

Empowerland Abilities (ELA) Bylaws

PREAMBLE

Empowerland Abilities (ELA) is committed to empowering and supporting individuals with dwarfism who encounter challenges in securing employment. Through workshops, events, and webinars, the organization connects such individuals with job opportunities that align with their skills and abilities. ELA aims to organize expositions and events within Los Angeles County and across the nation to assist individuals with dwarfism, many of whom face barriers such as skill gaps, limited job opportunities, or disability-related challenges.

In addition to employment support, ELA is dedicated to improving the mental health and quality of life of individuals with dwarfism by facilitating in-person social gatherings and interactions. These events foster a sense of community, promote belonging, and boost confidence among participants. The organization also aspires to extend its efforts to other communities with similar or compatible disabilities in the future.

ARTICLE 1 - NAME

The name of this organization is Empowerland Abilities (hereinafter “ELA” or the “Corporation”).

ARTICLE 2 – OFFICES

The principal office for the transaction of the business of the Corporation may be established at any place or places within or without the State of California by resolution of the Board. The Board may at any time establish a branch or subordinate office at any place where the Corporation is qualified to transact business.

ARTICLE 3 - PURPOSE

The Corporation is a Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California (“California Nonprofit Corporation Law”) exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

The specific purpose of ELA is to encourage and empower individuals with dwarfism by creating workshops and events that provide opportunities for growth in education, the workplace, and skill development.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3 hereof. In no event shall the

corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Code.

ARTICLE 4 – DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any Director or Officer, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, religious, educational, and scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE 5 - MEMBERSHIP

The Corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law.

The Board may refer to persons associated with the Corporation who have no voting rights as “members” and adopt policies and procedures for the admission of such persons. Such persons are not “members” of the Corporation as defined in section 5056 of the California Nonprofit Corporation Law.

ARTICLE 6 - BOARD OF DIRECTORS

SECTION 1 – NUMBER AND QUALIFICATIONS

6.1.1 – Number

The authorized number of directors of the Corporation (“Directors”) shall be no less than three (3) or more than fifteen (15).

[6.1.2 – Qualifications]

Except for the initial Directors, an individual must have held a leadership role in the Corporation for at least two years and have been in good standing for three years immediately preceding their election to be eligible for appointment as Director. Directors are not required to be individuals of short stature.

Each director shall be a natural person at least 18 years of age. Directors shall support the goals, philosophies and objectives of the Corporation and the laws and regulations under which it is founded.

SECTION 2 – CORPORATE POWERS EXERCISED BY BOARD

Subject to the provisions of the Articles of Incorporation of the Corporation (the “Articles of Incorporation”), California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of Directors (the “Board”). The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.

6.2.1 – GENERAL DUTIES

The Board of Directors shall supervise the activities of the Officers, Agents, and any committees of the Board as the governing body of ELA and ensure that all activities are in alignment with the Articles of Incorporation and the Bylaws; adopt and implement personnel policies providing for the hiring, supervision, and evaluation of employees of the Corporation; and ensure the sound management of the Corporation’s finances.

SECTION 3 – RESIGNATION, REMOVAL, AND VACANCIES

6.3.1 – Vacancies

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased; or (iii) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

If there is a vacancy on the Board [other than the office of the President], including a vacancy created by the removal of a Director, the Board may fill such vacancy by electing an additional director as soon as practicable after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with section 5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining Director.

6.3.2 – Resignation

A Board Member may resign by providing written notice to the Board of Directors. Unless otherwise specified in the notice, the resignation will become effective at the time of receipt by the Board. If the notice specifies a later effective date, the resignation will take effect as indicated. 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 California Attorney General (the “Attorney General”).

6.3.3 – Removal

The Board may by resolution or by a majority vote of the current Board Members declare vacant the office of any Director who fails to fulfill their duties, including neglecting to attend meetings or failing to fulfill general and specific duties as set forth in Section 2 of this Article 6.

A Board Member will be automatically removed if they (i) are declared mentally incompetent by a final court order, (ii) are convicted of a felony, or (iii) are found, by a final court judgment, to have breached their duties to the organization.

No reduction of the authorized number of directors shall have the effect of removing any Director before that Director's term of office expires, unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

SECTION 4 – MEETINGS

6.4.1 – Regular Meetings

Each year, the Board of Directors shall hold at least one meeting [within the first quarter of each year] at a time and place fixed by the Board, for the purposes of election of Directors, appointment of Officers, review and approval of the corporate budget and transaction of other business. This meeting is sometimes referred to in these Bylaws as the "National Conference." Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

6.4.2 – Special Meetings

Special meetings of the Board of Directors may be called at any time by the President, or the Secretary, or any two (2) directors.

