

Cambodian Village Fund Bylaws

Article I: Name and Purpose

Section 1.01 Official Name. The name of this organization shall be "Cambodian Village Fund" (hereinafter, the "Corporation"). This Corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California for charitable purposes.

Section 1.02: Assumed Name. For purposes of advertising and promotion, the Corporation may at times be abbreviated to "CVF" and may at times utilize the assumed name of "The Cambodian Village Fund." However, the official name shall remain the binding corporate name to transact business.

Section 1.03: Purpose. The Corporation is a nonprofit public benefit corporation and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. The Corporation's primary purpose is to raise funds and support educational and community development programs benefiting children and families in Cambodia.

Section 1.04: Mission. Our mission is to improve the lives of Cambodians by expanding access to education and opportunity. We work to empower individuals and communities to thrive, break the cycle of poverty, and contribute to the sustainable development of Cambodia.

Article II: Location

Section 2.01: Location. The principal office of the Corporation and its registered agent is located in San Diego, California. This designation may be changed from time to time only by official action of the Board of Directors with the filing of an appropriate certificate with the California Secretary of State. While the Corporation's principal office is in the United States, its charitable programs and operational activities are conducted in Cambodia. Funds held in Cambodia shall be subject to oversight by the Board of Directors. The Corporation shall continuously maintain in the State of California a registered agent for service of process as required by law.

Article III: Legal Powers

Section 3.01: 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 effectuate 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 legal 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 3.02: Nonprofit Status and Exempt Activities Limitation.

Nonprofit Legal Status. The Corporation is a California nonprofit Corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of the Corporation shall take any action or carry on any activity on behalf of the Corporation that is not permitted for a nonprofit organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit of any Director, officer, or other private person, except that the Corporation may pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Article IV: Membership

Section 4.01: Membership. The Corporation shall have no membership class and no members who have any right to vote.

Section 4.02: Non-Voting Affiliates. The governing body 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.

Article V: Board of Directors

Section 5.01: Number of Directors. The business, property and programs of the Corporation shall be managed and controlled by a Board of Directors consisting of not fewer than three (3) voting members. The Board may increase or decrease the number of Directors serving on the Board by resolution of the Board of Directors, including for the purpose of staggering the terms of Directors. Any decrease shall not shorten the term of any sitting Director.

Section 5.02: Powers. The Board of Directors retain those powers granted under California Statutes which permit all necessary and convenient actions to affect all the approved purposes of the Corporation. All affairs of the Corporation shall be managed under the direction of the Board, except as otherwise provided by law. The board must approve the signing of all contracts.

Section 5.03: Terms. Each Director shall hold office for a renewable term of three (3) fiscal years, beginning on January 1 and ending on December 31 of the third year following the date the term begins, or until a successor is appointed and qualified, whichever is later. Each Director shall hold office for the full term for which they were appointed unless earlier removed or resigned; however, if a Director's departure would result in fewer than three (3) Directors remaining on the Board, that Director shall continue to serve until a qualified successor is appointed. Any Director may resign at any time by providing written notice to the Chair or Secretary of the Corporation.

Section 5.04: Initial Staggering. The Board of Directors may provide for the staggering of terms by dividing the total number of Directors into classes to serve initial terms of one (1),

two (2), and three (3) years. After the initial terms expire, all Directors shall serve the standard three (3) year term.

Section 5.05: Qualifications and Appointment of Directors. In order to be eligible to serve as a Director, the individual must be a natural person at least 18 years of age and demonstrate alignment with the mission and purpose of the Corporation. The power to appoint successors and new members rests solely with the Board of Directors. Appointments to replace those whose terms have expired, or to fill vacancies, shall be made by majority vote of the Directors then in office at any regular or special meeting of the Board.

Section 5.06: Filling Vacancies. Vacancies on the Board, including those caused by the death, resignation, removal, or expiration of a Director's term, or by an increase in the authorized number of Directors, may be filled by resolution of the Board of Directors. A Director appointed to fill a vacancy shall serve for the remainder of the unexpired term or until a qualified successor is appointed and qualified.

Section 5.07: Board of Directors Meetings.

Regular Meetings. The Board of Directors shall have a minimum of two (2) regular meetings each calendar year at times and places determined by the Board. These meetings shall be held upon at least two (2) days notice by electronic mail, direct message, or telephone call. Notice of meetings shall specify the place, modality, day, and hour of meeting. The purpose of the meeting need not be specified.

