



## Bylaws of a California Non-Profit Public Benefit Corporation

### Article I. Name & Address

#### Section 1. Name

The name of this corporation shall be Fear of Return Inc. (“Fear of Return”). The principal business office for the transaction of the activities and affairs of the corporation (“principal office”) is located at 12901 Seabreeze Farms Drive, San Diego CA 92130, the location of a meeting space, and the legal mailing address. The executive team or board of directors may change the location of the principal office at any time. Any change of this location shall be amended in the bylaws and all legal documents.

#### Section 2. Change of Address

The designation of the county or state of the corporation’s principal office may be changed by amendment of these bylaws. The founders, executive team, or board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: \_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_\_\_

#### Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

### Article II. Nonprofit Purposes

#### Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.



Fear of Return is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law to promote community development and capacity building for charitable purposes. *Our mission is to find or provide legal aid to immigrants, refugees or asylees.*

Our programs identified and being implemented at this time pertain to: Administration, Equity & Collaboration, Workforce Development, Education, Technical Assistance, and Data collection.

To accomplish our mission through these programs and expand or develop new programs as appropriate, we will raise social consciousness about each cause on a local level, hold fundraising events, invite individuals to donate, and apply for business, foundation and government funds, as appropriate.

## **Section 2. Powers**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

## **Section 3. Nonprofit Status and Exempt Activities Limitation**

- (a) **Nonprofit Legal Status.** Fear of Return is a California non-profit public benefit corporation which holds tax-exempt status under Section 501(c)(3) of the United States Internal Revenue Code. We conducted business from the moment of incorporation in compliance with Section 501(c)(3) and these Bylaws were originally written and are updated accordingly.
- (b) **Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these



Bylaws.

- (c) **Distribution Upon Dissolution.** Upon termination or dissolution, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of California. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of California to be added to the general fund.

## **Article III. Membership**

### **Section 1. No Membership Classes**

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

### **Section 2. Non-Voting Affiliates**

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The Board, a designated committee of the Board, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate



information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

### **Section 3. Dues**

Any dues for affiliates shall be determined by the Board of Directors.

## **Article IV. Board of Directors**

### **Section 1. Number of Directors**

Fear of Return shall have a Board of Directors consisting of no more than nine members. The Executive Director of Fear of Return, as described in Article 6, Section 8 below, also serves on the Board as a non-voting member. Within these limits, the Board may increase or decrease the number of directors serving on the Board, including for the purpose of staggering the terms of directors.

### **Section 2. Powers**

All corporate powers shall be exercised by or under the authority of the Board and the affairs of Fear of Return shall be managed under the direction of the Board, except as otherwise provided by law.

### **Section 3. Terms**

- (a) Terms of office are two years with reelection possible for additional terms but not to exceed eight years of service before a one-year hiatus.
- (b) The term of office shall be considered to begin January 1 and end December 31, however, an appointment can be made throughout the year.

### **Section 4. Qualifications and Election of Directors**

In order to be eligible to serve as a director, the individual must be 18 years of age and qualify for the demands of the position. They will be elected at any Board meeting by a majority vote of the existing Board of Directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.



## Section 5. Vacancies

The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled Board position, subject to the maximum number of directors under these Bylaws.

- (a) **Unexpected Vacancies.** Vacancies on the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced.

## Section 6. Removal of Directors

A director may be removed by two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors then in office, if:

- (a) the director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The Board president is empowered to excuse directors from attendance for a reason deemed adequate by the Board president. The president shall not have the power to excuse themselves from the Board meeting attendance and in that case, the Board vice president shall excuse the president.  
Or:
- (b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the director in question is given electronic or written notification of the Board's intention to discuss their case and is given the opportunity to be heard at a meeting of the Board.

## Section 7. Board of Directors Meetings

- (a) **Regular Meetings.** The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the executive team or the Board. Board meetings shall be held upon four (4) days' notice by email. Notice of meetings shall specify the place, day, and hour of meeting.
  - (i) **Annual Meeting.** An annual meeting shall be scheduled, for wrapping up the previous year, onboarding new directors, voting for new officers and handling housekeeping to support the new operating year.
  - (ii) **Annual Retreat.** Following the Annual Board meeting, Board members will attend the all-staff annual retreat for the purpose of camaraderie, strategic planning and all other relevant development issues.
- (b) **Special Meetings.** Special meetings of the Board may be called by the Executive Director, the president, vice president, secretary, treasurer, or any two (2) other directors of the Board of Directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the



purpose, of the meeting. This meeting could be held by phone if designated or other telecommunication method.

- (c) **Waiver of Notice.** Any director may waive notice of any meeting, in accordance with California law.

