BYLAWS OF
SUNSHINE OF THE SPIRIT – HIGH DESERT CONVENTION

A California Nonprofit Public Benefit Corporation

Adopted: September 10, 2026

ARTICLE I
NAME AND CORPORATE STATUS

Section 1.1 — Name

The name of this corporation is **Sunshine of the Spirit – High Desert Convention**, hereinafter referred to as “SOTS-HDC” or the “Corporation.”

The Corporation may conduct its activities under the name **SOTS-HDC** or **Sunshine of the Spirit High Desert Convention**, consistent with its Articles of Incorporation.

Section 1.2 — Corporate Status

SOTS-HDC is organized as a California Nonprofit Public Benefit Corporation and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 1.3 — Principal Office

The principal office and mailing address of the Corporation shall be maintained at such location as the Board of Directors may determine from time to time.

The Board may establish additional offices or mailing addresses as necessary for the conduct of Corporation business.

ARTICLE II — PURPOSE AND GUIDING PRINCIPLES

Section 2.1 — Corporate Purpose

The Corporation shall operate exclusively in furtherance of the charitable and educational purposes stated in its Articles of Incorporation.

The specific purposes of SOTS-HDC include:

1. Providing an effective forum for interaction, problem solving, and discussion of personal experience, strength, and hope between individuals and groups; and
2. Promoting unity, service, and recovery within the Alcoholics Anonymous fellowship through the organization and conduct of an annual convention featuring A.A. speakers, panels, discussions, meetings, workshops, and related activities.

Section 2.2 — Alcoholics Anonymous Principles
In conducting its activities, SOTS-HDC shall endeavor to be guided by the Twelve Traditions of Alcoholics Anonymous and the principles of service, rotation, group conscience, self-support, and substantial unanimity traditionally associated with A.A. service.

These principles shall guide the Corporation to the extent they are consistent with:
1. Applicable federal and California law;
2. The Corporation's Articles of Incorporation;
3. These Bylaws; and
4. The fiduciary duties of the Board of Directors.

Section 2.3 — Independence
Nothing in these Bylaws shall be construed as creating ownership or legal control of SOTS-HDC by Alcoholics Anonymous World Services, Inc., the General Service Board of Alcoholics Anonymous, any A.A. Area, District, Intergroup, Central Office, group, or other A.A. service entity.

SOTS-HDC shall maintain its independence while cooperating with appropriate A.A., Al-Anon, and other nonprofit service organizations in furtherance of its charitable purposes.

ARTICLE III — NONPROFIT AND TAX-EXEMPT LIMITATIONS

Section 3.1 — Nonprofit Operation
SOTS-HDC shall not be organized or operated for the private gain of any person.

No part of the net earnings, assets, or receipts of the Corporation shall inure to the benefit of any director, officer, Convention Committee participant, or other private individual.

Nothing in this Section shall prohibit the Corporation from:
1. Reimbursing reasonable and necessary expenses;
2. Paying reasonable compensation for legitimate goods or professional services when permitted by law and Corporation policy; or
3. Making lawful payments in furtherance of its charitable purposes.

Section 3.2 — Political Campaign Activity
The Corporation shall not participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

Section 3.3 — Legislative Activity
No substantial part of the Corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent

permitted for an organization exempt under Section 501(c)(3) of the Internal Revenue Code.

Section 3.4 — Prohibited Activities
The Corporation shall not conduct any activity prohibited to an organization exempt from federal income taxation under Section 501©(3) of the Internal Revenue Code.

ARTICLE IV — MEMBERSHIP

Section 4.1 — No Statutory Members
The Corporation shall have **no members within the meaning of Section 5056 of the California Corporations Code**, consistent with the Articles of Incorporation.

Section 4.2 — Convention Committee Participants
Persons serving on the SOTS-HDC Convention Committee may be referred to as "committee members" or "members of the Convention Committee."

Such terminology is used in the A.A. service sense only and shall not create statutory membership rights in the Corporation.

Convention Committee participants shall have only those voting or participation rights expressly granted by these Bylaws, the Guidelines, or the Standing Rules.

