fiscal year at the annual meeting; perform obligations assigned by law or otherwise to an organization's "President"; and perform other such duties as may be assigned to them by the Board.
- b. The Secretary shall provide sufficient notice for meetings as provided in these bylaws; maintain full and accurate records of the proceedings of meetings of the Board; ensure that committees maintain full and accurate records of their meetings, and submit them to the Secretary in a timely manner; file at the principal office of the Center a copy of these Bylaws as amended to date; exhibit to any Director, or to their agent or attorney, any and all official Board records; ensure the accuracy of any membership records; prepare reports as required by these bylaws or requested by the Board; and perform other such duties as may be assigned to them by the Board.
- c. The Comptroller shall execute, in the name of the Center, such deeds, mortgages, bonds, contracts, or other instruments which have been duly authorized by the Board, except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws; together with the Treasurer, sign or otherwise authorize any and all checks and notes as provided for in these bylaws; and perform other such duties as may be assigned to them by the Board.
- d. The Treasurer, subject to the provisions of these bylaws, shall on behalf of the Center have charge and custody of all funds and securities; keep permanent books sufficient to establish at all times complete and correct accounts; receive and disburse the funds; exhibit any and all financial records and

accounts to any Director, or to their named agent or attorney; provide an accounting of any or all financial transactions or circumstances; prepare and present the annual financial report to the Board; prepare and certify any and all required financial statements and filings; and perform other such duties as may be assigned to them by the Board.

Section 8. Board Elections

A. Time & Place

The election of Directors shall be conducted at the annual meeting.

B. Notice

In accordance with these bylaws and detailing the procedures for both the nominations and the election, notice shall be provided to all eligible voters no later than fourteen days ahead of the election.

C. Voting Eligibility

- a. All Directors, elected and appointed, shall be eligible to vote, including those who are considered by any provision of these bylaws to be interested persons.
- b. If the Center has a Membership, then members determined to be in good standing thirty days prior to the Board Elections, including any who are interested persons according to these bylaws, shall be eligible to vote.

D. Election Procedure

- a. Elections may be conducted using virtual voting technology.
- b. The winning candidates shall be determined using a system of ranked choice voting, and once determined, be assigned to particular seats by lottery.
- c. Voting may be exercised by documented proxy.
- d. Any and all additional election policies determined by the Board must substantially align with the Center's core values, and be consistent with these bylaws and with the articles of incorporation.

E. Certification

- a. The Chair and Secretary shall certify the results of the election immediately upon its completion.
- b. The election being duly certified, the newly elected Directors shall be seated immediately upon adjournment of the annual meeting, and the old Directors retired from the Board.

F. Special Elections

- a. The Board shall have the authority, from time to time and at its discretion, to hold a Special Election to fill one or more seats on the Board.
- b. Any Special Election shall adhere to the same policies as a general election.

- c. In the circumstance that, for whatever reason, the number of Directors becomes less than seven, a Special Election shall be conducted within ninety days to increase the Board to at least seven Directors.

Section 9. Terms

- A. The Transition Board shall be elected to serve terms of one, two, or three years, as described in Section 2 of this Article, with the intention of establishing a cycle whereby approximately one-third of the elected seats are up for election each year. Thereafter, every seat shall hold a term cycle of three years unless otherwise resolved by the Board.
- B. Board members are not limited as to the number of terms they may serve. However, after every six consecutive years served, a person shall retire from the Board for at least one fiscal year.

Section 10. Vacancies & Removals

- A. Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director, or whenever the number of authorized Directors is increased.
- B. Any Director may resign by giving written notice to the Board. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the attorney general.
- C. The Board may, by majority vote, declare vacant the seat of any Director who:
 - a. has been declared of unsound mind by a final order of court; been found by a final order or judgment of any court to have breached their duty as Director; or convicted of a felony which is in violation of the ethos of the Center. No Director shall be removed for a felony conviction incurred for acts of civil disobedience, nor for any action which is no longer deemed felonious.
 - b. fails to attend three consecutive Board meetings during any fiscal year, without valid excuse, as determined by the Board at its discretion.
 - c. is or becomes noncompliant with any requirement or qualification that was in effect at the beginning of that Director's current term of office.
- D. If there is a membership, any or all of the Directors can be removed, with or without cause, by the members, at a duly noticed meeting.
 - a. If the nonprofit has 50 members or less, a Director may be removed by a majority of the entire membership.
 - b. If there are more than 50 members, a Director may be removed by a vote of the majority of a quorum of the members as defined in Article VI.
- E. If there is no membership, Directors may be removed without cause by a three-quarters majority of the entire Board (as defined in Article IV Section 3).