Special Meetings. Special meetings may be called by the Chair, Secretary, Treasurer, or any two (2) other 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.

Emergency Meetings. An emergency meeting may be called by the Chair, Secretary, or Treasurer if necessary, and notice shall be given as soon as practicable by any reasonable means.

Waiver of Notice. Any Director may waive notice of any meeting, in accordance with California law.

Section 5.08: Manner of Acting.

Quorum. A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the Board at any meeting at which a quorum is not present.

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.

Hung Decisions. On the occasion that Directors are unable to make a decision based on a tied number of votes, the motion is not approved and may be reconsidered.

Attendance Rule. Each Director is expected to attend all regular meetings of the Board and all special called meetings of the Corporation. The Chair is empowered to excuse Directors from attendance for a reason deemed adequate by the Chair. The Chair shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Treasurer shall excuse the Chair. A Director anticipating an extended period of absence may request a formal leave of absence from the Board. The request shall be submitted in writing to the Chair, specifying the reason and expected duration of the leave. Approval of a leave of absence requires consent of a majority of the Directors then in office. During an approved leave, the Director shall not be counted for quorum purposes and shall resume full duties

upon return.

Participation. 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, by internet video meeting, by telephonic conference call, or any other communication mechanism.

Section 5.09: Informal Action By The Board of Directors. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action is obtained through unanimous written consent of all Directors entitled to vote. For purposes of this section an email transmission, a direct message, a voice message, or any other communication mechanism constitutes a valid writing. Electronic transmissions used for written consents shall comply with California Corporations Code § 20 and § 5211(b), and records shall be maintained in retrievable form.

Section 5.10: Compensation for Board Members for Services. Directors shall be volunteers and receive no compensation for carrying out their duties as Directors. The board may approve reimbursement of expenses incurred in conjunction with carrying out board responsibilities directly related to the mission and purposes of the Corporation.

Section 5.11: Ex Officio Board Members. The Board of Directors may appoint individuals to serve as ex officio, non-voting members of the Board by virtue of their office, role, or appointment by the Board. Ex officio members may attend and participate in meetings and receive notices and materials, but shall have no voting rights and shall not be counted toward a quorum or the limits under California Corporations Code Section 5227. Ex officio status shall be for a renewable three (3) year term, and does not restrict eligibility for future appointment as a voting Director. The minimum age requirement for Directors shall not apply to ex officio, non-voting members.

Section 5.12: Commitment and Ethics Rule. Each Director must maintain a high commitment to the stated mission and goals of the Corporation and exhibit the highest ethical standards in the conduct of business as suggested among nonprofit organizations. Those Directors brought into question under this rule shall have a hearing before the Board or a special committee of the Board and, when their behavior is judged to be in conflict with the mission or ethical obligations of their role, or found to be incompatible with the best interests of the Corporation, shall be removed from the Board of Directors.

Section 5.13: Removal of Directors. A Director may be removed, with or without cause, by a majority vote of the Directors then in office. Prior to any vote for removal, the Director in question must be given reasonable written or electronic notice of the Board's intention to discuss the matter and shall be given the opportunity to respond and be heard at a meeting.

Article VI: Committees

Section 6.01: Committees. The board of Directors may, by the resolution adopted by a majority of the Directors then in office, appoint one or more committees, each consisting of one (1) or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution, shall have all the authority of the Board, except that no committee, regardless of resolution, may:

- take any final action on matters which also requires board members' approval or approval of a majority of all members;
- fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- amend or repeal Bylaws or adopt new Bylaws;
- amend or repeal any resolution which by its express terms is not so amendable or repealable;
- appoint any other committees or the members of these committees;
- expend corporate funds to support a nominee for Director;
- approve any transaction to which the Corporation is a party and one or more Directors have a material financial interest; or
- approve any transaction between the Corporation and one or more of its Directors or between the Corporation and any person in which one or more of its Directors have a material financial interest.

Section 6.02: Meetings and Action of Committees. Meetings and actions of committees shall be governed by the provisions of Article V pertaining to meetings of the Board of Directors, with the necessary substitutions of committee for the Board. Special meetings of the committee may also be called by the chairperson of the committee or by a majority of the committee members. 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.

Article VII: Officers

Section 7.01: Officers. The officers of the Corporation shall include a Board Chair, a Secretary, and a Treasurer. All officers shall be duly appointed from among the voting members of the Board of Directors. One individual may hold more than one office, except that the offices of Board Chair and Secretary, or Board Chair and Treasurer, may not be held by the same person. No officer may act in more than one capacity where the action of two or more officers is required.