ARTICLE V — BOARD OF DIRECTORS

Section 5.1 — General Authority
The activities and affairs of SOTS-HDC shall be conducted and all corporate powers shall be exercised by or under the ultimate direction of the Board of Directors.

The Board may delegate responsibility for the planning and operation of the annual convention and related activities to the Convention Committee, but the Board shall retain ultimate fiduciary and legal responsibility for the Corporation.

Section 5.2 — Number and Composition
The Board of Directors shall consist of **seven (7) Directors**, as provided in the Articles of Incorporation.

The Directors shall be:
1. The two most recent Convention Chairpersons;
2. The current Convention Chairperson;
3. The current Convention Co-Chairperson;
4. The current Secretary;
5. The current Treasurer; and
6. One Member-at-Large elected annually by the Convention Committee.

No individual shall simultaneously occupy more than one of these seven Board positions.

Section 5.3 — Board Chairperson
The senior eligible past Convention Chairperson serving on the Board shall serve as the **Board Chairperson** and shall rotate off the Board annually in accordance with the established rotation of SOTS-HDC.

The Board Chairperson and Convention Chairperson are separate positions unless the same person lawfully occupies both positions because of an extraordinary vacancy or circumstance approved by the Board and permitted by the Articles and applicable law.

Section 5.4 — Rotation
Board service shall follow the rotational structure established by the Articles of Incorporation and these Bylaws.

No individual has a permanent or proprietary right to a Board position.

Rotation of leadership is encouraged as an important principle of SOTS-HDC service.

Section 5.5 — Member-at-Large
The Member-at-Large shall be elected annually by the Convention Committee in accordance with procedures established in the Guidelines.

The Member-at-Large shall serve until a successor is elected and assumes the position.

Section 5.6 — Vacancies
The Board may fill a vacancy occurring on the Board in a manner consistent with the Articles of Incorporation, these Bylaws, California law, and, when applicable, the normal succession of SOTS-HDC service positions.

When practical, a vacancy should be filled by a person qualified to occupy the corresponding Convention Committee position.

Section 5.7 — Removal and Vacating of Office
The Board may declare vacant the position of a Director who fails to attend two (2) Board meetings, subject to applicable California law.

A Director may also be removed as permitted by California law for reasons including:

1. Breach of fiduciary duty;
2. Misappropriation or misuse of Corporation assets;
3. Material violation of these Bylaws or the Articles of Incorporation;
4. Undisclosed or improper conflicts of interest;
5. Failure to perform the material responsibilities of the position; or
6. Conduct materially detrimental to the Corporation.

Section 5.8 — Resignation
A Director may resign by providing written notice to the Board Chairperson or Secretary.

Section 5.9 — Compensation
Directors shall serve without compensation for their service as Directors.

Directors may be reimbursed for reasonable and necessary expenses incurred on behalf of SOTS-HDC when properly documented and approved in accordance with Corporation policy.

ARTICLE VI — MEETINGS OF THE BOARD OF DIRECTORS

Section 6.1 — Regular Meetings
The Board shall meet a minimum of **three (3) times each fiscal year** and may meet more frequently as necessary.

Section 6.2 — Annual Organizational and Budget Meeting
At or near the beginning of each fiscal year, the Board shall conduct a meeting that includes, as appropriate:

1. Review of the prior convention;
2. Review of the Corporation’s financial condition;
3. Review of the annual financial review;
4. Establishment of the annual operating budget;
5. Establishment or review of the prudent reserve;
6. Review of banking authority and financial controls;
7. Review of insurance;
8. Review of contracts and anticipated obligations;
9. Review of government filing and compliance obligations; and
10. Other business appropriate to the new convention cycle.

Section 6.3 — Special Meetings
Special meetings may be called by the Board Chairperson or as otherwise permitted by California law.

Section 6.4 — Notice
Notice of Board meetings shall be given in accordance with California law and any procedures established by the Board.

Section 6.5 — Electronic Participation
Directors may participate in a meeting through telephone, video conference, or other electronic means to the extent permitted by California law.

