
BYLAWS OF A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

DRAFT – December 27, 2019

ARTICLE I. NAME AND OFFICES

Section 1. Name

The name of the Corporation is Career Labs USA

Section 2. Principal Office

The principal office for the transaction of the activities and affairs of this corporation is located in Los Angeles, Los Angeles County, California.

Section 3. Change of Address

The board of directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite Article 1 Section 2 of these bylaws; alternatively, Article 1 Section 2 of these bylaws may be amended to state the new location.

Section 4. Other Offices

The board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

Career Labs builds partnerships between professionals, organizations and schools in communities of need to help students succeed in life. We are professionals partnering with educators in communities of need, to help students achieve success in career and life by bringing the resources and relationships from our industries into schools.

The specific objectives and purpose of this organization shall be:

- a. to build bridges between the professional world of careers and K-12 students in communities of need through leveraging professional and personal networks to build up an army of

professionals who are ready to help students discover career choices, receive mentorship opportunities and make connections with people in those careers

- b. to provide a variety of career skills workshops and educational resources that can be offered in a variety of in-school enrichment programs
- c. to facilitate partnerships between employers (companies, nonprofit organizations, governmental agencies) and schools in communities of need to discover and meet career and life skills needs of the students
- d. to be a resource to employers and professionals seeking Corporate Social Responsibility opportunities in communities they service by helping them to connect with students and schools in becoming valuable partners in a way that is personally fulfilling and enriching to the professional participants as well as the students
- e. to partner with other nonprofit organizations and programs offering complimentary programs to help schools obtain needed resources and programs to meet the specific needs of their students

ARTICLE III. MEMBERSHIP

The Corporation has no members.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Advisory Council must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall hold office for up to a three-year term as submitted by the nominations committee. Directors may serve terms in succession, when they demonstrate the ability to perform the duties of their office.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional three-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Members of the Board of Directors are required to:

- (a) Hold the Corporation accountable to pursuing and promoting the public interest and the vision and purpose of the Corporation
- (b) Act in accordance with the highest standards of personal integrity and ethics so as to be a role model for all of the stakeholder groups served by the Corporation, including but not limited to: students, parents, corporate professionals, school personnel
- (c) Attend at least 3/4 of all regularly scheduled meetings of the Board

Section 3. Board of Director Meetings

The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

Meetings may be held either in person or by phone, video conference or other methods whereby all of the attending board members will be able to hear and speak to each other throughout the duration of the meeting.

Section 4. Annual and Other Meetings

The board shall hold an annual meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required.

Other general meetings of the board may be held without notice at such time and place as the board may fix from time to time.

Section 5. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 6. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of

such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 7. Quorum

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 8. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at board meetings and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

Section 9. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 10. Compensation

- (a) Directors shall receive no compensation for carrying out their duties as directors.
- (b) Upon board approval, directors may be reimbursed for reasonable expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.
- (c) Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

Section 11. Contracts with Directors and Officers

No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless (a) the material facts regarding

that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if 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 because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

Section 12. Loans to Directors and Officers

This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

Section 13. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 14. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge.

Any issue raised formally by a member of the Advisory Council and brought to the attention of one or more members of the Board of Directors must be entered into the minutes of the next board meeting following the issue being brought to the attention of a member of the Board.

Section 15. Parliamentary Procedure

- (a) **Quorum.** A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.
- (b) **Majority Vote.** Except as otherwise required by law or by the articles of incorporation or these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.
- (c) **Hung Board Decisions.** On the occasion that directors of the Board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.
- (d) **Participation.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

Section 14. Removal and Resignation

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

Except as provided below, any director may resign by giving written notice to the chairman of the board, president or secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the chairman of the board may designate a successor to take office as of the date when the resignation becomes effective.

Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

Section 15. Restriction on Interested Persons as Directors

No more than 49 percent of the persons serving on the board may be "interested persons." An "interested person" is (a) any person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee,

independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

ARTICLE V. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

Section 1. President

The president will be required to possess many characteristics to be successful. They include demonstrated community leadership; being respected by volunteers and key stakeholders; the ability to lead the Corporation in handling difficult issues; and, the ability to communicate, listen and seek input from others. She or he will lead the Board of directors in performing its duties and responsibilities, and monitor and evaluate each officer and actions of the Board, presiding at all meetings of the Board and performing all other duties incident to the office or properly required by the Board of directors. Strong group dynamic skills are essential to keep meetings running smoothly and to deal with any conflicts that may arise. The board president shall be passionate for the cause and a model fundraiser, communicator and spokesperson for the Corporation. She or he will be an experienced and energetic executive, leader and community builder.

