

ACTION BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF CASTRO VALLEY ROTARY CLUB COMMUNITY FOUNDATION

The undersigned, constituting all the directors of Castro Valley Rotary Club Community Foundation, do hereby adopt the following resolutions by unanimous written consent:

RESOLVED, that effective January 10, 2023, the following officers are elected to the office specified before their respective names:

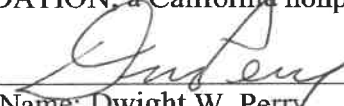
Secretary: Murline Monat

Treasurer: James J. Phillips

In addition, we adopt the Conflict-of-Interest Policy attached hereto.

This consent may be executed in one or more counterparts, each of which shall be deemed an original and all of which shall constitute a single instrument.

CASTRO VALLEY ROTARY CLUB COMMUNITY
FOUNDATION, a California nonprofit corporation

By: 
Name: Dwight W. Perry

By: 
Name: Clifton A. Sherwood

By: 
Name: Murline Monat

By: 
Name: Lytrel Carter

By: 
Name: Heidi Hausauer

By: 
Name: KJ Page

By: 
Name: Christian Carr

By: 
Name: James J. Phillips

CONFLICT OF INTEREST POLICY

(a) No Trustee or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Trustees or Officers are trustees or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Trustee's or Officer's financial interest in such contract or transaction and/or regarding such common trusteeship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Trustee(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

(b) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Trustees or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

(c) The Corporation shall not make any loan of money or property to or guarantee the obligation of any Trustee or Officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a Trustee or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Trustee or Officer, provided that in the absence of such advance such Trustee or Officer would be entitled to be reimbursed for such expenses by the Corporation.