

Anytown Kids Foundation
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www.AnytownKids.com

BYLAWS OF ANYTOWN KIDS FOUNDATION
A California Nonprofit Public Benefit Corporation

ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Tehama County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporations' principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Trustees may, however, change the principal office from one location to another within the named county and such changes of address shall not be deemed an amendment of these Bylaws.

ARTICLE 2. PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be:

(a) To provide funds to operate a youth ranch and family educational facility, focusing on strengthening self esteem, the family unit and training primarily in visual communications and the creative arts; operate family entertainment and activity facilities; promote value based family programs and activities; produce family and community related products to generate income; establish scholarships; and organize family related community service activities as determined by the Board of Trustees of the Foundation. Such funds are to be raised by contributions from members and associates of the Anytown Kids Foundation, by transfer from the General Fund of Anytown Kids Foundation, by fund-raisers and activities, from grants by gift, devise, bequest or other sources from the general public or members of the Anytown Kids Foundation, and other sources.

(b) To hold and manage income-producing property, both real and personal, to finance the youth, family and community service objectives of the Anytown Kids Foundation.

SECTION 2. GUIDING PRINCIPLES

(a) Services

Projects and activities will involve or improve the lives of children, youth, and families.

(b) The Family Unit

Lives of children can be improved by helping parents learn communication and career success skills. Projects will focus on the needs of individuals effecting the function of the family as a unit. Programs will be implemented to build job and employment skills, self-esteem, relationships of trust and respect between children and their families.

(c) The Community

Facilities, projects and activities will view children and families with respect to their environment and tailor services and entertainment in and to the needs of the community.

(d) Family Strength

Services will be comprehensive, flexible and responsive, and sensitive to the participant's needs. Facilities, projects and activities will promote interactive entertainment while focusing on building strength of the family unit.

(e) Facilities and Entertainment

Facilities and income-producing properties will focus on family entertainment and activities, promoting emotional, social, educational, personal and family growth. Related services and activities will be tailored to build self-esteem, life skills, positive values, and expand life option opportunities which will positively impact the individual, family and community.

(f) Cultural Diversity

Projects, services, and activities will respect cultural differences in society.

(g) Cooperation and Coordination

Projects and programs will cooperate and coordinate with other service providers who are responsive to the needs of children, families, and community.

(h) Accountability

Projects and services will emphasize participant outcomes, individual growth, long-term change and development, and be accountable by evaluating program effectiveness.

(i) Training

Individuals who administer programs will be qualified professionals or paraprofessionals. Programs will be implemented for new directors and administrators to receive training, technical assistance, and instructional support when new and cooperative projects begin.

The educational objective of Anytown Kids Foundation is to provide the knowledge, skills, and experience needed to prepare individuals for careers in visual communication and creative art entertainment fields. Training programs, seminars, and instructional classes will be implemented to train students and retrain adults, to prepare them for a successful future in the fast growing digital production, entertainment, and telecommunications world of business. The vision is to provide an industry-driven curriculum through which students can receive the quality training needed to become both personally and professionally successful.

ARTICLE 3. MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

This corporation shall make no provision for members, however, pursuant to Section 531(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Trustees.

ARTICLE 4. TRUSTEES

SECTION 1. NUMBER

The corporation shall have five (5) Trustees and collectively they shall be known as the Board of Trustees. Members of the Board of Trustees shall simultaneously be members of the Board of Directors of the Dandy World Foundation. The number of Trustees shall change only to correspond to a change in the number of Directors of the Dandy World Foundation.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of the corporation shall be conducted and all corporation powers shall be exercised by or under the direction of the Board of Trustees.

SECTION 3. DUTIES

It shall be the duty of the Trustees to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.

- (b) Appoint and remove, employ and discharge, except as otherwise provided in the Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- (d) Meet at such times and places as required by these Bylaws.
- (e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed, emailed, or FAXED to them at such address shall be valid notice thereof.

