

Trucha Camp

BYLAWS

ARTICLE 1: NAME

The name of this corporation is Trucha Camp

ARTICLE 2: MISSION

Our mission is: to empower children and those who work with them.

Our vision is: to provide educational seminars to community who works with children.

ARTICLE 3: PURPOSE

Section 1. Primary Purposes.

The primary purposes for which this corporation is organized are: To promote charitable purposes, by giving public seminars to individuals, families, community groups, and any institutions who promote the empowerment of children, others:

- A. To promote education and charitable purposes, by:
 - 1) maintaining a website that highlights altruistic acts and identifies ways that people can incorporate skill in character, leadership and critical thinking in their everyday activities.
 - 2) designing and publicizing a model for other non-profit organizations to highlight and encourage acts of *Agape* love (Greek word for unconditional love or respect) in their communities.
 - 3) pursue and collaborate with grants that promote educational and seminars style services for communities from historically marginalized, economically disadvantaged, and all communities who empower children.
- B. To engage in any lawful activity in furtherance of the above purposes, but in no event will the corporation engage in any activity prohibited to corporations exempt from federal taxation under Section 501(c) (3) of the Internal Revenue Code.

Section 2. Incidental Purposes.

In addition, this corporation is formed for the purposes of performing all things incident to or appropriate in the achievement of the foregoing purposes. However, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes.

Section 3. General Corporate Powers.

This corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation. In no event shall the corporation engage in activities which are not permitted to be carried on by a corporation exempt from federal taxation under **Section 501(c)(3)** of the Internal Revenue Code.

ARTICLE 4: PRINCIPAL OFFICE

The initial principal office of the corporation shall be located in the County of Fresno, in State of California. The Board of Directors may at any time change the location of the principal office from one location to another within said county.

The Board of Directors may at any time establish branch offices at any place where the corporation is qualified to do business.

ARTICLE 5: NONPARTISAN ACTIVITIES

This corporation has been formed under the California nonprofit Public Benefit Corporation Law (the "Law") for the educational and charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 6: MEMBERSHIP

The corporation shall not have any members within the meaning of Section 5056 of the California Corporations Code. The corporation may from time to time use the term "members" to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the California Corporations Code.

ARTICLE 7: BOARD OF DIRECTORS

Section 1. Powers.

All corporate powers shall be exercised, by or under the direction of the Board of Directors, subject to the limitations of all applicable laws. Similarly, the Board of Directors will manage the business and affairs of the corporation subject to the limitations of all applicable laws.

The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person. However, all of the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Number of Directors.

The authorized number of Directors of the corporation shall not be less than three (3) nor more than nine (9), until changed by amendment of the Articles of Incorporation or these bylaws. The Board of Directors shall fix the exact number of Directors from time to time, within these limits. The authorized number of Directors shall be three (3) until changed by the Board. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 3. Election, Designation, and Term of Office of Directors.

The corporation's incorporator shall name the initial Directors. The initial Directors shall serve three (3) year terms. All subsequent Directors, following the initial Directors, shall be elected for a term of three (3) years, and shall serve until a successor shall be elected or until the Director's earlier resignation or removal. Any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to any number of consecutive terms. The Board of Directors shall elect Directors at the Annual Meeting.

Section 4. Vacancies.

A vacancy on the Board shall exist on the occurrence of the following:

- A. Death;
- B. Resignation; or
- C. Removal of any Director.

The Board shall fill vacancies as they arise. The Chairperson shall nominate a replacement, who will be subject to Board confirmation. Any replacement confirmed in this manner will serve until the next annual meeting.

Section 5. Meetings.

Board Meetings shall include the following:

A. Annual Meeting

The Board of Directors shall hold an annual meeting in the second week in February of each year for the purpose of electing Directors and Officers of the corporation and for the transaction of other business.

B. Regular Meetings

The Board of Directors shall hold quarterly meetings in the second weeks of May, August, and November.

C. Special Meetings

Other regular meetings shall be held at such times as are fixed by the Board of Directors. Meetings of the Board for any purpose may be called at any time by the Chairperson of the Board, the President, or any two (2) Directors.

Section 6. Notice.

