

Share Today Shape Tomorrow

A California Non-profit Public Benefit Company

By-laws

ARTICLE 1

Name

1.01: The name of this corporation shall be Share Today Shape Tomorrow. The business of this corporation will be conducted as Share Today Shape Tomorrow. It shall be a nonprofit organization incorporated in the state of California.

ARTICLE 2

Purposes and Powers

2.01 Purpose

Share Today Shape Tomorrow is a non-profit corporation and shall be operated exclusively for educational and 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.

Share Today Shape Tomorrow provides personal necessities to individuals and families in need. Our Goal: To affect everyone's tomorrow by generously giving time, attention, and material goods today. Currently, Share Today Shape Tomorrow operates primarily in Redlands, California.

Share Today Shape Tomorrow collects commonly needed items through donation drives within our local community. Our efforts focus on collecting and distributing supplies such as clothing, shoes, and hygiene products, as well as food items. We serve all regardless of race, gender, ethnicity, age, sexual orientation or religion. We distribute the collected supplies by working with local distribution centers who serve individuals and families. Throughout the year, we hold book and school supply drives for local schools which serve a high proportion of low income children. We also volunteer our time mentoring youth in our community.

2.02 Powers

Share Today Shape Tomorrow 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.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. Share Today Shape Tomorrow is a California non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue 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. 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 of the Share Today Shape Tomorrow, 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 of the Share Today Shape Tomorrow 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 against the Share Today Shape Tomorrow, 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 the Share Today Shape Tomorrow, 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 3

Membership

3.01: Application for membership shall be open to any person or nonprofit organization that support the purpose statement in Article 2, Section 1, and continuing membership is contingent upon being up-to-date on membership duties.

3.02: Membership shall be granted upon a majority vote of the Board of Directors.

3.03: Board members (other than President/Executive Director and Vice Presidents) will be non-voting members.

3.04: Each voting member of Share Today Shape Tomorrow (President/Executive Director and Vice Presidents) shall have the opportunity to appoint one voting representative to attend the annual meeting in his or her place.

3.05: The Board of Directors shall have the authority to establish and define additional nonvoting categories of membership.

ARTICLE 4

Meeting of Members

4.01: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

4.02: Special Meetings. The President/Executive Director, the Executive Committee (vice presidents), or a simple majority of the Board of Directors may call special meetings. A written request signed by ten percent of the voting members may call a special meeting.

4.03: Notice. Notice of each meeting shall be given to each voting member, by email or by mail, not less than five days before the meeting.

ARTICLE 5

Board of Directors

5.01: Board Role, Size, Composition. Share Today Shape Tomorrow operates with a self-perpetuating Board of Directors. The Board of Directors is responsible for overall policy and direction of the organization and delegates responsibility for day-to-day operations to the organization's Executive Director and committees. The size of the board shall not go over 25 or under 2. The Board of Directors receives no compensation other than reimbursement of reasonable expenses.

5.02: Meetings. The Board of Directors shall meet at least quarterly, at an agreed upon time and place.

5.03: Board Elections. Board members will be selected, as necessary, by the Chairmen (standing President and Vice Presidents) of the corporation.

5.04: Board Development Committee. As necessary, a Board Development Committee shall be appointed by the Board of Directors to be responsible for developing nominees for board elections and board committees member selections.

5.05: Election Procedures. The Board Development Committee shall be responsible for nominating a slate of member representatives to preserve the diversity and balance necessary to enable Share Today Shape Tomorrow to provide policy guidance on the broad spectrum issues in the community. Nominees selected by the Board Development Committee must be member representatives of member organizations of Share Today Shape Tomorrow.

5.06: Terms. All Board members shall serve terms with the time period determined at the time of election by the Chairmen (standing President and Vice Presidents), and are eligible for perpetual re-election.

5.07: Quorum. A quorum must be met with the attendance by at least forty percent of the Board of Directors before business can be transacted or motions made or passed.

5.08: Notice. An official Board of Directors meeting requires that each Board member have written notice at least five days in advance.

5.09: Officers and Duties. There shall be four officers of the Board of Directors consisting of a President/Executive Director (Chair), a Vice President of Community Relations (first chair), Vice President of Fund Raising (second chair), a Vice President/Recorder, and a Vice President/Treasurer. Their duties are as follows:

The President/Executive Director (Chair) shall convene regularly scheduled board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: First Chair, Second Chair, Recorder, and Treasurer.

The First Chair will chair committees on special subjects as designated by the board.

The Recorder shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

5.10: Vacancies. When a vacancy on the Board of Directors exists, nominations for new members may be received from present board members and member organizations by the Recorder two weeks in advance

of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. All vacancies will be filled only to the end of the particular board member's term.

5.11: Resignation, Termination and Absences. Resignation from the Board of Directors must be in writing and received by the Secretary. If a member organization notifies the Board of Directors that their representative who serves on the board no longer represents the member organization, the person is no longer eligible to be one of the board members. A board member shall be dropped for excess absences from the board if he or she has three unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

5.12: Special Meetings. Special meetings of the Board of Directors shall be called upon the request of the President or one-third of the board. The Recorder shall send out notices of special meetings to each board member postmarked two weeks in advance.