Participation by an authorized electronic method shall constitute presence at the meeting.

Section 6.6 — Quorum
Four (4) Directors shall constitute a quorum for the transaction of business.

Section 6.7 — Voting
Each Director shall be entitled to one (1) vote on each matter submitted to a vote of the Board. The Board Chairperson shall not vote except in the event of a tie, in which case the Board Chairperson shall cast the deciding vote.

Unless a greater vote is required by law, the Articles of Incorporation, or these Bylaws, an action approved by a majority of Directors present at a meeting at which a quorum is present shall constitute an action of the Board.

Section 6.8 — Substantial Unanimity and Minority Opinion
On significant matters, the Board should seek substantial unanimity whenever reasonably practical.

Before final action on a significant or controversial matter, reasonable opportunity should be provided for minority viewpoints to be heard and considered.

Nothing in this Section shall change a vote legally required under California law, the Articles of Incorporation, or these Bylaws.

Section 6.9 — Action Without a Meeting
The Board may take action without a meeting by unanimous written consent to the extent permitted by California law.

ARTICLE VII — CORPORATE OFFICERS

Section 7.1 — Officers
The officers of the Corporation shall include:

1. Board Chairperson;
2. Secretary; and
3. Treasurer/Chief Financial Officer.

The Board may establish additional corporate officer positions when necessary or appropriate.

Section 7.2 — Board Chairperson
The Board Chairperson shall:

1. Preside at meetings of the Board;
2. Facilitate the orderly conduct of Board business;
3. Assist in preparing Board agendas;
4. Ensure that Board decisions are appropriately implemented;
5. Coordinate with the Convention Chairperson when necessary;
6. Execute documents when authorized by the Board; and

7. Perform other duties assigned by the Board.

The Board Chairperson shall not exercise unilateral authority over matters reserved to the Board.

Section 7.3 — Secretary

The Secretary shall:

1. Record or cause to be recorded minutes of Board and Convention Committee meetings;
2. Maintain the Corporation's governing records;
3. Maintain current copies of the Articles of Incorporation, Bylaws, Guidelines, Standing Rules, and Board policies;
4. Maintain a current roster of Directors and Convention Committee participants;
5. Provide or oversee required meeting notices;
6. Maintain Board resolutions and significant corporate records;
7. Assist with required corporate filings when appropriate; and
8. Perform other duties assigned by the Board.

Section 7.4 — Treasurer/Chief Financial Officer

The Treasurer shall serve as the Chief Financial Officer of the Corporation unless the Board appoints another qualified individual to that position.

The Treasurer shall:

1. Oversee the financial affairs of the Corporation;
2. Maintain or oversee adequate and correct financial records;
3. Provide a financial report at each regular Convention Committee meeting and Board meeting as appropriate;
4. Maintain an accounting system consistent with the approved operating budget;
5. Ensure funds are deposited timely;
6. Process properly authorized payments and reimbursements;
7. Maintain supporting documentation for financial transactions;
8. Monitor the annual budget and prudent reserve;
9. Maintain records necessary for annual financial review and government reporting;
10. Prepare a final financial statement following each annual convention;
11. Coordinate preparation of federal and California tax and information returns;
12. Provide records required for the annual financial review; and
13. Ensure an orderly transfer of financial records to a successor.

Section 7.5 — Separation of Offices

No person serving as Secretary, Treasurer, or Chief Financial Officer shall simultaneously serve as Board Chairperson.

ARTICLE VIII — CONVENTION CHAIRPERSON AND CO-CHAIRPERSON

Section 8.1 — Convention Chairperson
The Convention Chairperson shall be responsible for coordinating the activities of the Convention Committee and overseeing the planning and operation of the annual convention under the ultimate direction of the Board.

Section 8.2 — Convention Co-Chairperson
The Convention Co-Chairperson shall assist the Convention Chairperson and receive training and experience necessary to assume the Convention Chairperson position the following year.

Section 8.3 — Election of Co-Chairperson
The Convention Co-Chairperson shall be elected annually by the current Convention Committee at the annual Business Meeting.

