

**LYNN AASE MUN LEGACY FOUNDATION, INC.  
BYLAWS (May 20, 2022)**

**ARTICLE I: NAME**

1.0 Name

The name of this non-profit corporation shall be the “LYNN AASE MUN (MODEL UNITED NATIONS) LEGACY FOUNDATION, INC.” (the “Corporation”).

**ARTICLE II: PURPOSES AND POWERS**

2.01 Purpose

The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes stated below and in the Corporation’s Articles of Incorporation and shall be operated exclusively for charitable 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 purpose of the Corporation is to provide funds to support the students participating in the Huntington Beach High School Model United Nations Program (“MUN”) as well as other activities and programs identified in Article IX that protect and promote the legacy of MUN and its founder and long-time advisor Lynn Aase.

MUN is an academic simulation of the United Nations where students play the role of delegates from different countries and attempt to solve real-world issues with the policies and perspectives of their assigned country.

2.02 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 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 are not limited to, the acceptance of financial or in-kind contributions from the public and private sectors.

2.03 Nonprofit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status

The Corporation is a California nonprofit public benefit corporation, which is recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code, or the corresponding section of any future Federal tax code.

(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 and the properties and assets of this Corporation are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of or be distributable to any director, officer, or other private person, except 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 of the Corporation, any assets lawfully available for distribution shall be distributed to one 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) provided such organization has a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Corporation.

The organization to receive the assets of the Corporation hereunder shall be selected in the discretion of a majority of the Board, and if its members cannot so agree, then the recipient organization shall be selected by a court of law, pursuant to a verified petition in equity, filed in a proper jurisdiction by one or more of the Corporation's Board, which verified petition shall contain such statements as reasonably indicate the applicability of this section.

## **ARTICLE III: MEMBERSHIP**

### **3.01 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.

## **ARTICLE IV: BOARD OF DIRECTORS**

### 4.01 Number of Directors

The Corporation shall have a board of directors (the "Board") consisting of at least three (3) and no more than twelve (12) directors. 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. In perpetuity, one director shall be an immediate Lynn Aase family member, their progeny, or the family's designate.

#### 4.02 Powers

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

#### 4.03 Terms

(a) All directors shall be elected at the annual meeting of the Board of Directors for a three-year term. However, the term may be extended until a successor has been elected.

(b) Directors' terms may be staggered such that approximately half of the directors will end their terms in any given year.

(c) Directors may serve terms in succession.

(d) The term of office shall be considered to begin at the date the Director assumes office and extend for a period of three years from that date, unless the term is extended and until a successor is elected and qualified.

#### 4.04 Qualifications and Election of Directors

To be eligible to serve as a Board director, the individual must be at least 18 years of age. Directors may be elected at any Board meeting by the majority vote of the existing Board.

#### 4.05 Vacancies

The Board may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal, or may appoint new directors to fill a previously unfilled Board position, subject to the maximum number of directors in Section 4.01. Vacancies in the Board due to resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced, and shall be approved by a two-thirds vote of the Board then in office.

#### 4.06 Removal of Directors

A director may be removed by a two-thirds vote of the Board then in office, if:

(a) the director is absent and unexcused from an excessive number of Board meetings 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 Board meeting attendance and, in that case, the Board secretary or treasurer shall have the right to 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.

#### 4.07 Board Meetings.

(a) Regular Meetings. The Board shall meet regularly, including at least twice annually. Regular Board meetings shall be called by the President, Secretary or Treasurer. Notice of meetings shall specify the place, day, and hour of meeting, with notice provided no fewer than seven days prior to the meeting and the agenda provided no fewer than three days prior to the meeting.

(b) Special Meetings. Special meetings of the Board may be called by the President, Secretary, or Treasurer. A special meeting must be preceded by at least twenty-four hours' notice to each director noting the date, time, and location of the meeting. The agenda for the special meeting will be sent in conjunction with the notice of the meeting. The exact starting time of the meeting may be adjusted as needed to accommodate the majority of Directors.

(c) Waiver of Notice. Any director may waive notice of any meeting, by providing written notice to the Secretary either before or after the meeting or by attending the meeting without protesting the lack of notice. Written waivers and/or consents shall be filed with the corporate records or made part of the minutes of the meeting.

#### 4.08 Manner of Acting.

(a) Quorum. A majority of the directors in office immediately before a Board 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.