6.4.3 – Notice of Meetings

Except when the time and place of a regular meeting is set by the Board by resolution in advance, notice of the time and place of all regular and special meetings shall be given to each Director by telephone or e-mail or other means of electronic transmission the recipient has consented to at least one (1) week before the time set for the meeting. The notice must include the date, time, and purpose of the meeting.

Notice of a regular or special meeting need not be given to a director who submits in writing a waiver of notice, a consent to holding the meeting, or an approval of the minutes before or after the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to such protestor. Directors can protest the lack of notice only by presenting a written protest to the President, either in person or by e-mail.

6.4.4 – Place of Meetings

Regular and special meetings of the Board may be held at any place within or outside the State of California, or through use of conference telephone or electronic video screen communication that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by a resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Corporation.

6.4.5 – Meetings by Electronic Transmission

Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another concurrently and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors, including their proxy, shall be deemed to be present in person at such meeting.

SECTION 5 – QUORUM AND ACTION OF THE BOARD

6.5.1 – Quorum

The presence of a majority of Directors then in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.5.4. The actions taken by the majority of the Directors present at a meeting, provided a quorum is present, shall be considered the official actions of the Board.

6.5.2 – Minimum Vote Requirements for Valid Board Action

Every act taken or decision made by vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

6.5.3 – When a Greater Vote Is Required for Valid Board Action

The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

- (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in Section 9.2.3 (provided that the vote of any interested Director(s) is not counted);
- (b) Approval of contracts involving Company finances;
- (c) Creation of, and appointment to, Committees (but not advisory committees) as described in Section 7.1; and
- (d) Removal of a Director without cause as described in Section 6.3.2.

6.5.4 – Conduct of Meeting

Meetings of the Board shall be presided over by the President or, if the President is absent, by a chairperson of the meeting chosen by majority of the Directors present at the meeting.

The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such

rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with any provision of law applicable to the Corporation.

6.5.5 – Adjournment of Meeting

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of adjournment to another time and place shall be given before the adjourned meeting to each director not present at the time of adjournment.

6.5.6 – Acts Without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing to the action and the number of Directors then in office constitutes a quorum. For the purposes of this paragraph only, “all members of the Board” shall not include any “interested Director” as defined in section 5233 of the California Nonprofit Corporation Law or any “common director” as described in section 5234 of the California Nonprofit Corporation Law if such director abstains in writing from providing consent and the further requirements of section 5211(b) of the California Nonprofit Corporation Law are satisfied. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Written consent may be transmitted by e-mail or any other reasonable method satisfactory to the President.

SECTION 7 – COMPENSATION

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

SECTION 8 – NON-LIABILITY OF DIRECTORS

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

ARTICLE 7 – COMMITTEES

SECTION 1 – COMMITTEES OF DIRECTORS

The Board may, by resolution adopted by a majority of the Directors then in office, create one or more Board Committees (“Committees”) each consisting of two or more Directors, to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- (a) approve any action for which the California Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws requires approval of the members or approval of a majority of all members regardless of whether the Corporation has members;
- (b) fill vacancies on the Board or in any Committee which has the authority of the board;
- (c) fix compensation of the directors for serving on the Board or on any Committee
- (d) amend or repeal Bylaws or adopt new Bylaws;
- (e) appoint committees of the Board or the members thereof;
- (f) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected
- (g) approve any transaction (i) between the Corporation and one or more of its directors or (ii) between the Corporation and any entity in which one or more of its directors have a material financial interest.

SECTION 2 – MEETINGS AND ACTIONS OF BOARD COMMITTEES

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 6 concerning meetings of directors. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions of these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

SECTION 3 – REVOCATION OF DELEGATED AUTHORITY

Subject to Section 1 of this Article 7, the Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

SECTION 4 – NONPROFIT INTEGRITY ACT/AUDIT COMMITTEE

In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars (\$2,000,000) or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall

- (a) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant (the “CPA”) in conformity with generally accepted auditing standards;

- (b) make the audited financial statements available to the Attorney General of the State of California within nine (9) months after the close of the fiscal year to which the statements relate;
- (c) make the audited financial statements available to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and
- (d) appoint an Audit Committee (the "Audit Committee").

The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the President or chief executive officer or the Treasurer or chief financial officer (if any). If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board, the Audit Committee shall:

- (a) make recommendations to the Board on the hiring and firing of the CPA;
- (b) confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order;
- (c) approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and
- (d) if requested by the Board, negotiate the CPA's compensation on behalf of the Board.