Election shall be by simple majority vote of eligible Convention Committee participants present and voting, provided a quorum or other participation requirement established in the Guidelines is satisfied.

Section 8.4 — Succession
Upon completion of the current Convention Chairperson's term, the Convention Co-Chairperson shall automatically succeed to the position of Convention Chairperson.

This succession process is intended to promote continuity, experience, training, and rotation of service.

Section 8.5 — Qualifications
The qualifications and sobriety requirements for Convention Chairperson and Co-Chairperson shall be established in the Guidelines, provided such qualifications are consistent with applicable law and the Articles of Incorporation.

ARTICLE IX — CONVENTION COMMITTEE

Section 9.1 — Establishment
The Corporation shall maintain a Convention Committee responsible for planning and carrying out the annual SOTS-HDC convention and related activities under authority delegated by the Board.

Section 9.2 — Composition

The Convention Committee may include the Chairperson, Co-Chairperson, Treasurer, Co-Treasurer, Secretary, Co-Secretary, Registrar, Co-Registrar, and such other committee and subcommittee positions as are established in the SOTS-HDC Guidelines.

Section 9.3 — Guidelines

The qualifications, sobriety requirements, responsibilities, duties, and procedures applicable to Convention Committee positions shall be established in the **SOTS-HDC Guidelines**.

Section 9.4 — Rotation
The principle of rotating leadership shall be observed.

Convention Committee positions shall ordinarily be held for one-year terms. Consistent with the Guidelines, it is preferred that an individual not occupy the same committee position for more than two consecutive terms, although a position may continue to be filled by the same qualified individual rather than remain vacant when circumstances warrant.

Section 9.5 — Delegated Authority
The Convention Committee and its participants shall operate within:

1. The Articles of Incorporation;
2. These Bylaws;
3. The Guidelines;
4. The Standing Rules;
5. The approved annual budget;
6. Board policies; and
7. Authority specifically delegated by the Board.

No Convention Committee participant may bind the Corporation to a contract or financial obligation unless authorized by the Board or pursuant to authority expressly delegated by the Board.

Section 9.6 — Convention Committee Meetings
The Convention Committee shall meet regularly throughout the convention planning cycle in accordance with the Guidelines and Standing Rules.

The Committee should seek an informed group conscience and substantial unanimity whenever reasonably practical.

ARTICLE X — ANNUAL BUSINESS MEETING

Section 10.1 — Annual Meeting
An open Business Meeting shall be conducted during the annual convention.

Section 10.2 — Business
The Business Meeting shall include:

1. Election of the Convention Co-Chairperson for the following convention year;
2. Presentation or availability of a financial statement;

3. Reports concerning the convention when appropriate; and
4. Other matters appropriate for discussion with the Convention Committee and interested participants.

Section 10.3 — Corporate Authority
The Business Meeting is an important component of SOTS-HDC's service and group-conscience structure but is not a meeting of statutory members of the Corporation.

Nothing in this Article transfers the fiduciary or legal responsibilities of the Board of Directors to persons attending the Business Meeting.

ARTICLE XI — FINANCIAL ADMINISTRATION

Section 11.1 — Fiscal Year
The fiscal year of SOTS-HDC shall begin **July 1 and end June 30**.

Section 11.2 — Annual Budget
The Board shall approve an annual operating budget based upon anticipated activities and, when appropriate, prior-year income and expenses.

Convention Committee participants shall operate within their approved budgets unless additional expenditures are authorized.

Section 11.3 — Bank Accounts
Corporation funds shall be maintained in financial accounts titled in the legal name of Sunshine of the Spirit – High Desert Convention.

Corporation funds shall not be deposited into personal accounts.

Section 11.4 — Authorized Signers and Financial Controls
The Board shall designate authorized signers and establish appropriate controls over checking, electronic payments, credit/debit transactions, and other financial accounts.

Financial responsibilities should be separated whenever reasonably practical so that no one individual has exclusive control over authorization, custody, recording, and reconciliation of Corporation funds.

Section 11.5 — Documentation
Expenditures and reimbursements shall be supported by appropriate documentation, including itemized receipts when reasonably available and an explanation of the business or charitable purpose of the expenditure.