Article V. Executives

Section 1. Executive Director

The Board shall hire and supervise an executive who shall be the Executive Director of the Center, and who shall direct, manage, and control the Center's activities and affairs. They shall have such other powers and responsibilities as may be assigned to them by the Board and/or these bylaws, and shall report to the Board on any or all matters that may affect the Center at their initiative or at the Board's request.

Section 2. Financial Director

The Board shall hire and supervise an executive who shall be the Financial Director and serve the Board as Treasurer. The Financial Director shall be empowered to conduct all financial business of the Center, in compliance with the terms of these bylaws and any additional terms the Board may approve. They shall have such other powers and responsibilities as may be assigned to them by the Board and/or these bylaws, and shall report to the Board on any or all matters that may affect the Center at their initiative or at the Board's request.

Section 3. Terms of Employment

Terms of employment shall be negotiated and approved by the Board or its delegated committee, and shall include, among other things, terms of resignation and removal. Executives shall agree to abide by any and all codes and policies which the Board has approved and entered into the Center's Policy Manual, and other such codes and policies as the Board may approve to govern their conduct.

Section 4. Other Professional Ventures

The Center recognizes that its executives may choose to engage in other professional ventures (businesses, projects, contracts, arrangements, etc.), either substantially or insubstantially related to their work for the Center. An executive may, with prior consent of the Board to each separate venture, engage in such ventures, contingent on their full disclosure of the material facts of the venture, including, but not limited to, funding, ownership, hours, income, and content, so that the Board may conduct a formal evaluation for and resolution of conflict of interest.

Article VI. Membership

The Center may create a single class of members, with voting rights and other rights as specified in these bylaws. If the Center has a membership, the Board shall create, or cause to be created, and enter into the Policy Manual the Membership Standards and Procedures, which shall govern admission to the membership, and which they may, from time to time and at their discretion, revise. The Membership shall receive notice of any revision to the Membership Standards and Procedures no later than thirty days after the change has been

approved by the Board. If a quorum of membership is required for some action, that quorum shall be defined as two-thirds of the Membership.

Article VII. Committees

Section 1. Board Powers

The Board may establish committees, to be designated “delegated” or “advisory”, as described in this section, as well as eliminate and modify committees, at its discretion.

Section 2. Delegated Committees

The Board shall have authority to establish “delegated committees”, which committees shall comprise two or more Directors, and other members as the Board shall choose to appoint. These committees shall be delegated the power to exercise the authority of the Board of Directors in the management of the Center. The Board may, at its discretion, assign committee voting privileges to any member who does not hold a voting seat on the Board. The formation and appointment of any such committee shall not relieve the Board, or any individual Director, of any responsibility imposed under these bylaws or by law.

Section 3. Advisory Committees

Other, “advisory committees” may be created by resolution of the Board; these committees shall not have nor attempt to exercise the authority of the Board of Directors. The Board shall appoint members to these committees and determine their voting privileges in committee. Every advisory committee must have as a member at least one Director, officer, employee, or other agent of the Center. These additional committees shall act in an advisory capacity only to the Board, and shall be clearly titled as “advisory” committees.

Section 4. Meetings & Actions of Committees

- A. Committees and all their members are bound to comply fully with these bylaws, all codes and policies in the Center’s Policy Manual, and with any additional rules and directives such as may be imposed upon them by the Board.
- B. At any meeting of any committee, a quorum of two-thirds of the total voting membership of the committee shall be required for committee business.
- C. All resolutions and recommendations of an Advisory Committee shall require ratification by the Board before having effect.

Article VIII. Meetings

Section 1. Place of Meetings

- A. All meetings may be held via teleconference, unless otherwise resolved by the Board.

- B. Presence at a meeting of the Board via teleconference constitutes presence in person if all of the following apply:
 - a. each Director participating in the meeting can communicate with all of the other Directors concurrently;
 - b. each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or object to, a specific action to be taken by the Center; and
 - c. the Chair and Secretary verify that all persons participating in the meeting are entitled to participate in the meeting, and that all votes and actions of the Board are undertaken only by Directors.
- C. For any meeting at which members are in attendance, they shall be provided with the means to request recognition from the Chair, and to submit questions and statements to the Board during the meeting.

Section 2. Meeting Types

- A. Regular meetings of the Board shall be held within the first week of each quarter.
- B. The Annual Meeting shall coincide with the first regular meeting of the fiscal year.
- C. Special Meetings of the Board may be called by any two Directors in the intervals between quarterly meetings.