SECTION 5 – ADVISORY COMMITTEES

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

ARTICLE 8 – OFFICERS

SECTION 1 – OFFICERS

The officers of the Corporation ("Officers ") shall consist of a President, a Secretary, and a Treasurer and any other officers that the Board may from time to time appoint. The Board shall have the power to designate additional Officers who need not be Directors, with such duties, powers, titles and privileges as the Board may fix, including such Officers as may be appointed in accordance with Section 5 of this

Article 8. Any number of offices may be held by the same person, except that the Secretary, the Treasurer and the chief financial officer (if any) may not serve concurrently as the President.

SECTION 2 – ELECTION OF OFFICERS

The officers of the Corporation shall be chosen by the Board and each officer shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment, and be subject to the supervision and direction of the Board.

SECTION 3 – REMOVAL, RESIGNATION, AND VACANCIES OF OFFICERS

8.3.1 - Removal

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or (ii) by an Officer on whom such power of removal may be conferred by the Board.

8.3.2 – Resignation

Any Officer may resign at any time by giving written notice to the Board. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect on the date of the receipt of such notice by the Board or at any later time specified in the resignation.

8.3.3 – Vacancies

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, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the President or one appointed in accordance with Section 8.6.6, such vacancy shall be filled temporarily by appointment by the President, and the appointee shall remain in office for 60 days, or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board.

SECTION 4 – RESPONSIBILITIES OF OFFICERS

8.4.1 – President

The President shall serve as the chief executive officer acting as the general manager of the Corporation who, subject to the control of the Board, supervises, directs, and controls the day-to-day activities, business, and affairs of the Corporation. The President shall also serve as the chairperson of the Board, presiding over and ensuring the smooth functioning of all Board meetings. The President shall be empowered to serve as the primary spokesperson for the Corporation in external communications, represent the Corporation in key public and organizational events, and break a tie in board vote by casting a tie-breaking vote.

8.4.2 – Secretary

The secretary of the Corporation (the “Secretary”) shall attend to the following:

- (a) **Bylaws.** The Secretary shall certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date.
- (b) **Minute Book.** The Secretary shall keep or cause to be kept a minute book as described in Section 1, Article 9.
- (c) **Notices.** The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.
- (d) **Corporate Records.** Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to their agent or attorney, these Bylaws and the minute book.
- (e) **Corporate Seal and Other Duties.** The Secretary shall keep or cause to be kept the seal of the Corporation, if any, in safe custody to sign such instruments that require the seal and his or her signature as prescribed by the Board or these Bylaws.

8.4.3 – Treasurer

The treasurer of the Corporation (the “Treasurer”) shall attend to the following:

- A. **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
- B. **Financial Reports.** The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- C. **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of their transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.

SECTION 5 – ADDITIONAL OFFICERS

The Board may empower the President to appoint or remove such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

SECTION 6 – COMPENSATION OF OFFICERS

8.6.1 – Salaries Fixed by Board

The salaries of Officers, if any, shall be fixed from time to time by resolution of the Board or by the person or Committee to whom the Board has delegated this function, and no Officer shall be prevented from receiving such salary by reason of the fact that they are also a Director. In all cases, any salaries received by Officers shall be reasonable and given in return for services actually rendered for ELA which relate to the performance of the public benefit purposes of the Corporation. No salaried Officer serving as a Director shall be permitted to vote on their own compensation as an Officer.

8.6.2 – Fairness of Corporation

The Board shall periodically review the fairness of compensation, including benefits, paid to every person, regardless of title, with powers, duties, or responsibilities comparable to the president, chief executive officer, treasurer, or chief financial officer (i) once such person is hired, (ii) upon any extension or renewal of such person's term of employment, and (iii) when such person's compensation is modified (unless all employees are subject to the same general modification of compensation).

ARTICLE 9 – TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS; DISCLOSURE OF CONFLICTS OF INTEREST

SECTION 1 – INTERESTED PARTY TRANSACTIONS

Except as described in Section 2 of this Article 9, the Corporation shall not be a party to any transaction:

- (a) in which one or more of its Directors or Officers has a material financial interest, or
- (b) with any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

SECTION 2 – REQUIREMENTS TO AUTHORIZE INTERESTED PARTY TRANSACTIONS

9.2.1 – By the Board of Directors

The Corporation shall not be a party to any transaction described in Section 1 of this Article 9, unless:

- (a) the Corporation enters into the transaction for its own benefit;
- (b) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into; and

- (c) the procedures outlined in Article III of the Corporation's Conflict of Interest Policy are followed.