(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 Board directors are unable to reach 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.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meetings through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, video or Zoom meetings, or by telephone conference call.

(e) Action by the Board Without a Meeting

Any action required or permitted to be taken at a Board meeting may be taken without a meeting if consent in writing, setting forth the action taken, shall be agreed to by all of the directors. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board to use e-mail to approve actions of the Corporation by unanimous written consent. The written consent or consents shall be filed with the minutes of the proceedings of the board. The action by written consent shall have the same force and effect as a unanimous vote of the directors.

4.09 Compensation for Board Service

Directors shall receive no compensation for performing their duties as directors. The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with performing board responsibilities, such as travel expenses to attend board meetings.

4.10 Compensation for Professional Services by Directors

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 advance by the Board in accordance with the Corporation's Conflict of Interest policy and state law.

## **ARTICLE V: COMMITTEES**

5.01 Committees

The Board may, by a resolution adopted by the 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 Board resolution, 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 Directors;

(b) fill vacancies on the Board of any committee which has the authority of the Board;

(c) amend or repeal Bylaws or adopt new Bylaws;

- (d) amend or repeal any Board resolution which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the Board or the members of these committees;
- (f) expend corporate funds to support a nominee for director; or
- (g) approve any transaction:
  - (i) to which the Corporation is a party and one or more directors have a material financial interest; or
  - (ii) 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.

#### 5.02 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and 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 and its members, except that the time for regular meetings of committees may be determined either by Board resolution or by resolution of the committee. Special meetings of the committee may also be called by Board resolution. 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. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for governing committees, not inconsistent with the provisions of these Bylaws.

## **ARTICLE VI: OFFICERS**

#### 6.01 Board Officers

The officers of the Corporation shall be a president, secretary, and treasurer, all of whom shall be chosen by and serve at the pleasure of the Board. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by Board resolution or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional officers for the proper conduct of the business of the Corporation, as it deems expedient; each such appointed officer shall have such authority and shall perform such duties as the Board determines. One person may hold two or more Board offices, except no person

serving as secretary or treasurer may serve concurrently as president. No Board officer may act in more than one capacity where action of two or more officers is required.

#### 6.02 Term of Office

Each officer shall serve a three-year term of office. Unless unanimously elected by the Board at the end of that term or to fill a vacancy in an officer position, each Board officer's term shall begin upon the adjournment of the Board meeting at which the officer is elected and shall end upon the adjournment of the Board meeting at which a successor is elected.

#### 6.03 Removal and Resignation

The Board may remove an officer at any time, with or without cause. An 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. Such resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. Acceptance of the resignation shall not be necessary to make it effective.



#### 6.04 President

The president shall be the chief officer of the Corporation. The president shall lead the Board in performing its duties and responsibilities, including, if present, presiding at all Board meetings, and shall perform all other duties incident to the office or properly required by the Board.

#### 6.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place it was held and such other information 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 or the Board president. The secretary may appoint, with Board approval, a director to assist in performance of all or part of the duties of the secretary.

#### 6.07 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 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 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 president. The treasurer may appoint, with approval of the Board, a qualified fiscal advisor to assist in performance of all or part of the duties of the treasurer.

#### 6.08 Non-Director Officers and/or Advisory Council

The Board may designate additional officer positions of the Corporation and may appoint and assign duties to other non-director officers of the Corporation. Additionally, the Board may appoint individuals to serve on an Advisory Council, the purpose of which is to assist the Corporation in fulfillment of its mission. Advisory Council members shall not have the right to vote at Board meetings but may attend such meetings.

## **ARTICLE VII: CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

#### 7.01 Contracts and other Writings

Except as otherwise provided by Board resolution 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.

#### 7.02 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 at least two officers or designated representatives of the Corporation and in such manner as shall from time to time be determined by the Board.

#### 7.03 Deposits

All funds of the Corporation not otherwise employed shall be deposited 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.

#### 7.04 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 Board resolution. Such authority may be general or confined to specific instances.

#### 7.05 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 they are or were a director of the Corporation, against liability incurred in the proceeding, if the determination to indemnify them 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 in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of their good faith belief that they are 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 they are 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 such indemnification, and the scope of such indemnification, is set forth by the general or specific Board action or by contract.

## **ARTICLE VIII: MISCELLANEOUS**

### **8.01 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, a record of all actions taken by Board without a meeting, and a record of all actions taken by committees of the Board. Such records and accounts shall be accessible to all Directors. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

### **8.02 Fiscal Year**

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

### **8.03 Conflict of Interest**

The Board shall adopt and periodically review a Conflict of Interest policy to protect the Corporation's interests when contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

### **8.04 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 this Corporation 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.

