<u>BYLAWS OF BLUEBIRDS TAKE FLIGHT, INC.</u>

(~~the~~ "Corporation")

BOARD OF DIRECTORS

<u>General Powers</u>

1. The business and affairs of the ~~Corporation~~ Bluebirds Take Flight, Inc. (hereinafter "Corporation") will be overseen by the Board and the management and direction by the Permanent Executive Directors (Karrie Anderson, President and Aron Anderson, Vice President).

<u>Number, Tenure and Quorum</u>

2. The Board will consist of members who have paid annual membership dues and are current and in good standing, each of whom will be a natural person. Each Director of the Board will hold office in one-year increments and until that Director's successor is elected and qualified or until that Director's resignation or removal. Any Director may resign following their term and with notice given in writing or by electronic transmission (e-mail) to the Corporation. The resigning Director agrees to attend a Special Meeting in person or via Teams to attend an exit interview with the Permanent Executive Directors and to relinquish all documents, passwords and programs that are the property of the Corporation.

   In order to transact business at a meeting of the Board, a quorum of a majority of the total number of Directors in attendance eligible to vote will be required. The vote of the majority of the Directors present at a meeting at which a quorum is present will be the act of the Board. If a tie breaker is necessary for a vote, the President will provide the final vote for decision.

<u>Regular Meetings</u>

3. Regular meetings of the Board will be held Monthly, either within or without the State of California, at a date and time to be determined by the Board. Board meetings may be held in person or via ~~Teams~~ an approved Virtual Platform. Members in good standing may attend monthly Board meetings. ~~The Date and Time for the Monthly regular meetings will be determined by the Board to accommodate all Board Members.~~

<u>Special Meetings</u>

4. Special meetings of the Board may be called by or at the request of the President or by a majority of the Directors. The person or persons calling that special meeting of the Board may fix any date, time or place, within or without the State of California, to be the date, time and place for holding that special meeting.

5. The Board will hold Quarterly Joint Meetings for the general public to attend and interact. The Quarterly Meetings will be held in March, June, September and December of each year, prior to the Monthly designated Board Meeting.

Notice

6. Reasonable written notice of the date, time, and place of a special meeting of the Board will be given prior to the date set for that meeting. The written notice can be given personally, by mail, by private carrier or by any other manner as permitted by the California General Corporation Law. The notice will be given by the Secretary or one of the persons authorized to call Directors' meetings.

Action by Directors Without a Meeting

7. Any action to be taken without a meeting of the Board or of any Committee of the Board may not be taken without consent by the President in writing, or by electronic transmission and the writing or electronic transmissions are filed with the minutes of proceedings of the Board, or Committee. This filing will be in paper form and maintained by the President.

Remote Communication Meetings

8. Remote communication means any electronic communication, including conference telephone, video conference, or any other method or forum currently available or developed in the future by which Directors not present in the same physical location may simultaneously communicate with each other.

9. A meeting of the Board may be held by any means of remote communication by which all persons authorized to vote or take other action at the meeting can hear each other during the meeting and each person has a reasonable opportunity to participate. The remote participation in a meeting will constitute presence in person at the meeting.

Vacancies and Newly Created Directorships

10. When vacancies or newly created directorships resulting from any increase in the authorized number of Directors occur, the Permanent Executive Directors will have the power to appoint new Directors to fill this vacancy or vacancies. Each new Director so chosen will hold office until the next Annual Meeting of the Board in January.

11. When one or more Directors resign from the Board and the resignation is to become effective at a future date, the Permanent Executive Directors will have the power to appoint new Directors to fill this vacancy or vacancies. The appointments of these new Directors will take effect when the resignation or resignations are to become effective, and each new Director so chosen will hold office until the next Annual Meeting of the Board in January.

Removal

12. Any Director may be removed, with or without cause, by the Permanent Executive Directors of the Board. A special meeting of the Board will be called for that purpose. The Permanent Executive Directors cannot be removed for any reason by the Board.

Organization

13. Meetings of the Board will be presided over by the President, or in the President's absence, by the Vice President. The Secretary will act as Secretary of the meeting, but in the absence of the Secretary, the person presiding over the meeting may appoint any person to act as Secretary of that meeting.

Chair of the Board

14. The Chair of the Board, if present, will preside at all meetings of the Board, and exercise and perform any other authorities and duties as may be from time to time delegated by the Board.

Compensation

15. The Board of Directors will not receive any type of compensation for their services. All positions within the Board are considered strictly Volunteer Roles.

COMMITTEES

Appointment

16. The Board may designate one or more committees, each committee consisting of one or more of the Executive Directors of the Corporation. The Board may designate one or more Directors as alternative members of any committee, who may replace any absent or disqualified member at any meeting of the committee. All committee members must pay annual membership dues and be current and in good standing to serve on any committee.

17. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not that member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member.

~~18. The committee or committees, to the extent provided in the resolution of the Board will have and may exercise all the powers and authority of the Board on the management of the business and affairs of the Corporation. No other committee will have the power or authority in reference to the following matters: Adopting, amending or repealing any Bylaw of the Corporation~~

Tenure

19. Each member of a committee will serve at the pleasure of the Board.

Meetings and Notice

20. The method by which Directors' meetings may be called and the notice requirements for these meetings as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Quorum

21. The requirements for a quorum of the Board as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Action Without a Meeting

22. The requirements and procedures for actions without a meeting for the Board as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Resignation and Removal

23. Any member of a committee may be removed at any time, with or without cause, by a resolution adopted by a majority of the full Board. Any member of a committee may resign from the committee at any time by giving written notice to the Chair of the Board of the Corporation, and unless otherwise specified in the notice, the acceptance of this resignation will not be necessary to make it effective.