Section 3. Notice of Meetings

- A. At least two weeks' notice shall be given of regular and annual meetings of the Board.
- B. Special Meetings of the Board may be held upon at least 48 hours' notice, unless all Directors waive, in writing, this minimum notice.
- C. Notice of the time and place whereupon any adjourned regular or Special meeting of the Board shall be resumed shall be given to all Directors as soon as is reasonable.
- D. Notice shall be communicated by electronic delivery, unless U.S. Postal Service delivery has been requested, in writing, by the Director or Member.
 - a. Electronic delivery shall comprise:
 - i. e-mail, text, or voice messaging, directed to the address or number on record with the Center;
 - ii. messaging directed to a group address which forwards to the individual address on record;
 - iii. posting on an electronic message Board or network which the Center has designated for those communications, together with a separate notice to the recipient of such posting; or
 - iv. another means of electronic communication approved by the Board.
 - b. Any method of electronic delivery must create a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Section 4. Consent & Waiver of Notice

The transactions of any meeting of the Board, however called and noticed, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum is present, and provided that, before or after the meeting, each Director absent from the meeting signs an approval of the meeting or of the minutes thereof. Such approvals shall be made a part of the minutes of the meeting or otherwise preserved in the official record.

Section 5. Quorum

- A. A quorum shall consist of two-thirds of voting Directors, unless a larger quorum is specified.
- B. Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such a meeting is a motion to adjourn.
- C. The Directors present at a duly called and held meeting at which a quorum is initially present, may continue to do business, notwithstanding the loss of a quorum at the meeting; any action thereafter taken must still be approved by at least a majority of the required quorum.
- D. Directors may grant proxy to another director for voting purposes, and a proxy will count toward the quorum. The proxy must have an active period noted.

Section 6. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present, at a meeting duly held at which a quorum is present, is the act of the Board of Directors, unless the articles of incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, demand different rules for approval of a matter by the Board.

Section 7. Conduct of Meetings

Meetings shall be governed by such rules as support the Center's core values of consensus and community, and which are consistent with these bylaws, with the articles of incorporation of this corporation, and with provisions of law. The Board may at its discretion formalize any and all rules in the Center's Policy Manual.

Section 8. Action by Unanimous Written Consent

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such consent or consents may be electronic and shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Article IX. Conflicts of Interest

The Board shall enter into the Policy Manual a Conflict of Interest policy designed to protect the Center's interest in any transaction or other arrangement that might benefit the private interest of any officer, Director, employee, or agent of the Center. This policy shall supplement, but not replace, any applicable state and federal laws governing conflict of interest for nonprofit and charitable organizations.

Article X. Liability & Indemnification

Section 1. Non-liability

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

Section 2. Indemnification

The Center shall, to the extent permissible by law, indemnify each person who is serving or has served at any time as an officer, Director, employee, or agent of the corporation against all expenses and liabilities reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which they may become involved by reason of their service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which they shall have been finally determined in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was made with the written consent of such indemnified person.

Section 3. Insurance

The Board of Directors may, at its discretion and at any time, adopt a resolution requiring the purchase and maintenance of insurance to indemnify any Director, officer, employee, or agent of the Center against any liability incurred for actions taken in good faith and in the reasonable belief that such action was in the best interests of the Center.

Article XI. Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any Director, officer, employee, or agent of the Center to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Center. Such authority may be general or confined to specific instances. Unless so authorized, no Director, officer, employee, or agent shall have any power or authority to bind the Center by any contract or engagement, to pledge its credit, or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, debits, lines of credit, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Center, including electronic versions of these, shall be co-signed or otherwise co-authorized by both the Treasurer and the Comptroller.

Section 3. Deposits

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

Section 4. Gifts

The Board of Directors may accept on behalf of the Center any contribution, gift, bequest, or other legal transfer of assets for the purposes and public benefit of the Center.

Article XII. Corporate Records, Reports, and Seal

Section 1. Maintenance of Corporate Records

- A. The Center shall own and keep in a password-protected or otherwise secure online Directory that shall be accessible at all times to all active Directors of the Board:
 - a. minutes of all meetings of Directors, committees of the Board, and, if this corporation has members, of all meetings of members;
 - b. adequate and correct accounts of its properties and business transactions, and of its receipts, disbursements, assets, liabilities, gains, and losses;
 - c. a record of its members, if any, and their particulars; and
 - d. both the Center's articles of incorporation and bylaws, as amended to date.

- B. The Center shall keep any and all paper records as may be required by law.
- C. An electronic copy of both the Center's articles of incorporation and bylaws, as amended to date, shall be available to members of the Center at all reasonable times during office hours.

Section 2. Corporate Seal

The corporate seal, if any, shall be in such form as may be approved from time to time by a majority of the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every Director, during their term of office, shall have the absolute right, at any reasonable time and with reasonable notice to the Chair and the Executive Director, to:

- A. inspect any and all books, records, and documents;
- B. communicate with any employee or agent of the Center; and
- C. inspect the physical properties of the Center.