9.2.2 – By a Committee

A Committee shall not approve a transaction described in Section 1 of this Article 9 unless:

- (a) the Committee approves the transaction in a manner consistent with the standards set forth in Section 9.2.1;
- (b) it was not reasonably practicable to obtain approval of the transaction by the Board prior to entering into the transaction; and
- (c) the Board, after determining in good faith that the two above-enumerated conditions of this Section 9.2.2 are satisfied, ratifies the transaction at its next meeting by a vote of the majority of the Directors in office without counting the vote of the interested Director or Directors.

9.2.3 – Material Financial Interest

A Director or Officer shall not be deemed to have a "material financial interest" in a transaction:

- A. that fixes the compensation of a Director as a Director or Officer
- B. if the contract or transaction is part of a public or charitable program of the Corporation and it (1) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or
- C. where the interested Director has no actual knowledge of the transaction and the amount does not exceed the lesser of one percent of the gross receipts of the corporation for the preceding year or \$100,000.

SECTION 3 – LOANS TO DIRECTORS AND OFFICERS

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General; except that the Corporation may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer, if in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

The limitation above does not apply if (i) the loan is necessary, in the judgment of the Board, to provide financing for the purchase of the principal residence of an Officer in order to secure the services of (or continued services of) the Officer and the loan is secured by real property located in California; or (ii) the loan is for the payment of premiums on a life insurance policy on the life of a Director or Officer and

repayment to the Corporation of the amount paid by it is secured by either the proceeds of the policy or its cash surrender value, or both, and the contract securing the loan meets the requirements of section 5236 of the California Nonprofit Corporation Law.

SECTION 4 – DUTY OF LOYALTY; CONSTRUCTION WITH ARTICLE 10

Nothing in this Article 9 shall be construed to derogate in any way from the absolute duty of loyalty that every Director and Officer owes to the Corporation. Furthermore, nothing in this Article 9 shall be construed to override or amend the provisions of Article 10. All conflicts between the two articles shall be resolved in favor of Article 10.

SECTION 5 – DUTY TO DISCLOSE ACTUAL AND POTENTIAL CONFLICTS OF INTEREST

Directors and Officers shall make an appropriate disclosure of all material facts, including the existence of any financial interest, at any time that any actual or potential conflict of interest arises. Depending on the circumstances, this disclosure may be made to the Chairperson or President, or, if the potential conflict of interest first arises in the context of a Board or Committee meeting, the entire Board or the members of the Committee considering the proposed transaction or arrangement that relates to the actual or possible conflict of interest.

SECTION 6 – CONSTRUCTION WITH CONFLICT OF INTEREST POLICY

Nothing in this Article 9 shall be constructed to override or amend the provisions of the Corporation's Conflict of Interest Policy that has been adopted by the Board. All conflicts between this Article 9 and the Corporation's Conflict of Interest Policy shall be resolved in favor the Corporation's Conflict of Interest Policy, except as required by law.

ARTICLE 10 - INDEMNIFICATION AND INSURANCE

SECTION 1 – INDEMNIFICATION

10.1.1 Definitions. For purposes of this Article 10, underlined terms used herein shall have the meaning set forth in this Section 10.1.1:

- (a) **"Agent"** means any person who is or was a Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the 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 the Corporation or of another enterprise at the request of the predecessor corporation.
- (b) **"Proceeding"** means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

(c) **“Expenses”** includes, without limitation, all attorneys’ fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of their position or relationship as Agent and all attorneys’ fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article 10.

(d) **“Third-Party Actions”** means any action or proceeding other than those:

- (i) by or in the right of the corporation to procure judgment in its favor;
- (ii) brought under Section 5233 of the California Nonprofit Corporation law regarding self-dealing transactions; or
- (iii) 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 a charitable trust.

10.1.2 Indemnification in Third-Party Actions.

The Corporation shall, to the maximum extent permitted by California Nonprofit Corporation Law, indemnify any Agent of the Corporation made, or threatened to be made, a part to any Third-Party Action by reason of the fact that he or she was an Agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding, including reasonable attorneys’ fees, if the Agent acted:

- (a) in good faith;
- (b) in a manner the Agent reasonably believed to be in the best interests of the Corporation; and
- (c) in the case of a criminal proceeding, had no reasonable cause to believe the Agent’s conduct was unlawful.

The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Agent did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the Agent had reasonable cause to believe that the Agent’s conduct was unlawful.

10.1.3 – Indemnification in Other Actions.