Directors shall be notified of meetings of the Board in the following manner:

A. Form and Time

Notice shall be delivered personally to each Director or communicated to each Director by telephone or electronic mail at least three (3) days before the meeting. Notice can also be communicated by express mail service, first-class mail, or by other means of written communication, deposited in the mails or given to express mail company or other carrier at least seven (7) days before the date of the meeting.

B. Provider of Notice

The Secretary, Chairperson of the Board, the President, or any two (2) Directors who are calling a meeting shall send notice to all Directors, the Board Secretary, and other individuals necessary for the meeting in question.

C. Contents

Proper notice shall consist of the date, time, place, and general purpose of the meeting.

D. Waiver and Consent

Notice of a meeting need not be given to any Director who signs a waiver of notice as to the holding of the meeting. The waiver of notice must specify the purpose of the meeting. All such waivers and consents shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 7. Presence.

Any meeting may be held by conference telephone or other communications equipment permitted by the Law, as long as all Directors participating in the meeting can hear and communicate with one another. All participating Directors shall be deemed to be present in person at such meeting.

Section 8. Voting, Quorum, and Action at Meetings.

Each Director shall have one (1) vote. Directors may not vote by proxy. Presence of a majority of the Directors then in office at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every decision made by a majority of the Directors at a meeting where a quorum is present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of Directors, so long as any action taken is approved by at least a disinterested majority of the required quorum for such meeting.

Section 9. Adjourned Meeting and Notice.

A majority of the Directors present may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Article 7, Section 6.

Section 10. Action Without a Meeting.

The Board of Directors may take any action without a meeting, if all Board Members consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors, and the consent shall be filed with the minutes of the proceedings of the Board. For purposes of this section only, "all Board Members" does not include any "interested Directors" as defined in Section 5233 of the California Corporate Code.

Section 11. Compensation and Reimbursement of Expenses.

Directors and Committee Members may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties. Such reimbursement may be paid in the form of advances, if approved by the Board of Directors. Directors may not be compensated for rendering services to this corporation in any capacity other than Director, unless such compensation is reasonable and approved in compliance with Article 8, Section 2.

Section 12. Resignation and Removal.

Any Director may resign upon giving written notice to the Chairperson of the Board, the President, the Board Secretary, or the entire Board of Directors. The resigning Director must provide the Board at least two (2) weeks notice of the resignation prior to its effective date. However, this notice may specify that the resignation is effective at a later specific time, past two (2) weeks. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no Director may resign when the corporation would then be left without a duly elected Director in charge of its affairs. No resignation shall discharge any Director's accrued obligations.

A. Automatic Removal

The following occurrences will trigger a Director's automatic removal:

1. Legal declaration of incompetence by a court;
2. Conviction of a felony;
3. A determination by any court that the Director breached a duty under Sections 5230-5239 of the California Corporations Code, which governs standards of conduct for a Director;
4. The Director's absence from three (3) consecutive meetings of the Board of Directors; or
5. The Director's absence from a total of four (4) meetings of the Board of Directors within a calendar year.

B. Discretionary Removal

The Board of Directors, by unanimous vote of the Directors then in office (excluding the Director in question), may remove any Director without cause at any regular or special meeting; provided that the Director to be removed has been notified in writing in the manner set forth in Article 7, Section 6, that such action would be considered at the meeting.

C. Waiver of Removal; Conditional or Temporary Removal

The Board of Directors, excluding the Director in question, may prevent a Director's automatic removal through Board resolution. In similar fashion, the Board may temporarily or conditionally remove a Director, particularly in the case of remediable incompetency.

ARTICLE 8: STANDARD OF CARE

Section 1. General.

A Director shall at all times perform the duties of a Director in good faith, in a manner such Director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, so long as:

- A. It is provided by one or more Officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
- B. It is provided by Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence;
- C. It is provided by a committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence; or
- D. In any event, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 2. Conflict of Interest.

The purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its Officers or Directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable California and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.

- A. Definitions

Unless otherwise defined, the terms used in this section have the following meanings:

1. “Interested Persons”

Any Director, Officer, or Committee Member with Board-delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.