SECTION 4. TERMS OF OFFICE

Each Trustee shall hold office only so long as he is also a member of the Board of Directors of the Anytown Kids Foundation.

SECTION 5. COMPENSATION

Trustees shall serve without compensation except under the circumstance of appointment to positions of employment, at which time wages or salary will be agreed upon by Board. Non employed Trustees shall be allowed and paid their actual and necessary expenses incurred in attending trustee meetings. In addition, they shall be allowed responsible advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in section 3 of this Article. Trustees may not be compensated for rendering services to the corporation in any capacity other than Trustee.

SECTION 6. PLACE OF MEETINGS

Meetings of the Board of Trustees shall be held in a place in Tehama County designated by the President of the Foundation and at a time and place convenient to the Board of Trustees. For this purpose the principal office of the corporation shall be the residence of the President.

SECTION 7. ANNUAL AND PERIODIC MEETINGS

An annual meeting of the Board of Trustees shall be held between February 1 and March 15 annually, as called by the President. Periodic meetings of the Board of Trustees shall be called by the President as needed.

SECTION 8. NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days notice by first-class mail, email or FAX, or forty-eight (48) hours notice delivered personally by telephone. If sent by mail the notice shall be deemed to be delivered on its deposit in the mail or on its delivery to the postal service. Such notices shall be addressed to each Trustee at his address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Trustees if the time and place of holding and adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Trustees absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 9. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 10. WAIVER OF NOTICE AND CONCENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting, each Trustee not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Board of Trustees.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as herein defined, is not present, and the only motion which the Chair shall entertain is a motion to adjourn. However, a majority of the Trustees present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The Trustees present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to the withdrawal of Trustee approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of the corporation.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present is the act of the Board of Trustees, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approved of contracts or transactions in which a Trustee has a material Financial interest (Section 5233) and indemnification of Trustees present at a meeting (Section 5238e), required a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Trustees shall be presided over by the President of the corporation, or, if no such person has been designated or, in his/her absence, by the Secretary of the corporation or, in the absence of each of these persons, by a Chairman chosen by a majority of the Trustees present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in his/ her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 14. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purpose of this section only, "all members of the Board" shall not include any "interested Trustee" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and affect as the unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting and that the Bylaws of this corporation authorized the Trustees to so act, and such statement shall be prima facie evidence of such authority.

SECTION 15. VACANCIES

Vacancies on the Board of Trustees shall exist only as there are corresponding vacancies on the Board of Directors of the Anytown Kids Foundation.

SECTION 16. NON-LIABILITY OF TRUSTEES

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

SECTION 17. INDEMNIFICATION BY CORPORATION OF TRUSTEES, OFFICERS, OTHER AGENTS

To the extent that a person who is, or was, a trustee, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgement against such person by reason of the fact that he / she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles such claim or sustains a judgement against him, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with, the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation law.

SECTION 18. INSURANCE FOR CORPORATE AGENTS

The Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Trustee, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agents' status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLES 5. OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of this corporation shall be a President, a Secretary and a Chief Financial Officer who shall be designated the Treasurer. The corporation may have other officers, as deemed necessary by the Board of Trustees.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Only members of the Anytown Kids Foundation may serve as officers of this corporation. Officers shall be elected by the Board of Trustees, at any time, and each officer shall hold office until he/she resigns, is removed, is otherwise disqualified to serve, or until his/her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board of Trustees may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as maybe prescribed from time to time by Board of Trustees.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Trustees, at any time. Any officer may resign at any time by giving written notice to the Board of Trustees or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Trustees. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Trustees, supervise and control the affairs of the corporation and the Board of Trustees, supervise and control the affairs of the corporation and the activities of the officers. He / She shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Trustees. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he / she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruction which may from time to time be authorized by the Board of Trustees.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Trustees, and, if applicable meetings of committees of Trustees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

Exhibit at all reasonable times to any Trustee of the Corporation, or to his agent or attorney, on request therefor, the Bylaws, and the minutes of the proceedings of the Trustees of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him / her from time to time by the Board of Trustees.