Section 11.6 — Cash Handling
Money collected at the convention or Corporation events shall be transferred promptly to the Treasurer or authorized designee with appropriate documentation.

When reasonably practical, cash shall be counted or verified by two persons.

Funds shall be deposited timely.

Section 11.7 — Prudent Reserve
The Corporation shall maintain a **prudent reserve** sufficient to meet reasonably anticipated obligations and provide initial operating funds for the succeeding convention cycle.

The prudent reserve may include amounts reasonably necessary for:
1. Hotel or venue deposits;
2. Convention contracts;
3. Insurance;
4. Administrative and government filing expenses;
5. Emergency or cancellation expenses;
6. Initial expenses for the succeeding convention; and
7. Other reasonably foreseeable Corporation obligations.

The Board shall review the prudent reserve at least annually and determine the appropriate amount based upon the Corporation's financial condition, anticipated obligations, prior convention results, and reasonably foreseeable needs.

The Board's determination shall be reflected in the minutes.

Section 11.8 — Surplus Funds
After payment or adequate provision for all expenses and obligations and establishment of the prudent reserve, the Board shall determine the appropriate use of surplus funds consistent with:
1. The Articles of Incorporation;
2. Section 501(c)(3) of the Internal Revenue Code;
3. California law; and
4. The charitable and educational purposes of SOTS-HDC.

The Board may make grants or distributions to Victor Valley Intergroup Central Office or other qualifying charitable organizations when the Board determines that such distributions further the charitable purposes of SOTS-HDC.

No surplus funds shall be distributed for the private benefit of any Director, officer, Convention Committee participant, or other individual.

Section 11.9 — Restricted Funds
Funds subject to donor, grantor, contractual, or legal restrictions shall be used and accounted for in accordance with those restrictions.

Section 11.10 — Al-Anon and Other Participating Organizations
Funds belonging to or collected on behalf of Al-Anon or another separately operated participating organization shall be separately accounted for and transferred or handled in accordance with applicable agreements, Guidelines, and legal requirements.

ARTICLE XII — FINANCIAL REVIEW AND ACCOUNTABILITY

Section 12.1 — Annual Financial Review
Following the close of each convention cycle, the Board shall arrange for an annual review of the Treasurer's financial records.

Section 12.2 — Reviewers
The Board should appoint at least two individuals who:

1. Are not serving on the current Convention Committee;
2. Have appropriate financial or accounting experience; and
3. Do not have a material financial interest in the matters being reviewed.

Section 12.3 — Report
The results of the financial review shall be reported to the Board and retained with the Corporation's financial records.

The Board may require additional or special financial reviews whenever circumstances warrant.

Section 12.4 — Professional Review or Audit
Nothing in this Article prevents the Board from retaining an independent accountant or other qualified professional to perform a compilation, review, audit, or other financial examination when required by law or determined appropriate by the Board.

ARTICLE XIII — CONTRACTS AND EXPENDITURES

Section 13.1 — Contract Authority
No Director, officer, Convention Committee participant, or volunteer may bind the Corporation to a contract unless authorized by the Board or acting pursuant to authority delegated by the Board.

Section 13.2 — Material Contracts
Contracts involving hotels, convention facilities, significant financial commitments, multi-year obligations, or other material liabilities shall require Board approval.

Section 13.3 — Budget Authority
The Board may delegate limited expenditure authority to Convention Committee positions within an approved budget and subject to financial policies established by the Board.

ARTICLE XIV — CONFLICTS OF INTEREST

Section 14.1 — General Standard
Directors and officers shall act in the best interests of SOTS-HDC and shall exercise their duties in accordance with applicable fiduciary obligations.

Section 14.2 — Disclosure
Any Director or officer having an actual or potential financial interest in a transaction or matter before the Corporation shall promptly disclose the material facts concerning that interest.

Section 14.3 — Participation
An interested person shall not improperly influence consideration of a transaction and shall abstain from voting when required by law or Corporation policy.