Section 7.02: Appointment and Tenure of Office. Each officer shall be appointed by the Board of Directors and shall serve at the pleasure of the Board. Officers shall hold office until they resign, are removed, or a successor is appointed and qualified. Vacancies in any office shall be filled by the Board of Directors.

Section 7.03: Duties of Board Chair. The Chair shall preside at all meetings of the Board of Directors, appoint committee members, exercise general oversight of corporate business and perform such other duties as may from time to time be assigned by the Board of Directors. The Chair, or a designee, may serve as an ex-officio member of those standing and special committees established by the Board.

Section 7.04: Duties of the Secretary. The Secretary shall record the minutes of all meetings of the Board of Directors, maintain records of committee meetings, oversee the maintenance of membership lists, provide for the safe keeping of all official contracts and records of the Corporation and publish notices of scheduled meetings as required in these

Bylaws. All minutes and records shall be maintained in written or electronic form in a secure and accessible location designated by the Board of Directors.

Section 7.05: Duties of the Treasurer. The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation.

The Treasurer shall oversee and keep the governing body informed of the financial condition of the Corporation and of audit or financial review results. Duties of the Treasurer include the prompt deposit of all receipts, an accurate accounting of income and expenditures, the presentation of a written financial report to the Board of Directors at minimum annually, and the preparation and timely filing of required government documents including federal and state tax returns and registration reports with the California Department of Justice. The Treasurer shall maintain the financial records of the Corporation using acceptable accounting practices and shall perform those other duties inherent to the office of Treasurer. 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 on a timely basis or as may be required by the Board.

The Treasurer shall perform all duties properly required by the Board or the Chair. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

Section 7.06: Honorary Titles. The Board of Directors may from time to time award certain friends of the Corporation with honorary titles as it may deem prudent to advance the mission and goals of the Corporation. Such honorary titles shall not carry any obligations, powers or duties within the Corporation. The Board of Directors may revoke any honorary title at any time if the recipient engages in conduct inconsistent with the mission, values, or best interests of the Corporation, or for any other reason deemed appropriate by the Board.

Section 7.07: Executive Director and Paid Staff. The Board of Directors may appoint a Program Director, an Executive Director, or other administrative staff, each of whom shall serve at the pleasure of the Board. The Executive Director shall be the chief administrative officer of the Corporation and shall be responsible for the day-to-day management and operation of the Corporation, consistent with the policies and direction of the Board. The Executive Director shall have authority to sign documents and contracts necessary to carry out the Corporation's programs and activities, except where otherwise limited by the Board. All contracts must be presented to the Board and require Board approval prior to signing of any contract.

Any compensation of the Executive Director or other staff shall be approved in advance by the Board in accordance with the Corporation's conflict-of-interest policy.

The Executive Director shall attend meetings of the Board of Directors and relevant committees as a non-voting participant for the purpose of providing reports, updates, and professional advice related to the Corporation's programs and operations, except when the Board enters executive session. The Executive Director shall not serve as a voting member of the Board unless separately appointed as a Director.

Article VIII: Finance and Audits

Section 8.01: Fiscal Year. The Corporation's financial year shall be from January 1 to December 31 of each calendar year. The financial statements of the Corporation shall be audited or independently reviewed periodically, as required by law or as determined by the Board.

Section 8.02: Funds and Property. All funds and property held by the Corporation are maintained in trust for the purposes authorized in its charter and only in accordance with its official Mission and Goals. Bequests, gifts, loans, and donations, including cash, securities, or other property, shall be reviewed and approved in accordance with Board-approved guidelines. All gifts of securities shall be valued and recorded at fair market value on the date of receipt and managed or liquidated as determined by the Board. Funds and property held by the Corporation may be located in Cambodia (such as in a Cambodian bank account) and shall be subject to oversight by the Board of Directors. The Board of Directors shall ensure that all foreign expenditures are subject to appropriate due diligence, documentation, and periodic reporting to verify that funds are used exclusively for the Corporation's charitable purposes. The Treasurer shall maintain records sufficient to demonstrate compliance with U.S. Treasury and IRS requirements for international charitable transfers.

Section 8.03: Records and Reports. Finances of the Corporation shall be maintained in accordance with generally accepted accounting principles, and its records shall be kept in such manner as to facilitate the preparation of financial reports for the Board of Directors.

