

**BYLAWS OF**  
**CRYSTAL C. CHAVEZ FOUNDATION**  
**a California Non-profit Public Benefit Corporation**

ARTICLE 1-Name

*Section 1-Name:* The name of this corporation is Crystal C. Chavez Foundation.

ARTICLE 2-Purpose and Objectives

*Section 1-Non-profit:*

This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-profit Public Benefit Corporation Law for charitable purposes.

The purpose of this corporation is to: to distribute financial scholarships to young people entering college or a university.

*Section 2-Tax-Exempt:*

Tax-Exempt Status

Section-1: This corporation is organized exclusively for charitable and educational purposes and for the purpose of providing financial scholarships to young people who plan to attend a college or university within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation and the corporation shall not carry on any other activities not permitted to be carried on by:

- (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or
- (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

## ARTICLE 3-Office

### *Section 1-Principal Office*

The principal office for the transaction of the activities and affairs of the corporation ("principal office") is located at 1941 Bunker Avenue ,South El Monte, California 91733, Los Angeles County, California. The directors may change the location of the principal office at any time. Any change of this location shall be noted by the secretary on these bylaws opposite this section or this section may be amended to state the new location.

## ARTICLE 4 — Membership

*Section 1 — Membership:* Membership shall consist of the board of directors.

## ARTICLE 5 — Board of Directors

*Section 1 — Board role, size, and compensation:* The board is responsible for the direction and business of the organization. Board members also comprise the Scholarship Selection Committee (See Article 6 Section 1(a)). **The board shall have up to 7, but not fewer than 4 members.** The board receives no compensation.

*Section 2 — Terms:* All board members shall serve two-year terms, but are eligible for re-election for an unlimited number of terms.

*Section 3 — Meetings and notice:* The board shall meet at least biannually, at an agreed upon time and place within the State of California. In the absence of any such designation, members' meetings shall be held at the principal office of the corporation. An official board meeting requires that each board member have written notice at least two weeks in advance.

*Section 4 — Board elections:* During the second meeting of each fiscal year of the corporation, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

*Section 5 — Election procedures:* New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

*Section 6 — Quorum:* A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

*Section 7 — Officers and Duties:* There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:  
*The chair* shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer. The president of the corporation by virtue of his/her office shall be Chairman of the Board of Directors.

*The vice-chair* shall chair committees on special subjects as designated by the board. The vice-chair assists the Chair in whatever he/she needs.

*The secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

*The treasurer* shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

*Section 8 — Vacancies:* When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members three weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term. Board vacancies shall be filled by members of the Chavez-San Martin family.

*Section 9 — Resignation, termination, and absences:* Resignation from the board must be in writing and received by the secretary. A board members shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

*Section 10 — Special meetings:* Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

*Section 11-Voting:* Each Board of Director shall have one vote and voting may not be done by proxy.

## ARTICLE 6 — COMMITTEES

*Section 1 — Committee formation:* The board may create committees as needed, such as fundraising, education, research etc. The board Chair appoints all committee chairs.

- (a) *Scholarship Selection Committee:* The Board of Directors comprise the Scholarship Selection Committee. The Scholarship Selection Committee shall review and select scholarship recipients.

## ARTICLE 7-Nonpartisan Activities

This corporation has been formed under the California Non-profit Public Benefit Corporation Law for the public purposes described above and it shall be non-profit and non-partisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

## ARTICLE 8-Dedication of Assets

The properties and assets of this non-profit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code 501(c)(3). That organization shall be Crystal C. Chavez Foundation, if it qualifies as a distributee under this Article.

## ARTICLE 9-Records

### *Section 1-Maintenance of Corporate Records*

The corporation shall keep:

- (a) adequate and correct books and records of account;
- (b) minutes in written form of the proceedings of its members, board and committees of the board;

(c) a record of its members, giving their names and addresses.

All such records shall be kept at the corporation's principal office.

#### ARTICLE 10 — Amendments

*Section 1 — Amendments:* These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

### Certificate of Secretary

I, the undersigned, certify that I am the presently elected and acting secretary of **Crystal C. Chavez Foundation**, a California non-profit public benefit corporation, and the above bylaws, consisting of 5 pages, are the bylaws of this corporation as adopted by unanimous oral consent of the board of directors on January 8, 2008.

Date: \_\_\_\_\_

Secretary: \_\_\_\_\_