Vacancies

24. Any vacancy on a committee may be filled by a resolution adopted by a majority of the full Board.

Committee Rules of Procedure

25. A committee will elect a presiding officer from its members and may fix its own rules of procedure provided they are consistent with these Bylaws. A committee will keep regular minutes of its proceedings and report those minutes to the Board at the first subsequent monthly meeting of the Board.

OFFICERS

Appointment of Officers

26. The Officers of the Corporation will consist of the President, the Vice President and the Treasurer, as determined in these Bylaws, the Articles of Incorporation or by the Permanent Executive Directors. The role of Secretary is deemed to be an Assistant Officer position.

27. The Officers will be appointed by the Permanent Executive Directors, Karrie Anderson and Aron Anderson at the first meeting of the Directors or as soon after the first meeting of the Directors as possible, if the Officers have not already been appointed. Any appointee may hold one or more offices, if approved by the Board.

Term of Office

28. The Officers will hold office until a successor is duly appointed and qualified or until the Officer's death or until the Officer resigns or is removed as provided in these Bylaws. The Assistant Officer will hold office for one calendar year, or if appointed during the year until the next Annual meeting of the Board in January.

Removal

29. Officers cannot be removed by the Board alone. However, the Permanent Executive Directors may remove an Officer or Assistant Officer at any time with or without cause, provided, however, any contractual rights of the person, if any, will not be prejudicated by the removal.

Vacancies

30. The Board may fill a vacancy in any office because of death, resignation, removal, disqualification or otherwise.

President

31. Subject to the control and supervisory powers of the Board and its delegate, the powers and the duties of the President will be: To have full management and supervision, direction and control of the business and affairs of the Corporation.

Vice President

32. If the President is not available or dies, is incapacitated or refuses to act, ~~any~~ Vice President Aron Anderson ~~with the consent of the majority of the Board, may~~ will perform the duties of the President, unless a Vice President was previously appointed by the President to take over the President's duties, and when so acting, the Vice President will be subject to the same powers and limitations of the President. The Vice President will perform any other duties as from time to time may be delegated to the Vice President by the President ~~or by the Board~~ and may include: To have full management and supervision, direction and control of business and affairs of the Corporation as back up to the President.

Treasurer

33. Subject to the control and supervisory powers of the Board and its delegate, the powers and duties of the Treasurer will be: To keep accurate financial records for the Corporation and provide Profit and Loss Statements, as required.

Secretary

34. The Secretary will perform the following duties:
    To prepare minutes of all meetings of the Board, including joint meetings and special meetings. Provide all minutes to the President for storage in a folder provided for that purpose within a week following such meeting. Provide administrative support to the President and Vice President.

Delegation of Authority

35. The Permanent Executive Directors reserve the authority to delegate the powers of any Officer to any other Officer or agent notwithstanding the provisions in these Bylaws.

LOANS, CHECKS, DEPOSITS, CONTRACTS

Loans

36. Without authorization by a resolution of the Board, the Corporation is prohibited from making or accepting loans in its name, or issuing evidence of indebtedness in its name, other than a line of credit for authorized business transactions only~~, and the balance is to be paid in full within one month~~. The authorization of the Board for the Corporation to perform these acts can be general or specific.

Checks, Drafts, Notes

37. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation must be signed by a designated Permanent Executive Officer or agent of the Corporation and in a manner as will from time to time be determined by resolution of the Board.

Deposits

38. All funds of the Corporation, not otherwise used, will be deposited to the credit of the Corporation in banks, trust companies or other depositories designated by the Board.

Fiscal Year End

39. The fiscal year end of the Corporation is December 31^{st}.

~~**Voting Securities Held by the Corporation**~~

~~40. The Permanent Executive Directors will have full power and authority attend, act, and vote, on behalf of the Corporation, at any meeting of security holders or interest holders of other corporations or entities in which the Corporation may hold securities or interests. At that meeting, the delegated agent will have and execute any and all rights and powers incidental to the ownership of the securities or interests that the Corporation holds.~~

Contracts

41. The Permanent Executive Directors may give authority to any Officer or agent, to make any contract or execute and deliver any instrument in the name of the Corporation and on its behalf, and that authority may be general or specific.

Loans to Employees and Officers

42. The Corporation may not lend money to, or guaranty any obligation of, or otherwise assist, any Officer or employee of the Corporation or of any subsidiary of the Corporation including any Officer or employee who is a Director of the Corporation or any subsidiary of the Corporation.

APPENDIX

Glossary

- **Bylaws –** the purpose of these Bylaws is to provide rules governing the internal management of the Corporation.
- **Chair of the Board –** Karrie Anderson, President and Chair of the Board. The Chair of the Board will act to moderate all meetings of the Board of Directors, and any other duties and obligations as described in these Bylaws.
- **Corporate Officer –** A corporate officer (individually the "Officer" and collectively the "Officers") is any individual acting for or on behalf of the Corporation. An Officer of the Corporation will usually be appointed to a specific task such as Chief Financial Officer, Chief Operating Officer or other similar positions. One person may hold several offices. The Officers will manage the day-to-day operations of the Corporation and Report to the Board of Directors.
- **Principal Office –** The Principal Office of the Corporation is the address designated in the Annual Report where the executive office of the Corporation is located.
- **Principal Place of Business –** The Principal Place of Business is the address at which the Corporation conducts its primary business. That information can be found on the California Secretary of State website.
- **Registered Office –** The Registered Office is the physical street address within the state where the registered agent can be contacted during normal business hours for service of process.

(Org Governing Bylaws 1/1/2023; modifications 1/15/2025 – effective 1/1/2025)