The Corporation shall indemnify any Agent 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 the Corporation, or brought under Section 5233 of the California Nonprofit Corporation Law regarding self-dealing transactions, or 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, against expenses actually and reasonably incurred by the Agent in connection with the defense or settlement of the action if the Agent acted:

- (a) in good faith;

- (b) in a manner the Agent believed to be in the best interests of the Corporation; and
- (c) with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

10.1.4 – Limitation on Indemnification in Other Actions.

No indemnification shall be made under Section 10.1.3:

- (a) in respect of any claim, issue, or matter as to which the Agent has been adjudged to be liable to the Corporation in the performance of the Agent's duty to the Corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the Agent 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.

10.1.5 Mandatory Indemnification.

The Corporation shall indemnify any Agent against expenses actually and reasonably incurred where the Agent has been successful on the merits in defense of any proceeding described in Section 10.1.2 and Section 10.1.3 of these Bylaws, or in defense of any claim, issues, or matter therein.

10.1.6 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article 10.

SECTION 2 – INSURANCE

The Corporation may purchase and maintain insurance to indemnify any Agent against any liability asserted against or incurred by an Agent in that 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 that liability under the provisions of this Article 10; provided, however, that the Corporation shall have no power to purchase and maintain insurance to indemnify any Agent for a violation of the prohibition on self-dealing in section 5233 of the California Nonprofit Corporation Law.

ARTICLE 11 – CORPORATE RECORDS AND REPORTS

SECTION 1 – MINUTE BOOK

The Corporation shall keep a minute book which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions. The minute book may either be in written form or in any other form capable of being converted into clearly legible tangible form.

SECTION 2 – BOOKS AND RECORDS OF ACCOUNT

The Corporation shall keep adequate and correct books and records of account. “Correct books and records” includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

SECTION 3 – ARTICLES OF INCORPORATION AND BYLAWS

The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

11.3.1 – Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

SECTION 4 – ANNUAL REPORTS; STATEMENT OF CERTAIN TRANSACTIONS

The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Corporation’s fiscal year containing the following information:

- (a) the assets and liabilities of the Corporation, including the trust funds, as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for this fiscal year;
- (d) the expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year;

- (e) a statement of any transaction (i) to which the Corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):

(1) any Director or Officer of the Corporation, its parent, or its subsidiary;

(2) any holder of more than 10% of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Corporation; (iv) the nature of their interest in the transaction; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated; and (vi) any such information as is required by Article IV of the Corporation's Conflicts of Interest Policy.

- (f) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director under Article 8 or Article 9.

SECTION 5 – DIRECTOR'S RIGHTS OF INSPECTION

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE 12 – EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1 – EXECUTION OF INSTRUMENTS

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

SECTION 2 – CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President.

SECTION 3 – DEPOSITS

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

SECTION 4 – GIFTS

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

ARTICLE 13 – CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both legal entities and natural persons. All references to statutes, regulations, and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE 14 – FISCAL AND ADMINISTRATIVE YEARS

The fiscal year for ELA shall run from October 1 through September 30.

ARTICLE 15 – AMENDMENTS

SECTION 1 - METHOD

The Board may adopt, amend or repeal bylaws if the resolution of amendment is submitted to the Board of Directors at least one hundred twenty (120) days prior to the annual National Conference and receives a two-thirds favorable vote of the Directors then in office. Such power is subject to the following limitations:

- (a) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- (b) No amendment may extend the term of a Director beyond that for which such Director was elected.

No amendment may add a provision that is in conflict with law or the Corporation's Articles of Incorporation.

Amendments to these Bylaws shall become effective immediately upon approval, unless otherwise specified in the amendment.


SECTION 2 - CORRECTIONS

Automatic grammatical, punctuation, and correlative corrections in these Bylaws or any amendments shall be made by the Secretary at the time the Bylaws or amendments are adopted, subject to the approval of the Board of Directors.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Empowerland Abilities, a California nonprofit public benefit corporation; that these Bylaws, consisting of twenty (20) pages, are the Bylaws of this Corporation as adopted by the Board of Directors on 8/7/2025; and that these Bylaws have not been amended or modified since that date.

Executed on 8/7/2025 at Sunland, California.

A handwritten signature in black ink, appearing to read 'Vanouda Kovayan', is written over a horizontal line.

