

BYLAWS OF
2K4Kids
The Kari and Keira Lyn Parker Foundation

A California Nonprofit Educational Public Charity

EIN # 26-2643787

September 2008

Approved: _____

ARTICLE 1 -NAME OF ORGANIZATION

1.1. NAME. This organization officially incorporated under the laws of California as 2K4Kids, The Kari and Keira Lyn Foundation or 2K4Kids. Within these Bylaws, 2K4Kids and "Corporation" are used interchangeably.

1.2 PRINCIPLE OFFICE. The mailing address shall be, 40335 Winchester Road, Suite E-102, Temecula, California 92591.

ARTICLE 2 - PURPOSE AND OBJECTIVES

2.1 2K4Kids is a non-profit Educational Public Charity and is not organized for the private gain of any person. It is organized and operates under the Non-Profit Public Education Corporation Law of the State of California. EIN number 26-2643787, for charitable purposes.

2.2 TAX-EXEMPT STATUS. This corporation is organized exclusively for charitable and educational purposes and for the purpose of assisting students graduating from high school and / or current undergraduate students to achieve their educational goals and objectives. Also to assist but not limited to day care facilities, pre-school classrooms and pre-public school education institutions that are accredited and reputable within their communities to achieve their educational goals and objectives within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not furthermore of the purpose of this corporation and the corporation shall not carry on any other activities not permitted to be carried on by:

- a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or
- b) a corporation, contributions to which are deductible under section 170 (c)(12) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

2.3 PURPOSE. The purpose of 2K4Kids shall be to help students with financial obligation, defray costs, and assist monetarily of those

attending an accredited college or university. Also to help educational institutions with their financial obligation, defray costs, and assist monetarily in areas that are focused in educating those students attending these facilities.

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

This corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not furtherance for the purpose described above.

ARTICLE 3 - MEETINGS

3.1 ANNUAL MEETING. There will be one annual meeting held each year in which all Executive Board and Board of Directors are required to attend. The purpose of this meeting is to review grant applications, scholarships applications and planning the dinner/auction and walks. The place and time of the meeting will be determined by the Executive Board and each Director will be notified by email prior to the date and time set.

3.2 REGULAR MEETINGS. There will be one regular business meeting of the Executive Board and Board of Directors each year, it can be a fiscal meeting or, by email or phone, for purpose of reviewing the business of 2K4Kids. The place and time of the meeting will be determined by the Executive Board and each Director will be notified by email prior to the date and time set.

3.3 BOARD MEETINGS. There will be business meetings of the Board of Directors as often as deemed necessary by the Executive Director.

3.4 SPECIAL MEETINGS. The Board may call special meetings at any time.

ARTICLE 4 - OFFICERS AND DUTIES OF THE BOARD

4.1 EXECUTIVE BOARD MEMBERSHIP. The Executive Board of Directors is made up of no less than one and no more than 3, they are: The Executive Director, Assistant Director and Associate Director.

4.2.1 BOARD MEMBERS. There are five board members but no more than 10. They are: Director of Communication, Director of Events, Director of Finance, Director of Grants/Scholarships and Director of Foundation History.

4.3 SELECTION OF BOARD. Each Board member is asked by the Executive Board if they would be willing to serve on the Board of Directors in a voluntary position.

4.4 SPECIFIC POWERS OF THE BOARD

4.4.1 To designate the time and place for meetings or authorize the Executive Director to do so.

4.4.2 To appoint committee(s) on any subject within the power of 2K4Kids Bylaws and define the duties of such committee(s).

4.4.3 To review all grant and scholarship applications

4.4.4 To give out all grant and scholarship to the recipients.

4.4.5 To deal with issues consistent with the purpose and objectives of the 2K4Kids as described in these Bylaws.

4.4.6 To manage the ongoing business and affairs of 2K4Kids.

4.5 VOTING AND OTHER RIGHTS. Directors shall have equal voting rights and other rights and privileges as set forth in these Bylaws

4.6 RESIGNATIONS. A resigning Board of Director shall submit a letter of resignation to the Executive Board of Directors.

4.7 VACANCIES. Vacancies on the Board of Directors shall exist on the death or resignation, or removal of any Director.

4.8 FILL VACANCIES. The 2K4Kids Executive Board or Board of Directors may be filled by a majority of the Directors then in office or a new Director will be asked to fill the position that is opened by a majority vote.

4.9 REMOVAL OF DIRECTOR. The Executive Board of Directors shall have the right to remove any Board of Director at any time.

4.10 The Executive Director shall preside at all 2K4Kids meetings and at the meetings of the Board and is ex-officio member of all committees. In general, the Executive Director shall, subject to the supervision and control of the Board of Directors and consultation with the Board of Directors, generally supervise and manage all business affairs of 2K4Kids. The Executive Director may sign, together with any other Executive Director any bank accounts, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by the Bylaws. The Executive Director shall see that all actions taken by the Board of Directors are executed and shall perform all other duties incident to the office, including defining new opportunities and growth plans for the corporation and delegating tasks to broaden and expand the number of people active in the service of 2K4Kids. The Executive Director deposits all monies in the name of the corporation in such bank accounts and also makes disbursements.

4.11 The Assistant Director of 2K4Kids shall act as Secretary and will be the custodian of corporate records and shall keep records of minutes of general and Board meetings. The Assistant Director will also be the Treasurer that will keep accounting records of financial status, and provide financial statements at each general meeting. All transactions shall be duly recorded and appropriate receipts and vouchers filed with the corporate books.

4.12.1 The Associate Director of 2K4Kids is to be sure that we follow the Bylaws of this corporation and review and legal matters.

