BYLAWS OF UPLIFTERS FOUNDATION, INC.
May 21, 2026

ARTICLE I — NAME AND PURPOSE

Section 1. Name
The name of this organization shall be Uplifters Foundation, Inc., a California nonprofit public benefit corporation organized under the laws of the State of California.

Section 2. Purpose
Uplifters Foundation, Inc. is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The Foundation's charitable purposes include disaster recovery, combating community deterioration and displacement, reducing the burdens of government, developing and preserving attainable housing, supporting community stabilization, and advancing the long-term recovery and resilience of wildfire-affected communities.

The Foundation may acquire, develop, rehabilitate, lease, finance, manage, and dispose of residential and community-serving properties and may engage in activities designed to facilitate the rebuilding and repopulation of communities affected by declared disasters.

The Foundation shall operate exclusively for public and charitable purposes and not for the private gain of any person.

ARTICLE II — MEMBERSHIP

The corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law. All corporate powers shall be exercised by or under the authority of the Board of Directors.

ARTICLE III — BOARD OF DIRECTORS

Section 1. General Powers
The Board of Directors shall oversee the management, affairs, activities, and property of the Foundation and shall ensure that the Foundation operates in furtherance of its charitable mission and in compliance with applicable law.

Section 2. Number and Qualifications
The Board shall consist of not fewer than three (3) and not more than fifteen (15) directors.

Directors shall support the charitable mission of the Foundation.

No more than forty nine percent (49%) of the directors serving at any time may be "interested persons" as defined under California Corporations Code Section 5227.

Section 3. Independent Directors
The Foundation intends to maintain a majority of independent directors as the Board expands.

An "independent director" means a director who:
- is not compensated by the Foundation as an employee or independent contractor;
- does not receive material financial benefit from the Foundation; and
- does not have a family relationship with another director or officer of the Foundation.

Section 4. Terms
Directors shall serve terms of three (3) years and may be reelected. Terms may be staggered to promote continuity.

Section 5. Election of Directors
Directors shall be elected by majority vote of the directors then in office.

Section 6. Resignation
Any director may resign at any time by written notice to the Chairperson, President, Secretary, or Board.

Section 7. Removal
Any director may be removed by two-thirds (2/3) vote of the directors then in office if the Board determines that removal is in the best interests of the Foundation.

Section 8. Vacancies
Vacancies on the Board may be filled by majority vote of the remaining directors.

Section 9. Regular Meetings
The Board shall hold at least four (4) regular meetings annually.

Section 10. Special Meetings
Special meetings may be called by the Chairperson, President, Executive Director, or any two directors.

Section 11. Notice of Meetings
Notice of regular meetings shall be given at least four (4) days prior to the meeting.

Notice of special meetings shall be given at least forty-eight (48) hours prior to the meeting.

Notice may be provided personally, by telephone, electronic mail, or other electronic transmission.

Section 12. Quorum
A majority of directors then in office shall constitute a quorum.

Section 13. Voting
Each director shall have one vote. Unless otherwise required by law or these Bylaws, actions shall be approved by majority vote of directors present at a meeting at which a quorum exists.

Section 14. Meetings by Electronic Means
Meetings may be conducted through teleconference, videoconference, or other electronic communications equipment so long as all participating directors can hear one another simultaneously.

Section 15. Action Without Meeting
Any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing or by electronic transmission in accordance with California law.

ARTICLE IV — OFFICERS

Section 1. Officers
The officers of the Foundation may include:
- Chairperson
- President
- Secretary
- Treasurer
- Executive Director
- such other officers as the Board may appoint. Officers need not be directors of the Foundation.

The initial officers shall be:

- Chairperson: None initially
- President: Lee West
- Executive Director, Secretary and Treasurer: Steven Dietz

Section 2. Election and Terms
Officers shall be elected by the Board and shall serve two (2) year terms unless earlier removed or replaced.

Section 3. Chairperson
The Chairperson shall preside at Board meetings and perform duties assigned by the Board.

Section 4. President
The President shall support Board leadership, fundraising, strategic relationships, and community engagement and shall perform duties assigned by the Board. Serves as Chairperson in absence of Chairperson.

Section 5. Secretary
The Secretary shall maintain corporate records, minutes, and notices required by law.

Section 6. Treasurer
The Treasurer shall oversee financial reporting, budgets, reserve compliance, audits, and financial controls and shall report financial matters to the Board.

Section 7. Executive Director
The Executive Director shall serve as the chief executive officer of the Foundation and shall manage day-to-day operations subject to Board oversight.

The Executive Director shall serve at the pleasure of the Board and shall have such authority as delegated by the Board.