### **8.05 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board then in office at a Board meeting, 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 such 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; and,

(c) that all amendments be consistent with the Articles of Incorporation.

## **ARTICLE IX: ACTIVITIES AND PROGRAMS**

9.01 The Board may establish and operate programs in support of Section 2.01.

9.02 Any changes in procedural directions relevant to programs that require the expenditure of Corporation funds shall be established in Article IX of the Bylaws.

9.03 Each Program established in Article IX will also require the creation of its own Board oversight committee for purposes of managing and supervising Program activities and ensuring compliance with Section 2.01.

9.10 Travel Sponsorship Program (the "Aase Fund")

Pursuant to Section 2.01, the Board establishes the Travel Sponsorship Program, also known as the Aase Fund. Proceeds from the Aase Fund will allow qualified students to attend and compete at advanced MUN conferences who might otherwise be unable to participate due to lack of financial resources as defined in Section 9.11 of these Bylaws.

9.11 Travel Sponsorship Program Funding Guidelines

1. The Board shall adopt a set of Funding Guidelines to determine the eligibility for students to receive a financial assistance award from the Aase Fund. Guidelines shall include, but not be limited to:

1. Scholastic Merit
2. Financial Need

2. The Aase Fund Oversight Committee shall conduct an annual review of the Funding Guidelines and submit recommendations for revision to the Board for approval.

3. The Aase Fund Oversight Committee shall review applications for financial assistance and submit recommendations for awards to the Board for approval.

#### 9.12 Travel Sponsorship Program Fundraising Guidelines

All funds raised for and received by the Corporation will automatically be deposited into the financial account for the Aase Fund, unless explicitly designated by the donor for other purposes consistent with Section 2.01 and approved for such purposes by the Board.

#### 9.13 Travel Sponsorship Program Endowment

The Board desires to establish the Aase Fund as an endowment that will fund the Program in perpetuity, with the annual yield designated for distribution of awards to approved applications. The Board recognizes that, prior to the completion of its capital campaign, the funds generated from the annual yield of endowment may not be sufficient to cover the annual cost of the Program. Hence donors to the Aase Fund will have two options for the designation of their contributions:

1. Endowment: donations designated for the Endowment shall be entirely deposited and exclusively used to create a permanent capital fund that will generate an annual yield sufficient to cover the costs of the Program in perpetuity.
2. Awards: donations designated for Awards shall be deposited in the operating account for purposes of funding awards during the current year. If the proceeds in the operating account exceed the Program costs for that year, the balance shall be transferred to the Endowment.
3. All donations received by the Corporation for the Aase Fund that have not identified a specific option will automatically be deposited into the account for the Endowment.
4. The Aase Fund Oversight Committee shall recommend for Board approval a financial manager to oversee the investment of the Endowment.
5. The Oversight Committee shall present a report to the Board on the status of the Endowment no less than once per year.

#### 9.20 Unrestricted Fund

The Board shall establish an account (“Unrestricted Fund”) for receiving and spending funds that are explicitly designated by the donor for purposes other than the programs established in this Article. The proceeds in the Unrestricted Fund may only be used for purposes approved by the Board as consistent with Section 2.01.

9.21 Expenditures from the Unrestricted Fund must be pre-approved by the Board for purposes that may include:

1. Filing Fees
6. Banking Fees
7. Accounting/Auditing Fees
8. Legal Fees

9. Other fees and expenses consistent with the customary administrative operations of a Corporation
10. Supplements to the annual yield from the Aase Fund Endowment as identified and requested by the Aase Fund Oversight Committee to ensure full funding of the awards recommended to the Board for approval (i.e. to backfill the funding shortfall when the annual yield of the Endowment is not enough to cover the full costs of the awards for any particular year).
11. Costs for organizing MUN Alumni events or related networking activities that build goodwill and generate donations for the Corporation.
12. Other purposes requested by the donor and approved by the Board as consistent with Section 2.01
13. Other purposes identified by the Board and approved by the Board as consistent with Section 2.01

## **ARTICLE X: AMENDMENT OF ARTICLES OF INCORPORATION**

10.01 Any proposed amendments to the Articles of Incorporation shall require the approval of two-thirds of the membership of the Board.