Vanouda Kovayan
Secretary

EXHIBIT A
CONFLICT OF INTEREST AND ETHICS POLICY
OF
Empowerland Abilities
A California Nonprofit Public Benefit Corporation

ARTICLE I INTRODUCTION AND PURPOSE

Empowerland Abilities (the “Corporation”) requires its directors, officers, employees and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The Board of Directors (the “Board”) of the Corporation, recognizing that it is entrusted with resources devoted to charitable purposes, has adopted this Conflict of Interest and Ethics Policy (the “Policy”). The purpose of this 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 a director, officer or other person in a position of authority within the Corporation. The Corporation strives to avoid conflicts of interest to ensure that it continues to operate in accordance with its tax-exempt purpose. This Policy is intended to supplement but not replace any state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

ARTICLE II DEFINITIONS

Section 1 Duty of Loyalty of Interested Persons. Conflicts of interest can place personal interests at odds with the fiduciary “duty of loyalty” owed to the Corporation. The duty of loyalty requires that a director, manager, principal, officer, or member of a committee with governing board-delegated powers (each, an “Interested Person”), refrain from using his or her position for personal gain, and avoid acting on issues in which his or her personal or financial interests could conflict with the interests of the Corporation.

Section 2 Direct and Indirect Conflicts of Interest. Conflicts of interest arise from personal relationships or from a financial interest. Conflicts can arise either directly or indirectly. A direct conflict can arise where an Interested Person has a personal or financial interest in any matter involving the Corporation or has a financial or agency relationship (i.e., is a director, officer, manager, partner, associate, trustee or has a similar agency relationship) with an entity involved in a transaction or other business with the Corporation. An indirect conflict can arise where someone related to an Interested Person by business affiliation, or a “Family Member” (spouse, parents-in-law, ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren) of the Interested Person has dealings with the Corporation. By way of example, an Interested Person has a financial interest if such person has, directly or indirectly, through business, investment or a Family Member:

- (a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- (b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- (c) 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.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3 Potential and Actual Conflicts of Interest. Acts that mix the personal or financial interests of an Interested Person with the interests of the Corporation are indicative of a conflict of interest. Not every potential conflict is an actual conflict, however. An Interested Person who has a financial interest in a matter involving the Corporation may have a conflict of interest requiring application of the mitigating procedures described in this Policy only if the appropriate party designated in Article III, Section 3 decides that such a potential conflict of interest is actual or material. However, acts that even have the appearance of a conflict of interest can be damaging to the reputation of the Corporation. Consequently, the Corporation seeks to avoid potential and actual conflicts of interest, as well as the appearance of conflicts.

Section 4 Activities that May Present a Conflict of Interest. The following is a non-exclusive list of the types of activities that may present a conflict of interest and should be disclosed in accordance with Article III.

- (a) **Adverse Interest.** Participation by an Interested Person in decisions or negotiations related to a contract, transaction or other matter between the Corporation and: (i) the Interested Person; (ii) an entity in which the Interested Person or a Family Member of such person has financial interest; or (iii) an entity with which the Interested Person has an agency relationship.
- (b) **Inside Information.** Disclosure or exploitation by an Interested Person of information pertaining to the Corporation's business for the personal profit or advantage of such person or a Family Member of such person or a person/entity with whom the Interested Person has an agency relationship.
- (c) **Competing Interests.** Competition by an Interested Person, either directly or indirectly, with the Corporation in the purchase or sale of property or property rights, interests, or services, or, in some instances, competition directly for the same donor or external resources.
- (d) **Use of Resources.** Use of the Corporation's resources (for example, staff, contracts, donor lists, or name) for personal purposes of the Interested Person or a Family Member of such person.

Section 5 Disclosure. The primary obligation of any person subject to this Policy who may be involved in a conflict of interest situation is to bring it to the attention of those designated under

the disclosure procedures in Article III so that the potential conflict can be evaluated and addressed. An Interested Person should not make the decision about whether a conflict of interest exists unilaterally.

ARTICLE III PROCEDURES TO DISCLOSE AND RESOLVE CONFLICTS

Section 1 Duty to Self-Disclose.

- (a) An Interested Person shall make an appropriate disclosure of all material facts, including the existence of any financial interest, at any time that any actual or potential conflict of interest or ethical questions arises. This disclosure obligation includes instances in which an Interested Person who is a director knows of the potential for a self dealing transaction as described in Section 4, or a transaction involving common directorship as described in Section 7, related to his or her interests. It also includes instances in which the Interested Person plans not to attend a meeting of the Board or a Board committee with governing board-delegated powers (a “Committee”) at which he or she has reason to believe that the Board or Committee will act regarding a matter about which he or she may have a conflict. Depending on the circumstances, this disclosure may be made to the Board or the members of the Committee considering the proposed transaction or arrangement that relates to the actual or possible conflict of interest or ethical question.
- (b) In addition, Interested Persons shall, in accordance with Article VI, make an annual disclosure of ongoing relationships and interests that may present a conflict of interest.