### **Section 8. Manner of Acting**

- (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, 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 their discretion. The opinion of the Executive Director may also be taken into account in such a case.
- (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 9. Conduct of Meetings**

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated, or in his or her absence, the president of the corporation, or in his or her absence, by the vice president of the corporation, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the board of directors, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these Bylaws, or with provisions of law.

### **Section 10. Compensation for Board Service**

Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable reimbursement of directors for



expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

### **Section 11. Compensation for Professional Services by Directors**

Directors are not restricted from being remunerated for professional services or reimbursed for approved expenses 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 12. Non-liability of Directors**

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

### **Section 13. Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

### **Section 14. Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities 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 articles of incorporation, these bylaws, or provisions of law.

## **Article V. Committees**

### **Section 1. Committees**

The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) take any final action on matters which also requires Board members' approval or



- approval of a majority of all members;
- (b) fill vacancies on the Board of Directors of in any committee which has the authority of the Board;
  - (c) amend or repeal Bylaws or adopt new Bylaws;
  - (d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
  - (e) appoint any other committees of the Board of Directors or the members of these committees;
  - (f) expend corporate funds to support a nominee for director; or
  - (g) approve any transaction;
    - to which the corporation is a party and one or more directors have a material financial interest;
    - or between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

## **Section 2. Board Meetings and Action of Committees**

Meetings and action of the committees shall be governed by, held and taken in accordance with the provisions of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

## **Section 3. Informal Action by the Board of Directors**

Any action required to be taken by the Board of Directors that is not timed for a Board meeting may be initiated and responded to via email. The intent of this provision is to respond to any on-demand issue that affects the corporation that requires a Board consensus. Email responses are considered valid for this purpose.

## **Section 4. Executive Committee**

The Executive Committee shall be composed of the Executive Director, Vice President, and Treasurer. The functions of this committee are to develop a strategic plan for the organization, identify fundraising and partnership opportunities, prepare agendas for coalition meetings, and create guidelines for Fear of Return activities and membership. The Executive Committee holds the power to sign Letters of Intent or





Support, Memorandums of Understanding, Consulting Agreements, and petitions on behalf of the Fear of Return and execute all agreements, contracts and memorandums, retaining the right to issue invoices, sign checks, and receive payment on behalf of Fear of Return. Any two of three executive committee members may be authorized as one of at least three signing authorities for the Fear of Return bank account.

## **Article VI. Officers**

### **Section 1. Designation of Officers**

The Fear of Return Officers include President, Vice President, Secretary and Treasurer. Responsibilities for each is a separate document. Below is a general description. The term of office for each Officer shall be a minimum of two years unless it has been deemed an interim position. The Officer or Board may request a second, third and fourth terms, which may be undertaken if mutually agreed upon. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board. The Board may also appoint additional officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices temporarily, if necessary and approved by a majority of the Board.

### **Section 2. Election and Term of Office**

Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **Section 3. Removal and Resignation**

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation 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 at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

### **Section 4. Board President**

The president plays a key role in recruitment, leadership, strategic planning,



fundraising, monitoring and guidance. They review and understand the organization's articles of incorporation, bylaws, policies and procedures, financial and legal status, and strategic plan. As the Board ambassador, the president acts as a spokesperson to the larger community. They speak in public on behalf of the organization and advocate for the cause. By modeling appropriate behavior, the president sets high standards for Board conduct and intervenes if conflicts of interest or confidentiality issues arise. The president is 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 organization in handling difficult issues; and, the ability to communicate, listen and seek input from others. They 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 organization. They will be an experienced and energetic executive, leader and community builder.

#### **Section 5. Vice-President**

The Vice-President duties include program leadership, chair responsibilities when the president cannot be available and collaboration with key stakeholders internally and externally to find solutions to problems and opportunities for success. Characteristics of the Vice-President include the ability to anticipate needs, organizational and strategic planning and an agent of change. In the absence or disability of the Board president, the Vice-President shall perform the duties of the Board President until the President can resume their duties, serving as Acting President and possessing all the powers of and subject to all the restrictions upon the Board President. Should circumstances cause the President to officially withdraw their office, the Acting President, should they desire and with approval of the Board, would become President for the remainder of the vacated President's term. At the conclusion of the term, the President could accept a new term if mutually agreed upon. The Vice-President, should they desire and if agreed upon by the Board, shall accede to the office of Board President upon the completion of the Board President's term of office. In this case, a new Vice President would be elected.

#### **Section 6. Secretary**

The Secretary's duties include collaborating with others in establishing organizational principles. They possess the ability to communicate, listen and seek input from others. Strong group dynamic skills and flexibility are essential to ensuring the protocol is followed, but not defining the way the organization does business. Their duties include leadership, communication, records organization and management, and compliance with legal requirements and documents. They shall keep or cause to be kept minutes of all



meetings and actions of directors, stating the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board President. The Secretary may appoint, with approval of the Board, a director to assist in performance of all or part of the duties of the Secretary.