The President shall preside at all meetings of the Board. The President shall have the following duties:

- Shall preside at all meetings of the Board.
- Shall have general and active management of the business of this Board.
- Shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- Shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

The President may also serve as Chief Executive Officer of the Corporation and shall be entitled to compensation for duties performed in this role. It is the intention of the Board that by the end of the third fiscal year of operation (June 30, 2022), the roles of Board President and Chief Executive Officer will be separated and will not be held by the same person going forward after this date.

Section 2. Secretary

The Secretary shall be required to possess the ability to record and maintain accurate and thorough records and documentation of conversations and decisions of the Board.

The Secretary shall attend all meetings of the Board. If unable to attend a meeting of the Board, will be permitted to send a suitable substitute who has been approved by the Board. The Secretary's duties shall consist of:

- Shall record all votes and minutes of all proceedings in a book to be kept for that purpose.
- In concert with the President shall make the arrangements for all meetings of the Board.

Shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.

Shall oversee the posting to the Corporation's website for download by the public of all board meeting minutes, board meeting schedules and any other document required by California law to be made available to the public.

- Shall perform all official correspondence from the Board as may be prescribed by the Board or the President.
- May appoint, with approval of the Board, a director or staff member to assist in performance of all or part of the duties of the secretary.

Section 3. Treasurer

The Treasurer shall be required to possess all the character, knowledge and expertise needed to perform the duties of this office as described below. The Treasurer must have demonstrated the ability to manage and oversee the financial accounting of an organization of at least the size and complexity of this corporation at the time the Treasurer is serving in this position. Above all, the Treasurer must possess the highest personal standards of ethics and fiduciary responsibility.

The treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of directors on a timely basis or as may be required by the Board of directors.

The Treasures shall have the following duties:

- Shall present a complete and accurate report of the finances raised by the Corporation and/or this board at least once per year and/or at the request of the Board. Shall have all necessary authority to obtain records and information from staff to complete this report.
- Shall oversee program and capital expenses of the Corporation. Shall have all necessary authority to obtain records and information from staff to perform these oversight duties.
- Shall have the right of inspection of the funds resting with the Corporation, including budgets and subsequent audit reports.
- Shall assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.

Section 4. Election of Officers

Prospective officers shall be nominated by a member of the Board during a regularly scheduled or special meeting of the Board and be approved by a majority vote of the Board. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the meeting where the election takes place.

Officers shall be eligible to succeed themselves in their respective offices so long as the officer continues to meet the requirements of the position.

Section 5. Removal of Officers

The Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. The officer in question shall be excluded from this vote. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 6. Resignation of Officers

Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

ARTICLE VI. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

A Committee shall only have such powers and responsibilities as expressly granted in the resolution of the Board forming the committee.

ARTICLE VII. CORPORATE STAFF

Section 1: Chief Executive Officer

The Board of Directors shall hire a Chief Executive Officer who shall serve at the will of the Board. The position of Chief Executive Officer may also be referred to as Executive Director. The titles of Chief Executive Officer and Executive Director are interchangeable in the Corporation and refer to the same person.

The Chief Executive Officer shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Chief Executive Officer's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors.

No officer or member of the Board of Directors may individually instruct the Chief Executive Officer or any other employee. The Chief Executive Officer shall be required to attend all regularly scheduled

meetings of the Board unless expressly requested by the Board not to attend. The Chief Executive Officer shall make such reports at the Board and Committee meetings as shall be required by the President or the Board. The Chief Executive Officer shall be an ad-hoc member of all committees.

The Chief Executive Officer may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors. However, the President of the Board shall be permitted to also act in the role of Chief Executive Officer, upon majority vote of the Board.

The Chief Executive Officer may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Chief Executive Officer, who shall remain an employee terminable at will, as provided in this Section.