Section 4. Members' Inspection Rights

If this corporation has any members, then each and every member in good standing shall have, with reasonable written notice and for such disclosed purpose as is reasonably related to such person's interest as a member, the right to inspect:

- A. the records of the names and email addresses of all the members, and to obtain a list and/or data file of such records; and
- B. the books, records, or minutes of proceedings of the membership, the Board, or committees of the Board, at a reasonable time and upon at least five business days' prior written demand on the Center.

Section 5. Right to Copy and Make Extracts

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

Section 6. Annual Report

- A. The Board shall, not later than ninety days after the close of the Center's fiscal year, deliver an annual report to all Directors of the Center.
- B. If the Center has members, any member may request, in writing, a copy of the annual report. When in a fiscal year the Center receives more than \$25,000 in gross revenues and receipts, the Center shall distribute the annual report to all its members.
- C. The annual report shall include at least every third year by a report thereupon from an independent auditing firm. If there is no such report, the annual report shall be

certified by both the Treasurer and the Comptroller or on their joint authority, that such statements were prepared without audit from the Center's books and records.

Article XIII. Policy Manual

Within one hundred twenty days of the certification of these bylaws, the Board shall have created, or have caused to be created, a Policy Manual for the Center, and shall certify the Policy Manual by majority vote. The Board shall have the authority to add, remove, or revise any code or policy. At a minimum, the Policy Manual shall contain at all times the following: Mission Statement; Code of Ethics & Conduct; Financial Standards & Policies; Membership Standards & Policies; Employment Policies; Election Procedures & Policies; Conflict of Interest Policy; Sexual Harassment Policy; Non-Discrimination Policy.

Article XIV. Fiscal Year

The fiscal year of the Center shall begin on the first day of May in each year and end on the 30th day of April of each following year.

Article XV. Dissolution

Section 1. Procedure for Dissolution

The Center may be dissolved only with the authorization of its Board of Directors, given at a Special Meeting called for that purpose. A quorum of 100% of the entire Board, as defined in Article IV Section 3, shall be required to hold a vote to dissolve the Center, and a majority vote of four-fifths of the entire Board shall be required for the resolution to pass.

Section 2. Distribution of Assets Upon Dissolution

All the assets and net earnings of the Center are irrevocably dedicated to charitable purposes, and no interest therein shall inure to the benefit of any private person or non-charitable entity. In the event of the dissolution or other disposition of the Center, its remaining assets, after payment or provision for payment of all debts and liabilities, shall be distributed to one or several nonprofit funds, foundations, or corporations, which are organized and operated exclusively for charitable purposes. The recipients of any such funds shall be dedicated to promoting racial equity through educational and/or charitable activities, so that any remaining funds of the Center, regardless of where they are distributed, continue to serve to lessen and mitigate the harm perpetuated upon Black and Brown people by white people and white supremacy.

Article XVI. Amendment and Review

Section 1. Amendment

These bylaws may be amended by the Board at any time, and any Director may propose such an amendment. The text of the proposed change shall be distributed to all Directors at least ten days before any vote thereupon. Any provision of these bylaws may only be amended by the majority required by the provision itself.

Section 2. Review

The Board or its delegated committee shall conduct a full review of the bylaws at least every three years.

Written Consent of the Founding Board of Directors Adopting These Bylaws

We, the undersigned, are all of the persons acting as the Founding Board of Directors of The Lace on Race Center for Racial Equity, a California nonprofit corporation, and, pursuant to the authority granted to the Directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do adopt and ratify the foregoing bylaws, consisting of 19 pages, as the bylaws of this corporation.

I agree that a computer-based system may be used to capture my signature as indication of agreement with these Bylaws, and that my agreement executed by means of an electronically-produced signature shall have the same legal effect as if such signature had been manually written to this document.

Dated: _____

Lacie J. Watkins-Bush, Director and Founder

Laura E. Berwick, Director

Leonie Cesvette, Director

Annie J. Nygard, Director

Rhonda Eldridge, Director

Marlise M. Flores Boedeker, Director

Julie Helwege, Director

Danielle Joy Holcombe, Director

Signatures continue on next page

Jessica Lee, Director

Catherine Seaver, Director

Clare Steward, Director

Christina M.P. Sonas, Director

Christin J. Spoolstra, Director

Victoria E. van den Eikhof, Director

Christina F. Wojdak, Director

Certificate

This is to certify that the foregoing is a true and correct copy of the bylaws of the Center named in the title thereto and that such bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: _____

Signed, _____

(print name) _____, Acting Secretary