ARTICLE 5 -BOARD OF DIRECTORS DUTIES

5.1 The Board of Directors:

5.2 Director of Communication: Is in charge of all publicity and maintaining the website.

5.3 Director of Events: Is in charge of overseeing the fund raising committee.

5.4 Director of Finance: Is in charge of making sure that the funds are in there proper areas of investment.

5.5 Director of Grants/Scholarship: Is in charge of making sure the application form is updated and also collecting grant and scholarship information.

ARTICLE 6 - COMMITTEE

6.1 COMMITTEES. Committee chairpersons may, by resolution adopted by a majority if the Directors then in office, be appointed as necessary and may include but not limited by the following:

- a) Specific fund-raising events
- b) Historian
- c) Grants/scholarships/awards

6.2 COMMITTEE POWERS. They are to make recommendations to the Board of Directors for what project that they are working on.

ARTICLE 7 - FINANCES

7.1 ACCOUNTS. Two types of accounts will be maintained to support the financial requirements of 2K4Kids.

7.2 CHECKING ACCOUNT. A small balance will be kept in this account to pay any automatic bills that are reoccurring. Monies from the saving account will be transferred into this account to pay any bills that are submitted and approved for payment or monies given out in grants or scholarships .

7.3 SAVINGS ACCOUNT. This account will hold a majority of the monies so that it can earn interest made on this account.

7.4 FISCAL YEAR. The fiscal year for 2K4Kids will end on December 31st of each year.

7.5 AUDIT. The books will be audited as needed by a licensed and accredited Tax and Accounting firm that will be selected by the Executive Board.

ARTICLE 8- AMENDMENTS

8.1 EFFECTIVE DATE. These Bylaws shall become effective upon their adoption by a simple majority vote by the Executive Board and Board of Directors.

8.2 AMENDMENTS. These Bylaws can be amended, repealed, added to, or revised by a simple majority vote of the Executive Board and Board of Directors, provided that the amendment has been submitted in writing at a regular meeting from which voting will occur.

ARTICLE 9-RULES OF ORDER

9.1 The rules contained in Robert's Rules of Order, Newly Revised, shall govern 2K4Kids in all cases to which they are applicable and in which they are inconsistent with the Bylaws of 2K4Kids.

ARTICLE 10-WINDING UP DISSOLUTION

10.0 Upon winding up and dissolution of 2K4Kids, and after payment of all just debts, all remaining assets and monies on hand shall be paid and conveyed to a non-profit organization, or organizations, organized and operated exclusively for educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. The determination of the distribution of these assets shall be made by the Executive Board and Board of Directors.

ARTICLE 11- LIABILITY, INDEMNIFICATION AND INSURANCE

11.1 LIABILITY. Either Executive Board or Board of Directors of the Corporation shall be personally liable for the debts, liabilities or other obligations of the Corporation.

11.2 INDEMNIFICATION. To the extent that a person, who is, or was, A Director or other agent of this Corporation has been successful on the merits and defense of any civil , criminal, administrative or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation) brought to procure a judgment against such person by reason of the fact that he or she is, or was an agent of the Corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against any portion of expenses actually and reasonable incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, the indemnification against expenses, attorney fees, judgments, penalties, fines, settlements and other amounts reasonable incurred in connection with such proceeding shall be provided by this Corporation, but only to the extent allowed, and in accordance with, the requirements of Section 5238 of the California Nonprofit Public Benefit Corporation Law and only if it is duly demonstrated that the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation.

With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interest of the Corporation or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was lawful.

11.3 DERIVATIVE ACTIONS. Subject to all of the provisions of this Article, the Corporation shall indemnify any person who was or is a party to, or threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor because (a) the person was or is a Executive Director or Board of Director of the Corporation or (b) the person was or is serving at the request of the Corporation as a Director, Officer, partner, trustee, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against any portion of expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best of the Corporation. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the

case, such person is fairly and reasonably entitled to indemnification for the expenses which the court consider proper.

11.4 DETERMINATION THAT INDEMNIFICATION IS PROPER. Any indemnification under Section 11.2 and 11.3 of this Article (unless ordered by a court of law) shall be made by the Corporation only as authorized in the specific case. The Corporation must determine that indemnification of the person is proper in the circumstance because the person has met the applicable standard of conduct set forth in Sections 11.2 and 11.3, whichever is applicable. Such determination shall be made in any of the following ways:

- a) By a simple majority vote of the Executive Directors and Board of Directors who were not parties to such actions, suit, or proceeding.
- b) If the quorum described in clause 11.4(a) above is not obtainable, then by a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.
- c) By independent legal counsel in a written opinion.

11.5 INDEMNIFICATION OF FORMER DIRECTOR. The indemnification provided in this Article continues for any person who has ceased to be on the Executive Board or Board of Directors of this Corporation and shall insure to the benefit of the heirs, executors, and administrators of the person.

11.6 INSURANCE. The Executive Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including Executive Board, Board of Directors, or other agent of the Corporation) against liability other than for violating provisions relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provision of Section 5238 of the California Nonprofit Public Benefit Corporation Law. Such insurance may protect any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify against such liability under this Article of the laws of the state of California.

11.7 CHANGES IN CALIFORNIA LAW. If there are any changes in the California statutory provisions applicable to the Corporation and relating to the subject matter of this Article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that may such changes permit the Corporation to provide broader indemnification rights than such permitted to Corporation to provide before any such change.

ARTICLE 12- MISCELLANEOUS

12.1 COMPENSATION. All Directors of 2K4Kids shall serve without compensation for their services as Directors. The Executive Board may, as appropriate, reimburse Directors for out-of-pocket expenses which Directors may incur in the performance of their duties as Directors.