Section 2: Chief Financial Officer

The Board of Directors shall hire a Chief Financial Officer who shall serve at the will of the Board. The Chief Financial Officer shall serve under the supervision of the Chief Executive Officer. The Chief Financial Officer shall have additional accountability to the Treasurer.

The Chief Financial Officer shall be required to attend all regularly scheduled meetings of the Board unless expressly requested by the Board not to attend. The Chief Financial Officer shall make such reports at the Board and Committee meetings as shall be required by the President or the Board.

The Board Treasurer shall be permitted to also act in the role of Chief Financial Officer, upon majority vote of the Board.

It is the intention of the Board that the Treasurer serve as Chief Financial Officer until it is practicable and feasible to hire a Chief Financial Officer or equivalent role. Equivalent roles may include such positions as: Director of Finance, Director of Finance and Operations, Chief Financial and Operations Officer.

ARTICLE VIII. – CONFLICT OF INTEREST POLICY

Career Labs USA's conflict of interest policy is written in conformance with Appendix A of IRS form 1023.

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

- a. Interested Person
Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

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

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy
1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing 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.

Section 5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization 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.

Section 7. Periodic Reviews

To ensure the Organization 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.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization'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.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX. NONDISCRIMINATION POLICY

Section 1. Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Career Labs USA not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE X. CODES OF ETHICS AND WHISTLEBLOWER POLICY

Section 1. Purpose

Career Labs USA requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

The purpose of this policy is to support Career Labs USA's intent to act with the highest integrity.

It is the intent of Career Labs USA to adhere to all laws and regulations that apply to the corporation. Another purpose of this policy and to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

Section 2. Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Career Labs USA is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

Section 3. Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

Section 4. Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Career Labs USA and provides Career Labs USA with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Career Labs USA shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Career Labs USA or of another individual or entity with whom Career Labs USA has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Career Labs USA shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Career Labs USA that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

Section 5. Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 6. Handling of Reported Violations

The Board President or Secretary shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XI. DIRECTOR AND OFFICER LIABILITY

Section 1. Non-Liability of Directors and Officers

Directors and officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation, unless otherwise provided by law.

Section 2. Indemnification

- (a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- (b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- (d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a

director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with California Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XII. BOOKS AND RECORDS

Section 1. General

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

Section 2. Directors' Right to Inspect

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. 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.

Section 3. Annual Report

The board shall cause an annual report to be sent to the directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities
- (c) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) Any information required by Article XII Section 4 of these bylaws; and
- (e) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

Section 4. Annual Statement of Certain Transactions and Indemnifications

As part of the annual report to all directors, the corporation shall within 120 days after the end of the corporation's fiscal year, annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind:

- (a) Any transaction (1) in which the corporation was a party, (2) in which an "interested person" had a direct or indirect material financial interest, and (3) which involved more than \$50,000. For this purpose, an "interested person" is any director or officer of the corporation (but mere common directorship shall not be considered such an interest).

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

- (b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Article XI Section 2 of these bylaws.

ARTICLE XIII. CONTRACTS, CHECKS, LOANS AND DEPOSITS

Section 1. Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

Section 2. Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the treasurer or any such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

Upon Board approval, bank cards may be issued for discreet use as needed to facilitate the needs and mission of the Corporation. Expenses charged to said bank cards are subject to oversight by the Treasurer.

Section 2. Deposits

All funds of the corporation not otherwise employed shall be deposited by the treasurer from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

Section 2. Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

ARTICLE XIV. OTHER PROVISIONS

Section 1. Fiscal Year

The fiscal year of the corporation shall be from July 1 to June 30

Section 2. Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

Section 3. Dedication of Assets

This corporation’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and 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 that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

Section 4. Corporate Seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE XV. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other

amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

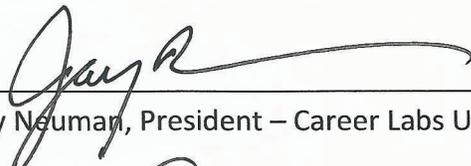
Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

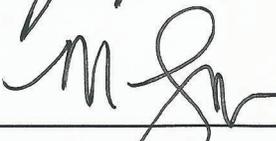
ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 18 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 3 day of January, 2020.



Jay Neuman, President – Career Labs USA



ATTEST: Mischalay Williams, Secretary – Career Labs USA