### **Section 7. Treasurer**

The Treasurer records the income and expenditures of the Coalition in a digital database, reports financial status to the Board, manages the Coalition's annual tax filing requirements, acts as one of at least two signing authorities for the Coalition bank account, prepares an annual report and budget for the Coalition, and may set fundraising goals and activities for the Coalition. The Treasurer is responsible for communicating with the Executive Director in order to provide timely communication to the Board regarding financial issues relevant to the organization's health, so that the Board can weigh in on issues. They have knowledge of accounting and/or finance. They meet as required to share information and analyze finances. In this manner, the Treasurer can offer advice and be assured they are up-to-date and in accord in order to keep the Board informed of the financial condition of the corporation and any financial issues in existence or pending.

### **Section 8. Executive Director as Non Voting Board Member**

The Executive Director will serve on the Board of Directors and is expected to attend and advise at all meetings but they are a non-voting member of the Board. Pedro Chavez is Executive Director.

The Executive Director shall have immediate and overall supervision of the operations of the Fear of Return, and shall direct the day-to-day business of Fear of Return, maintain the properties of Fear of Return, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director 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 of Directors. Such removal may be with or without cause. Nothing herein shall



confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

### **Section 9. Non-Director Officers**

The Board of Directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

### **Section 10. Compensation**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors. In all cases, any salaries received by officers of Fear of Return shall be reasonable and given in return for services actually rendered to or for Fear of Return. All officer salaries shall be approved in advance in accordance with Fear of Return's conflict of interest policy.

## **Article VII. Execution of Instruments, Deposits, and Funds**

### **Section 1. Execution of Instruments**

Except as otherwise provided by resolution of the Board or Board policy, all contracts, agreements, leases, MOUs, grants, checks and other legal agreements of the corporation shall be executed on its behalf by either of the Founders, the Executive Director, the Program Director, the Board President, Secretary or Treasurer, as appropriate. With Board approval, any other Board member or Fear of Return executive may be delegated by the Board to have authority to execute such documents in accordance with policies approved by the Board.

### **Section 2. Loans**

No loans shall be contracted on behalf of Fear of Return, 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.

### **Section 3. Checks and Notes**

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of Fear of Return shall be signed by the



Executive Director or other designated officer of the corporation.

#### **Section 4. Deposits**

All funds of Fear of Return shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

#### **Section 5. Gifts**

The board of directors may accept on behalf of the Fear of Return any contribution, gift, bequest, or device for the nonprofit purposes of this corporation.

#### **Section 6. 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 they were a party because they are or were a director of the corporation against reasonable expenses incurred by them 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.



## **Article VIII. Miscellaneous**

### **Section 1. Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date. Copies are retained in electronic and paper form.

### **Section 2. Fiscal Year**

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

### **Section 3. Documents for Review and Annual Signature of Board Members**

The Board shall adopt and review specific documents that each Board member and company employee signs. They include:

#### **Conflict of interest policy**

This document protects the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers. All Board members sign a Conflicts of Interest policy before beginning their tenure. At the January meeting, each Board member is to review and re-sign the document with the current date. If a Board member cannot sign the document, the Board makes a unanimous decision as to the issue in the Conflict document and the Board member may have cause to resign their position.

#### **Privacy and Security Policy**

This document protects the corporation and the private identity of individuals within the corporation including Board, employees, fellows, volunteers, interns, and stakeholders. All Board members and employees must sign this. From time to time, any Board member may request that this document be reviewed and amended. From time to time, any Board member may request a review of this document.

### **Section 4. Nondiscrimination Policy**

It is the policy of Fear of Return 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. All Board members will abide by this policy at all times.

### **Section 5. Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board and entered into the existing Bylaws, which are then re-dated, the latest document being the accurate one, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

## **Article IX. Code of Ethics and Whistleblower Policy**

### **Section 1. Purpose**

Fear of Return 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. It is the intent of Fear of Return to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is 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 Fear of Return 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 people are protected from retaliation only if they bring the alleged unlawful activity, policy, or practice to the attention of the Fear of Return, and provides Fear of Return 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. Fear of Return 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 Fear of Return or of another individual or entity with whom Fear of Return 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. Fear of Return 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 Fear of Return 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 vice president 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, staff members or employees and they shall have the opportunity to ask questions about the policy.





## **Article X. Amendment of Bylaws**

### **Section 1. Amendment**

Any amendment to the Bylaws or Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors, dated and entered into the minutes of such meeting and the permanent Bylaws.

## **Article XI. Construction and Terms**

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.



## **CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the Bylaws of Fear of Return were approved by Fear of Return's Board of Directors on \_\_\_\_\_ and constitute a complete copy of the Bylaws of the Corporation.

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Pedro Chavez, President