

BYLAWS OF "BINGO TO BRILLIANCE"

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I: NAME AND PURPOSE

Section 1. Name The name of the corporation shall be "Bingo to Brilliance," hereinafter referred to as the "Corporation."

Section 2. Purpose The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The mission of the Corporation is to empower students by providing monetary support before, during, and after higher education.

ARTICLE II: OFFICES

Section 1. Principal Office The principal office of the Corporation shall be located in the State of California. The Board of Directors may change the location of the principal office as necessary.

Section 2. Other Offices The Corporation may establish additional offices as deemed necessary by the Board of Directors.

ARTICLE III: MEMBERSHIP

Section 1. Members The Corporation shall have no members as defined by Section 5310 of the California Nonprofit Public Benefit Corporation Law. Any action that would otherwise require approval by members shall require only approval of the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. General Powers The affairs of the Corporation shall be managed by its Board of Directors (the "Board").

Section 2. Number and Qualifications The Board shall consist of at least three (3) and no more than seven (7) Directors, including the Chief Executive Officer (CEO) and Treasurer. Directors must be at least 18 years of age and committed to the mission of the Corporation.

Section 3. Term of Office Directors shall serve a term of two (2) years and may be re-elected for consecutive terms.

Section 4. Election of Directors Directors shall be elected by a majority vote of the existing Board at the annual meeting.

Section 5. Vacancies Vacancies on the Board shall be filled by a majority vote of the remaining Directors. A Director appointed to fill a vacancy shall serve for the remainder of the unexpired term.

Section 6. Removal A Director may be removed by a two-thirds (2/3) vote of the entire Board for cause, including but not limited to failure to perform duties or actions contrary to the Corporation's mission.

Section 7. Compensation Directors shall serve without compensation but may be reimbursed for reasonable expenses incurred in the performance of their duties.

ARTICLE V: OFFICERS

Section 1. Officers The officers of the Corporation shall include a Chief Executive Officer (CEO), who shall also serve as Treasurer, and such other officers as the Board may designate.

Section 2. Election and Term Officers shall be elected by the Board of Directors at the annual meeting and shall serve a term of two (2) years.

Section 3. Duties

- **Chief Executive Officer/Treasurer:** The CEO shall be the principal executive officer and shall oversee the day-to-day operations of the Corporation. The CEO/Treasurer shall also be responsible for financial management, maintaining accurate records, and presenting financial reports to the Board.
- **Other Officers:** Additional officers, if appointed, shall perform duties as assigned by the Board.

Section 4. Removal Any officer may be removed by a majority vote of the Board whenever the best interests of the Corporation would be served.

ARTICLE VI: MEETINGS

Section 1. Annual Meeting The annual meeting of the Board shall be held at a date, time, and location determined by the Board for the purpose of electing Directors and officers and transacting other business.

Section 2. Regular Meetings Regular meetings of the Board shall be held at least quarterly at a time and place determined by the Board.

Section 3. Special Meetings Special meetings may be called by the CEO or any two (2) Directors. Notice shall be given at least forty-eight (48) hours in advance.

Section 4. Quorum A majority of the Directors shall constitute a quorum for the transaction of business.

Section 5. Voting Each Director shall have one (1) vote. Decisions shall be made by a majority vote unless otherwise specified in these Bylaws.

ARTICLE VII: COMMITTEES

Section 1. Committees The Board may establish committees as needed to support the Corporation's activities. Each committee shall have at least one (1) Director as a member.

Section 2. Committee Authority Committees may make recommendations to the Board but shall not have authority to act on behalf of the Corporation unless specifically authorized by the Board.

ARTICLE VIII: RECORDS AND REPORTS

Section 1. Maintenance of Records The Corporation shall keep accurate records of its activities, including minutes of all meetings, financial records, and other pertinent documents.

Section 2. Annual Report The Board shall ensure the preparation and distribution of an annual report to Directors, which includes financial statements and other required disclosures.

ARTICLE IX: FISCAL MATTERS

Section 1. Fiscal Year The fiscal year of the Corporation shall begin on January 1 and end on December 31.

Section 2. Financial Oversight The Board shall oversee the financial affairs of the Corporation, ensuring proper stewardship of funds.

Section 3. Contracts and Checks All contracts and checks exceeding \$5,000 must be approved by the Board and signed by the CEO/Treasurer and one additional Director.

ARTICLE X: AMENDMENTS

Section 1. Amendments These Bylaws may be amended by a two-thirds (2/3) vote of the Board, provided that notice of the proposed amendment is given at least seven (7) days in advance.

ARTICLE XI: DISSOLUTION

Section 1. Dissolution Upon the dissolution of the Corporation, any remaining assets shall be distributed exclusively for charitable or educational purposes to one or more organizations that qualify under Section 501(c)(3) of the Internal Revenue Code.

CERTIFICATION

These Bylaws were adopted by the Board of Directors of Bingo to Brilliance on **JANUARY 07, 20.**

Isaiah "Astro" B. N. Mateas, Chief Executive Officer/Treasurer

Lindsay Mateas, Secretary