The Executive Director may hire employees, consultants, contractors, and advisors consistent with approved budgets and Board policies.

ARTICLE V — COMMITTEES

The Board may establish standing or ad hoc committees as necessary.

Committees may include:
- Audit and Finance Committee
- Governance Committee
- Real Estate and Development Committee
- Conflict Review Committee

Committees shall report to the Board and exercise only such authority as delegated by the Board and permitted by law.

ARTICLE VI — FINANCIAL MANAGEMENT

Section 1. Fiscal Year
The fiscal year shall begin January 1 and end December 31 unless otherwise established by the Board.

Section 2. Budgets and Financial Reporting
The Board shall approve annual budgets and oversee the maintenance of accurate financial records.

Section 3. Audits
The Board may require independent audits, reviews, or financial examinations as appropriate.

Section 4. Compensation
Directors shall not receive compensation for service as directors unless specifically approved in accordance with California law and applicable conflict-of-interest procedures.

The Foundation may pay reasonable compensation for services rendered by officers, employees, contractors, or advisors if approved by disinterested directors and determined to be fair and reasonable to the Foundation.

Section 5. Loans
The Foundation shall not make loans to directors or officers.

ARTICLE VII — CONFLICTS OF INTEREST

Section 1. Purpose
The purpose of this policy is to protect the integrity of the Foundation's decision-making process, preserve public trust, and ensure compliance with federal and California law governing charitable organizations.

Section 2. Interested Persons
Any director, officer, key employee, contractor, advisor, or affiliated entity with a direct or indirect financial interest in a proposed transaction or arrangement shall disclose the existence and nature of such interest.

Section 3. Covered Transactions
This policy applies to:
- real estate acquisitions or dispositions;
- development agreements;
- construction contracts;
- financing arrangements;
- professional service agreements;
- compensation arrangements;
- affiliated-party transactions; and
- any other arrangement in which a private interest could conflict with the Foundation's charitable purposes.

The Foundation may engage contractors, consultants, advisors, developers, construction managers, owners representatives, brokers, or other service providers that may have professional, familial or business relationships with directors, officers, employees, or affiliated parties of the Foundation, provided that:

(a) all such relationships are fully disclosed to the Board;

(b) any interested person recuses themselves from discussion and voting regarding the transaction;

(c) the transaction is reviewed and approved solely by disinterested directors;

(d) the Board determines in good faith that the arrangement is fair and reasonable to the Foundation and furthers its charitable purposes; and

(e) the Foundation maintains documentation supporting the basis for approval, including consideration of alternative providers where appropriate.

Section 4. Procedures
After disclosure of all material facts:

- the interested person shall leave the meeting during discussion and voting;
- the disinterested directors shall determine whether a conflict exists;
- the Board may obtain competitive bids, comparability data, or independent review; and
- the transaction may be approved only if the disinterested directors determine that:
  - the transaction is fair and reasonable to the Foundation;
  - furthers the Foundation's charitable mission; and
  - could not reasonably be obtained under materially more favorable circumstances.

Section 5. Documentation
Board minutes shall document:
- the nature of the conflict;
- persons present;
- alternatives considered;
- comparability information reviewed; and
- the basis for approval.

Section 6. Annual Statements
Each director and officer shall annually acknowledge:
- receipt of this policy;
- understanding of this policy; and
- agreement to comply with this policy.

ARTICLE VIII — INDEMNIFICATION

To the fullest extent permitted by California law, the Foundation shall indemnify its directors, officers, employees, and agents against expenses, judgments, settlements, and liabilities incurred in connection with proceedings arising from their service to the Foundation, provided the person acted in good faith and in a manner reasonably believed to be in the best interests of the Foundation.

The Foundation may maintain directors and officers liability insurance.

ARTICLE IX — LIMITATION ON PRIVATE BENEFIT

No part of the net earnings or assets of the Foundation shall inure to the benefit of any private individual except as permitted under Section 501(c)(3) of the Internal Revenue Code.

The Foundation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

No substantial part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation except as permitted by law.

ARTICLE X — AMENDMENTS

These Bylaws may be amended by two-thirds (2/3) vote of directors then in office.

ARTICLE XI — DISSOLUTION

Upon dissolution, all assets remaining after payment of liabilities shall be distributed to one or more organizations organized and operated exclusively for charitable purposes and qualifying under Section 501(c)(3) of the Internal Revenue Code.

No assets shall inure to the benefit of any private person.

CERTIFICATION

Adopted by the Board of Directors of Uplifters Foundation, Inc. on this 21st day of May, 2026.

Signed by:
Lee West
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Lee West
President

Signed by:
Steven Dietz
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Steven Dietz
Secretary