SECTION 8. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trusts companies, or other depositories as shall be selected by the Board of Trustees.

Receive, and give receipt for monies due and payable to the corporation from any source whatsoever. Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Trustees, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Trustee of the corporation, or to his agent or attorney, on request therefor.

Render to the President and Trustees, whenever requested, an account of any or all of his/her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any reports requiring certification.

In general, perform all duties incident to the Articles of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Trustees.

SECTION 9. COMPENSATION

No compensation shall be paid to any person for services rendered to this corporation unless otherwise specified, as approved and assigned, by Board of Trustees.

ARTICLES 6. COMMITTEES

Committees shall be appointed by the President of the corporation from among the members of the Board of Trustees, or from the general membership of the Anytown Kids Foundation, as needed, in his/her judgement, to accomplish the purposes of the corporation.

ARTICLES 7. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Trustees, except as otherwise provided in these Bylaws, may by resolutions, authorized any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instance. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract, engagement, pledge its credit, or render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS & NOTES

Except as otherwise specifically determined by resolution of the Board of Trustees, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS

The Board of Trustees may accept, on behalf of the corporation, any contributions, gifts, bequests, or devises for charitable or public purposes of this corporation.

ARTICLES 8. CORPORATION RECORDS, REPORTS AND SEALS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of Trustees and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called and the notice given, and the names of those present and the proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursement, gains and losses.
- (c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

SECTION 2. CORPORATE SEAL

The Board of Trustees may adopt, use, and at will alter, a corporate seal which shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. TRUSTEES' INSPECTION RIGHTS

Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. ANNUAL REPORT

The Board shall cause an annual report to be furnished no later than one hundred twenty (120) days after the close of the corporation's fiscal year to all Trustees of the corporation which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenues or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

ARTICLES 9. FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of January and end the last day of December in each year.

ARTICLES 10. BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws or any of them, may be altered, amended, or repealed and new Bylaws adopted by the Board of Trustees.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding the above Section of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Trustees of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either

statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLES 11. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No Trustee, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operation of the corporation, provided, however, that this provision shall not prevent payment to any such person of reimbursement for expenses and/or reasonable compensation for services performed for the corporation in effecting its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of and shall not receive, any of the corporate assets on dissolution of the corporation.

WRITTEN CONSENT OF TRUSTEES ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial Trustees in the Articles of Incorporation of the Anytown Kids Foundation, a California nonprofit corporation, and, pursuant to the authority granted to the Trustees by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of nine (9) pages, as the Bylaws of this corporation.

Date: _____ 1. _____

Date: _____ 2. _____

Date: _____ 3. _____

Date: _____ 4. _____

Date: _____ 5. _____

Date: _____ 6. _____

Date: _____ 7. _____

Date: _____ 8. _____

Date: _____ 9. _____

Anytown Kids Foundation
P.O. Box _____
Red Bluff, CA 96080
(530) 528-2315

ANYTOWN KIDS FOUNDATION

A California Nonprofit

P.O. Box _____

Red Bluff, CA 96080

(530) 736-1116

CERTIFICATE OF SECRETARY

I, The undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Anytown Kids Foundation, a California Nonprofit Corporation.
2. That the foregoing Bylaws, comprising nine (9) pages, constitutes the duly adopted Bylaws of said Corporation and said Bylaws have been ratified and approved by the unanimous written consent of the Trustees of the Corporation, for the purpose of a corporation organized primarily for charitable purposes and which plans to obtain state tax exempt status under Section 23701d of the Revenue and Taxation Code and/or federal tax exempt status under Section 501(c) (3) of the Internal Revenue Code, and is a nonprofit PUBLIC BENEFIT corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation
this _____ day of _____

Donna J. Setterlund
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Email: dsetterlund@pacbell.net
www.AnytownKids.com