Section 8.04: Deposits & Disbursements. All deposits and disbursements of the Corporation's funds, including payroll, electronic transfers, wire transfers, debit or credit card use, and any cash maintained in Cambodia, shall be conducted transparently, maintaining full and accurate records using generally accepted accounting practices, in accordance with the Corporation's Board-approved Finance Policy. The Finance Policy shall establish approval requirements, dollar thresholds, internal control procedures, documentation standards, and reporting obligations. All financial activities shall remain subject to oversight by the Treasurer and the Board of Directors.

Section 8.05: Audits. The financial statements of this corporation may be audited periodically as determined by the Board. Such audit shall be made by a competent, certified public accountant of recognized standing who is not an officer of the Corporation. Upon written request, audit reports shall be made available to corporation members and to any appropriate judicial authority.

Section 8.06: Transparency and Public Disclosure. The Corporation shall make available to the public its annual IRS Form 990 and other documents required by law, in accordance with federal and state disclosure requirements.

Article IX: Conflict of Interest Policy

Section 9.01: Purpose. The purpose of this conflict of interest policy is to protect the interests of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of any Director, officer, employee or

affiliate. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest.

Section 9.02: Definitions. A conflict of interest exists when a Director, officer, employee or affiliate has a direct or indirect financial, business, or personal interest that could influence their judgment or actions regarding a transaction or arrangement entered into by the Corporation.

An interested person is any Director, officer, employee, or affiliate with a potential or actual conflict of interest.

Section 9.03: Procedures.

Disclosure. Any interested person must disclose the existence of a potential or actual conflict of interest to the Board of Directors. The disclosure shall be made as soon as practicable upon discovery of the conflict and must include all material facts concerning the transaction or arrangement.

Recusal. The interested person shall not be present during any discussion or vote concerning the transaction or arrangement involving the conflict of interest. The interested person shall not attempt to influence the Board's deliberations or decisions on the matter.

Determination. After the interested person has disclosed the conflict and left the meeting, the remaining disinterested Directors shall deliberate and vote on the transaction or arrangement. The minutes of the meeting shall reflect that the conflict of interest was disclosed, that the interested person was recused, and the basis for the decision, including how the Board concluded the transaction was fair to the Corporation.

Documentation: The minutes of the meeting shall document the vote and the decision to approve or reject the transaction. The interested person's disclosure and recusal shall also be recorded.

Section 9.04: Executive Director and Paid Staff Compensation. In accordance with Section 7.07 of these Bylaws, the Board of Directors shall approve in advance any compensation, benefits, or reimbursements paid to the Executive Director, Program Director, or other administrative staff. Such approval shall occur after the Board has determined, using appropriate comparability data and in good faith, that the compensation is fair and reasonable and consistent with the Corporation's Conflict of Interest Policy. The minutes of the meeting shall reflect the basis for the Board's determination.

Section 9.05: Violations of the Policy. If the Board of Directors has reasonable cause to believe a Director, officer, employee, or affiliate has failed to disclose a conflict of interest, it shall inform the person of the basis for its belief and allow the person to explain the alleged failure to disclose. If, after hearing the person's explanation, the Board determines a violation has occurred, it shall take appropriate disciplinary and corrective action.

Section 9.06: Conflict of Interest Policy Statements. Each Director, officer, employee, or affiliate shall affirm in writing, email, or any other form of written communication that they have received a copy of this conflict of interest policy at the commencement of engagement in their role, have read and understand it, and will comply with its provisions. They shall also disclose any known conflicts of interest or potential conflicts.

Article X: Nondiscrimination Policy

Section 10.01: Nondiscrimination Policy. It is the policy of the Corporation not to discriminate on the basis of race, color, creed, ancestry, marital status, gender, sexual orientation, age, physical or mental disability, veteran status, political affiliation, religion, or national origin.

Article XI: Dissolution of the Corporation

Section 11.01: Dissolution Rule. Following an affirmative vote in favor by at least two-thirds (2/3) of the Board of Directors, the Board shall call a special meeting for the sole purpose to voluntarily dissolve this corporation. At that time all assets and funds, after all liabilities and obligations have been paid, along with all minutes and records, shall be promptly transferred into the custody of an appropriate organization or agency designated by the Board of Directors. In this rule, every attempt will be made to satisfy the Corporation's mission.