Section 2 Disclosure of Conflicts of Others. If an Interested Person becomes aware of any potential self dealing or common directorship transaction or other conflict of interest involving another Interested Person, he or she should report it in accordance with the requirements of this Article III.

Section 3 Evaluation of Potential Conflict.

- (a) After disclosure of all material facts and any follow-up discussion with the Interested Person with a potential conflict of interest, a determination must be made about whether a material financial interest, self dealing transaction or other kind of actual conflict exists. If the potential conflict is first disclosed during a Board or Committee meeting at which the Interested Person with the potential conflict is in attendance, the Interested Person shall leave the meeting while the determination of whether a conflict of interest exists is either discussed and voted upon or referred to Committee for further consideration. In either event, the decision-making body will evaluate the disclosures by the Interested Person, and will determine on a case-by-case basis whether the disclosed activities constitute an actual conflict of interest. If the disclosure is made outside of the context of a meeting, then the determination of whether a conflict exists will be referred to the Board for decision and action. Factors the decision-making body may consider when determining whether an actual conflict exists include (i) the proximity of the Interested Person to the decision-making authority of the other entity involved in the transaction, (ii)

whether the amount of the financial interest or investment is *de minimis* relative to the overall financial situation of the Corporation, and (iii) the degree to which the Interested Person might benefit personally if a particular transaction were approved.

- (b) If it is determined that an actual conflict of interest exists which also constitutes a “self dealing” transaction as described in Section 4, then the transaction or matter in question can only be authorized if approved by the vote described in Section 6(a) after the Corporation has followed the procedures set forth in Section 5.
- (c) If it is determined that an actual conflict of interest exists which is not a “self dealing” transaction, but involves participation by the Interested Person in decisions or negotiations related to a material contract, transaction or other matter between the Corporation on the one hand and (i) the Interested Person, (ii) an entity in which the Interested Person or a Family Member of such person has financial interest, or (iii) an entity with which the Interested Person has an agency relationship on the other hand, then the matter in question can only be authorized if approved by the vote described in Section 6(b) after the Corporation has followed the procedures set forth in Section 5.
- (d) In all other circumstances where it is determined that an actual conflict of interest exists, the decision-making body will recommend an appropriate course of action to protect the interests of the Corporation. All disclosures and the outcome of the deliberation about whether a conflict of interest exists will be recorded in the minutes of the appropriate deliberative meeting.

Section 4 “Self Dealing” Transactions of Directors.

- (a) Section 5233 of the California Corporations Code requires that certain procedures be followed in order for the Board to approve any specific transaction that involves “self dealing” on the part of a director. Section 5233 defines self dealing as a transaction in which a director has a material financial interest (an “interested director”). Section 5233 requires that self dealing transactions be approved by a greater vote than other Board actions, as described in Section 6(a).
- (b) The following are exempt from the approval requirements of section 5233 (and therefore the Corporation need not obtain the vote described in Section 6(a)): (i) approval of an action fixing the compensation of a director as a director or officer; (ii) good faith approval, without unjustified favoritism, of a charitable program of which a director or a director’s Family Member(s) are among the intended beneficiaries; and (iii) a transaction about which an interested director had no actual knowledge involving an amount that does not exceed the lesser of one percent of the gross receipts of the Corporation for the preceding fiscal year or \$100,000.

Section 5 Procedures for Addressing a Conflict of Interest. Prior to voting on a contract, transaction or matter in which an actual conflict of interest is found to exist, the Board or Committee will follow the procedures described in this Section 5.

- (a) The Interested Person may make a presentation at the Board or Committee meeting at which such transaction is being considered, but after the presentation, he or 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 or Committee 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 or Committee shall determine whether the Corporation could 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 or Committee shall determine 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 by the vote described in Section 6.

Section 6 Vote Required for Approval of Conflict Transaction.

- (a) A self dealing transaction must receive prior approval by a vote of a majority of the directors in office, without counting the vote of any interested director, and with knowledge of the material facts of the transaction and the involved director's interest.
- (b) A transaction in which an actual conflict of interest exists but is not a self dealing transaction must receive prior approval by a majority vote of the disinterested directors or Committee members present at a meeting at which a quorum is present.

Section 7 Interlocking Directorships.

Section 5234 of the California Corporations Code permits transactions between corporations having common directors so long as all material facts regarding the transaction and the relevant directorships are known to the respective boards of directors, and the matters are approved in good faith by a vote sufficient without counting the vote of the common director(s). Such transactions are not self dealing transactions subject to Section 4.