2. “Financial Interest”

- a. 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 has a transaction or arrangement;
 - ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation 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 is negotiating a transaction or arrangement.
- b. 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 appropriate governing Board decides that a conflict of interest exists.
- c. “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

B. Procedures

1. 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, who are considering the proposed transaction or arrangement.

2. Determining Whether A Conflict Of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board

meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board Members shall determine if a conflict of interest exists in accordance with Article VII, Section 8.

3. Procedure For Addressing The Conflict Of Interest

In the event that the Board determines that a proposed transaction or arrangement presents a conflict of interest, the Board shall take the following actions:

- a. An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board shall 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.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall 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. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

4. Records and Procedures

The minutes of the Board 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 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.

5. Violations of the Conflict Of Interest Policy

If the Board has reasonable cause to believe an interested person has failed to disclose an actual or possible conflict of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

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

Section 3. Mutual Directors.

No contract or transaction between the corporation and any California nonprofit public benefit corporation, of which one or more of its Directors are Directors of this corporation, is void or voidable because such Director(s) are present at a meeting of the Board which authorizes the transaction so long as:

- A. the material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board, and
- B. the Board authorizes the transaction in good faith by a vote sufficient without counting the vote of the common Director(s), or
- C. the transaction is otherwise just and reasonable as to the corporation at the time it is authorized.

Section 4. Restriction on Interested Directors.

- A. No more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is:
 - 1. any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and
 - 2. 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.
- B. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

ARTICLE 9: COMMITTEES

Section 1. Committees of Directors.

The Board of Directors may designate one or more committees to exercise all or a portion of the Board's authority, to the extent of the powers specifically delegated to the committee in the resolution of the Board or in these bylaws. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- A. Approve any action that, under the California Corporate Code, would also require the affirmative vote of the Board Members if this were a membership corporation;
- B. Fill vacancies on or remove Board Members or of any committee that has the authority of the Board;
- C. Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws;
- D. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- E. Appoint any other committees of the Board of Directors;
- F. Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business; or revoke any such plan;
- G. Approve any self-dealing transaction, except as provided by Section 5233 of the California Corporate Code; or
- H. Bind the corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

Section 2. Committee Meetings.

Committee meetings can be held without notice unless the Board resolution establishing the committee states otherwise. They may be held by conference telephone or other communications equipment as long as all Directors participating in the meeting can hear and communicate with one another. All participating Directors shall be deemed to be present in person at such meeting.

Section 3. Standing Committees.

- A. There shall be an Executive Committee, which shall consist of all officers of the organization.
- B. There shall be a Compensation Committee, which is charged with researching and recommending employee compensation amounts for the Board's approval. All employee compensation shall be paid consistent with community standards. All compensation paid by the organization shall be set by the Board prior to an employee's hire. Employees serving on the Board may not vote on their own compensation.

ARTICLE 10: OFFICERS

Section 1. Officers.

The Officers of the corporation shall consist of a President (Chief Executive Officer), Vice President, Secretary and Treasurer (Chief Financial Officer), and such other Officers as the Board may designate by resolution. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. In addition to the duties specified in this Article 10, Officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors. Officers shall also perform such additional duties as the Board of Directors shall from time to time assign.

A. Appointment, Removal, and Resignation of Officers

The Board shall choose the Officers at its annual meeting. The Board may remove any Officer without cause unless removal would violate the Officer's employment contract. Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Board Secretary. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation. The resignation of the Officer shall not impact their position as a Director. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office.

B. Compensation

Officers shall not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties. Such reimbursement may be paid in the form of advances, if approved by the Board.

Section 2. President (Chief Executive Officer).

The Chairperson of the Board shall, when present:

- A. preside at all meetings of the Board of Directors and Executive Committee; and
- B. be authorized to execute in the name of the corporation all contracts and other documents that the Board generally or specifically authorized to be executed by the corporation, except when by law the signature of the President is required.
- C. exercise all powers, and fulfill all obligations and duties as determined by the Board of Directors.

Section 3. Vice President.

In the event that the President cannot or will not act, the Vice President shall perform all the duties of the President. In this event, the Vice President shall have all the powers of, and be subject to all the restrictions on, the President.

Section 4. Secretary.