Section 11.02: Distribution Upon Dissolution. Upon termination or dissolution of the Corporation, any assets and resources lawfully available for distribution shall be distributed to one or more organizations organized and operated exclusively for charitable or educational purposes and qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code, or to a governmental entity for a public purpose. Preference may be given to organizations conducting similar charitable work in Cambodia. The Board of Directors shall select the qualifying organization(s) by majority vote at the time of dissolution. Each recipient organization shall have a charitable purpose that, at least generally, aligns with that of the Corporation.

Section 11.03: Optional Rule. In the event no Board of Directors exist, or the Board of Directors refuse or fail in a reasonable period to dissolve the Corporation, upon application by any officer or member, the Superior Court of San Diego County shall dissolve the Corporation in a manner consistent with the above rule and in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986. All assets shall be dispersed to one or more organizations that work in Cambodia with a charitable purpose that, at least generally, aligns with that of the Corporation.

Article XII: Indemnification of Directors and Officers

Section 12.01: Indemnification. To the fullest extent permitted by California law, the Corporation shall indemnify any person who is or was a Director, officer, employee, or agent of the Corporation (each, an "Indemnitee") against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, whether civil, criminal, administrative, or investigative, if such person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful.

Section 12.02: Actions by or in the Right of the Corporation. The Corporation shall indemnify any Indemnitee who was or is a party, or is threatened to be made a party, to any

threatened, pending, or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was acting in that capacity, against expenses actually and reasonably incurred in connection with the defense or settlement of such action, if such person acted in good faith and in a manner the person believed to be in the best interests of the Corporation.

No indemnification shall be made under this Section for any of the following:

- In respect of any claim, issue, or matter as to which the person has been adjudged to be liable to the Corporation, except that the court in which such proceeding is or was pending may, upon application, determine that such person is fairly and reasonably entitled to indemnity for expenses incurred even though the person was adjudged liable.
- For amounts paid in settling or otherwise disposing of a threatened or pending action without court approval.

Section 12.03: Advancement of Expenses. The Corporation may pay for or reimburse reasonable expenses incurred by an Indemnitee advance of the final disposition of any proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amounts advanced if it is ultimately determined that the person is not entitled to indemnification by the Corporation under this Article or applicable law. The Board of Directors may authorize such advances as it deems appropriate.

Section 12.04: Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation against any liability asserted against or incurred by the person in any such capacity, whether or not the Corporation would otherwise have the power to indemnify the person against such liability under the provisions of this Article.

Section 12.05: International Operations. To the extent the Corporation or any Indemnitee engages in activities or proceedings in a foreign jurisdiction, including Cambodia, indemnification shall apply to the fullest extent permitted by California law and consistent with any applicable foreign laws. The Corporation shall not be required to indemnify any person for liabilities arising under foreign laws to the extent such indemnification would be unlawful or contrary to public policy under California or United States law.

Article XIII: Amendments

Section 13.01. Power to Amend Bylaws. The power to amend, repeal, or adopt new Bylaws shall rest solely with the Board of Directors.

Section 13.02. Amendment Procedure.

(a) Notice, Meeting, and Voting. Any proposed amendment, repeal, or adoption of a new Bylaw shall be submitted in writing to the Board of Directors no less than four (4) days prior to the Board meeting at which the action will be considered. Such action may be taken at any regular or special meeting of the Board at which a quorum is present. Adoption, amendment, or repeal of any Bylaw at a meeting shall require the affirmative vote of two-thirds (2/3) of all Directors then in office.

(b) Action by Unanimous Written Consent. Notwithstanding subsection (a), the Board of Directors may adopt, amend, or repeal any Bylaw without a meeting if the action is approved

in writing or by electronic transmission (including email) by all Directors then in office. Such written consent shall have the same force and effect as a unanimous vote of the Board.

(c) Effective Date. Unless otherwise specified in the resolution adopting the change, any amendment, repeal, or new Bylaw shall take effect immediately upon its approval by the Board of Directors.

Article XIV: Adopted Policies

The Board of Directors shall adopt and maintain written policies on whistleblower protection and document retention and destruction, and may adopt additional governance policies as required by law or as it deems appropriate, including policies addressing board member conduct, conflict resolution, and grievance procedures. All such policies shall be consistent with applicable federal and state law and reviewed periodically by the Board of Directors.

HISTORICAL NOTES:

Approved by founders and incorporators [INSERT DATE]

Approved by Charter Board of Directors [INSERT DATE]

REVISIONS TO BYLAWS: Approved by Board of Directors [INSERT DATE]