5.13: The Board of Directors may set dues schedules for memberships.

ARTICLE 6 **Committees**

6.01: The Board of Directors may create committees, as needed, such as development, public education, data collection, etc. The President appoints all committee chairs. Committee chairs must be voting members of the Board (Vice Presidents). As needed (determined by the Board of Directors), there shall be a Finance and Executive Committees.

(b) The Vice President/Treasurer shall chair the Finance Committee, which may include other board members. The Finance Committee will be responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other board members. The board must approve the budget, and all expenditures must be within the budget. The Board of Directors must approve any major change in the budget. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the board showing income, expenditures and pending income. The financial records are public information and shall be made available to the membership, board members, and the public. Without a formal Finance Committee named, all responsibilities noted shall fall to the Vice President/Treasurer and the Board of Directors.

(a) The Executive Committee shall review the performance of the Executive Director. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

ARTICLE 7

President/Executive Director

7.01: President/Executive Director. The President/Executive Director has day-to-day responsibility for the organization, including carrying out the organization's goals and board policy. The Executive Director will attend all board meetings, report on the progress of the organization, answer questions of board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE 8

Contracts, Checks, Loans, Indemnification and Related Matters

8.01: Contracts and Other Writings. Except as otherwise provided by resolution of the Board of Directors or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the President/Executive Director or other person(s) to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

8.02: Checks, Drafts. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name Share Today Shape Tomorrow, shall be signed by the President/Executive Director.

8.03: Deposits. All funds of Share Today Shape Tomorrow not otherwise in use shall be deposited 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.

8.04: Loans. No loans shall be contracted on behalf of Share Today Shape Tomorrow 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.

8.05: Indemnification

Share Today Shape Tomorrow agrees to indemnify, defend and save harmless the board members, its officers, directors and employees, from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the Client, arising out of or related to organization's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein.

ARTICLE 9

Miscellaneous

9.01: Books and Records. Share Today Shape Tomorrow 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.

9.02: Conflict of Interest. The board shall adopt and periodically review a conflict of interest policy to protect 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.

9.03: 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 Share Today Shape Tomorrow 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.

9.04: 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 of Directors, 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.

9.05: Fiscal Year

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

ARTICLE 10

Counterterrorism and Due Diligence Policy

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Share Today Shape Tomorrow shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Share Today Shape Tomorrow willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Share Today Shape Tomorrow shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE 11

Document Retention Policy

11.01: Purpose. The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Share Today Shape Tomorrow's records.

11.02: Policy

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense, which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Share Today Shape Tomorrow may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. Share Today Shape Tomorrow expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or Share Today Shape Tomorrow informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other board and board committee materials should be kept for no less than three years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

(i) derives independent economic value from the secrecy of the information; and

(ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE 12

Transparency and Accountability

Disclosure of Financial Information With The General Public

12.01: Purpose. By making full and accurate information about its mission, activities, finances, and governance publicly available, Share Today Shape Tomorrow practices and encourages transparency and accountability to the general public. This policy will:

(a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public

(b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public

(c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

12.02: Financial and IRS documents (The form 1023 and the form 990)

Share Today Shape Tomorrow shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

12.03: Means and Conditions of Disclosure

Share Today Shape Tomorrow shall make "Widely Available" the aforementioned documents on its internet website: www.sharetodayshapetomorrow.org to be viewed and inspected by the general public.

(a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

(b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.

(c) Share Today Shape Tomorrow shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

(d) Share Today Shape Tomorrow shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

12.04: IRS Annual Information Returns (Form 990)

Share Today Shape Tomorrow shall submit the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the Board of Director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

12.05: Board

(a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.

(b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.

(c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

12.06: Staff Records

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the board when requested.

12.07: Donor Records

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;
- (d) donor records shall be made available to the board when requested.

ARTICLE 13

Codes of Ethics and Whistleblower Policy

13.01: Purpose. Share Today Shape Tomorrow 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 Share Today Shape Tomorrow 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.

13.02: Reporting Violations. If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Share Today Shape Tomorrow is in violation of law, a written complaint must be filed by that person with any Vice President or President/Executive Director.

13.03: Acting in Good Faith. Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a

violation. 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.

13.04: Retaliation. Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Share Today Shape Tomorrow and provides Share Today Shape Tomorrow 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.

Share Today Shape Tomorrow 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 Share Today Shape Tomorrow or of another individual or entity with whom Share Today Shape Tomorrow 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.

Share Today Shape Tomorrow 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 Share Today Shape Tomorrow 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.

13.05: 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.

13.06: Handling of Reported Violations. A Vice President or President/Executive Director shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. The Board of Directors (and any necessary appointed committee) shall promptly investigate all reports and appropriate corrective action shall be taken if warranted by the investigation.

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

ARTICLE 14

Amendment of Articles of Incorporation

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the Share Today Shape Tomorrow's Board of Directors approved the above stated Bylaws of Share Today Shape Tomorrow on May 1, 2014 and that this constitutes a complete copy of the Bylaws of the corporation.

Recorder _____

Date: _____