The Secretary shall:

- A. attend all meetings of the Directors and shall record all resolutions and votes of the Directors. She shall keep the minutes of all corporate transactions in the Minute Book;
- B. give, or cause to be given, notice of all meetings of the Directors;
- C. keep, or cause to be kept, a register including the contact information and attendance record for all Directors and Officers. The register may be kept in electronic form; and
- D. have such powers and duties as assigned by the Board of Directors.

Section 5. Treasurer.

The Treasurer shall:

- A. keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation;
- B. deposit all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate;
- C. provide the Board of Directors with an annual statement, which will include total annual income and expenses, at the Annual Meeting; and

- D. render to the President and the Directors regular statements regarding the income, assets and transactions of the corporation.

ARTICLE 11: AGENTS

Section 1. Executive Director.

The Board of Directors shall appoint an Executive Director and determine his or her compensation through resolution. The Board may also remove the Executive Director by resolution without cause. The Executive Director shall:

- A. not be a Director or Officer of the corporation;
- B. directly supervise the business, particularly the Officers and agents of the corporation, subject to the Board of Directors control;
- C. attend all meetings of the Directors;
- D. have the primary authority to hire, discipline, and fire non-Officer agents and shall have the general power and duties usually vested in the office of Executive Director of a corporation;
- E. keep the Board of Directors fully informed about the activities of the Corporation;
- F. have the power to sign and execute alone in the name of the Corporation, all contracts authorized generally or specifically by the Board, unless the Board shall specifically require an additional signature; and
- G. exercise any additional powers provided by the Board.

Section 2. Agents.

The Executive Director shall have the primary authority to hire, discipline and fire non-Officer agents. However, agents' compensation will be determined by the Executive Director, subject to Board approval.

ARTICLE 12: RECORDS

Section 1. Maintenance and Inspection of Articles and Bylaws.

The corporation shall keep the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the Directors and Officers at all reasonable times.

Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns.

The corporation shall keep a copy of its federal tax exemption application and its annual tax returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3. Maintenance and Inspection of Other Corporate Records.

The corporation shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each Officer, employee, or agent of the corporation shall turn over to his or her successor or the Chairperson or President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such Officer, employee, or agent during his or her term of office.

Every Director or Officer shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Section 4. Preparation of Annual Financial Statements.

The corporation shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting principles, under supervision of an Audit Committee established by these bylaws. The corporation shall make these financial statements available to the California Attorney General and members of the public for inspection no later than nine (9) months after the close of the fiscal year to which the statements relate.

ARTICLE 13: FISCAL YEAR

The fiscal year for this corporation shall be the calendar year.

ARTICLE 14: DEDICATION OF ASSETS

The property and assets of this nonprofit corporation are irrevocably dedicated to educational and 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 individual, or any Director or Officer of this corporation. Upon liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to an organization dedicated to educational or charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 15: AMENDMENTS AND REVISIONS

A vote of a majority of the Directors in office is needed to adopt, amend or repeal the bylaws. This action must be taken at a duly called and held meeting of the Board of Directors. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that voting threshold.

ARTICLE 16: INDEMNIFICATION

The corporation may indemnify its agents to the fullest extent permitted by law. The corporation shall not indemnify its agents for gross negligence, recklessness, intentional acts of harm, or knowing violations of law. The term “agent” is defined by Section 5238(a) of the California Corporation Code, and includes its Directors, Officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators. This indemnification shall be against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in California Corporations Code Section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses” shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled.

The corporation may advance expenses to the person seeking indemnification before final disposition of the proceeding. The advance shall be conditioned upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation. The expenses to be indemnified shall be determined by the Board and applicable law.

The corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the corporation, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 17: INTERPRETATION AND SEVERABILITY

If any provision in these bylaws is invalidated by a court, the remainder of the bylaw provisions shall remain in full force and effect.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of the Trucha Camp, a California nonprofit public benefit corporation, and the above bylaws, consisting of ___ pages, are the bylaws of this corporation as adopted by the Board of Directors on _____, 20__, and that they have not been amended or modified since that date.

Executed on _____, 20__, at _____, California.

Brandon Sepulveda, Secretary