Section 8 Violations of the Conflict of Interest Policy.

- (a) If the Board has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts 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.
- (b) 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.

ARTICLE IV RECORDS OF PROCEEDINGS

The minutes of the Board or Committee meeting convened to consider a transaction subject to the mitigating procedures described in Article III shall contain:

- (a) The names of the Interested Persons who disclosed or whom otherwise were found to have a financial or other interest in connection with an actual or possible conflict of interest, the nature of the financial or other 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.

ARTICLE V COMPENSATION

Section 1 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.

Section 2 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.

Section 3 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.

ARTICLE VI ANNUAL STATEMENTS

Each person subject to this Policy shall annually sign a statement on the conflict of interest disclosure form ("Conflict of Interest Disclosure Form," attached as Schedule 1) or such other form as the Board adopts, which at a minimum affirms that such person:

- (a) has received a copy of the 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 of its tax-exempt purposes.

In addition, Interested Persons shall make an annual disclosure of ongoing relationships and interests that may present a conflict of interest. Disclosures should address current affiliations, as well as past affiliations for the prior two years. Conflict of interest disclosure forms will be submitted to the President annually, and when appropriate, at or prior to action on relevant business transactions.

ARTICLE VII 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 shall be conducted. The periodic reviews shall, 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 companies 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.

This periodic compensation review shall be in addition to the Board's statutory obligation to periodically review the fairness of compensation, including benefits, paid to the President and Chief Financial Officer of the Corporation (i) once such officer is hired; (ii) upon any extension or renewal of the officer's term of employment; and (iii) when the officer's compensation is modified (unless all employees are subject to the same general modification of compensation).

ARTICLE VIII USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of the responsibilities for ensuring periodic reviews are conducted.

ARTICLE IX CODE OF ETHICS

Section 1 Code of Ethics. In conducting business and activities which are connected with the Corporation, an Interested Person shall follow these guidelines:

- (a) **Ethical Conduct.** Be honest and ethical in his or her conduct, including ethical handling of actual or apparent conflicts of interest between personal and professional relationships. An Interested Person should not engage in activities which have or may have the appearance of impropriety or conflict of interest, or that may call into question the actions or integrity of the Corporation, or of the Interested Person as he or she relates to the Corporation.
- (b) **Legal Compliance.** Comply with applicable laws and regulations, including the California Nonprofit Integrity Act of 2004, and report his or her concerns to the appropriate person listed in Article III if it appears that any other director, officer,

employee or contractor of the Corporation is not complying with applicable laws or regulations with respect to the Corporation's business.

- (c) **Confidentiality**. Maintain the confidentiality of all internal information about the Corporation, including its donors, clients and beneficiaries, except when authorized or otherwise legally obligated to disclose such information.
- (d) **Fair Dealing**. Deal fairly with the Corporation's staff, donors, volunteers, beneficiaries and suppliers.
- (e) **Protect Assets**. Protect and ensure the proper use of the Corporation's assets, including, its name, goodwill, donor community and reputation.
- (f) **Personal Influence**. Be mindful of the interaction between his or her relationships inside and outside of the Corporation, and not allow inappropriate personal influence over the affairs of the Corporation.
- (g) **Commitments**. Do not "speak for" the Corporation or make or imply commitments by the Corporation without proper internal authorization and communication.
- (h) **Loans**. The Corporation should not make loans to Interested Persons except to induce persons who have been offered a position to join the Corporation, as approved by the Board.

CONFLICT OF INTEREST AND ETHICS POLICY

SCHEDULE 1: CONFLICT OF INTEREST DISCLOSURE FORM

The undersigned, as a director, manager, principal, officer, or member of a committee with governing board-delegated powers, of **Empowerland Abilities** (the “Corporation”), acknowledges that:

1. he or she has received a copy of the Corporation’s Conflict of Interest Policy (the “Policy”);
2. he or she has read and understands the Policy;
3. he or she has agreed to comply with the Policy;
4. he or she 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 of its tax-exempt purposes; and
5. the following ongoing relationships and interests may present a conflict of interest: *(disclosures should address current affiliations, as well as past affiliations for the prior two years, and should include all of the following: the undersigned’s employer, all corporations (nonprofit and for-profit) of which the undersigned is a board member or officer, and the names of such of the undersigned’s Family Members or business affiliates or any other relationships the undersigned has which the undersigned believes may present a potential conflict)*

Name: _____

Title: _____

Signature: _____

Date: _____