Section 14.4 — Committee Participants
No Convention Committee or subcommittee chairperson shall receive compensation, directly or indirectly, for services or merchandise provided to the convention through the committee or subcommittee they oversee, except as specifically permitted by applicable law, these Bylaws, and a conflict-of-interest policy approved by the Board.

Section 14.5 — Conflict of Interest Policy
The Board shall adopt and periodically review a written Conflict of Interest Policy consistent with California law and federal tax-exemption requirements.

ARTICLE XV — RECORDS AND REPORTING

Section 15.1 — Corporate Records
The Corporation shall maintain adequate and correct records, including:

1. Articles of Incorporation and amendments;
2. Current Bylaws;
3. Guidelines and Standing Rules;
4. Board and Convention Committee minutes;
5. Financial records and reports;
6. Bank records;
7. Material contracts;
8. Tax and government filings;
9. Insurance records;
10. Conflict-of-interest disclosures; and
11. Other records required by law or reasonably necessary for the Corporation's activities.

Section 15.2 — Record Retention
Corporate and historical records shall be retained in accordance with applicable law and a document retention policy adopted by the Board.
SOTS-HDC historical records of continuing value may be maintained by the Archivist.

Section 15.3 — Director Inspection
Directors shall have access to Corporation records as provided by California law.

Section 15.4 — Financial Transparency
The Board shall endeavor to provide appropriate financial transparency to the Convention Committee and persons participating in the SOTS-HDC service structure while protecting confidential, privileged, and personally identifying information.

ARTICLE XVI — ANONYMITY, PRIVACY, AND COMMUNICATIONS

Section 16.1 — Anonymity
SOTS-HDC shall respect the principle of personal anonymity associated with Alcoholics Anonymous.

Section 16.2 — Public Communications
Reasonable care shall be exercised in publishing names, photographs, videos, recordings, social-media content, speaker information, or other information that could publicly identify an individual as a member of Alcoholics Anonymous.

Section 16.3 — Personal Information
Registration lists, email addresses, telephone numbers, mailing lists, and other personal information collected through SOTS-HDC activities shall be used only for legitimate Corporation purposes and shall not be sold or used for unrelated commercial purposes.

ARTICLE XVII — INSURANCE AND RISK MANAGEMENT

Section 17.1 — Insurance
The Board shall periodically evaluate and obtain, when appropriate, insurance including:

1. General liability;
2. Directors and officers liability;
3. Event liability;
4. Property coverage;
5. Volunteer coverage;
6. Cyber/data coverage; and
7. Other insurance reasonably appropriate to SOTS-HDC’s activities.

Section 17.2 — Risk Management
The Board and Convention Committee shall establish reasonable procedures intended to protect participants, volunteers, Corporation property, funds, and confidential information.

ARTICLE XVIII — INDEMNIFICATION

To the fullest extent permitted by California law, SOTS-HDC may indemnify its Directors, officers, employees, volunteers, and other agents against expenses and liabilities reasonably incurred in connection with their authorized service to the Corporation. The Corporation may purchase insurance for such persons to the extent permitted by law.

ARTICLE XIX — GUIDELINES, STANDING RULES, AND BOARD POLICIES

Section 19.1 — SOTS-HDC Guidelines
The Board shall maintain **SOTS-HDC Guidelines** governing the detailed operation of the annual convention, Convention Committee positions, service qualifications, duties, procedures, and other operational matters.

Section 19.2 — Standing Rules
The Board may adopt Standing Rules addressing recurring procedures and general policies not requiring inclusion in the Bylaws or Guidelines.

Standing Rules may be adopted, amended, or suspended in accordance with procedures established by the Board, provided they do not conflict with law, the Articles of Incorporation, or these Bylaws.

Section 19.3 — Board Policies
The Board may adopt financial, conflict-of-interest, document-retention, privacy, whistleblower, reimbursement, contract, and other policies as appropriate.

Section 19.4 — Hierarchy of Authority
In the event of a conflict among governing authorities, the following order shall control:

1. Applicable federal and California law;
2. Articles of Incorporation;
3. These Bylaws;
4. SOTS-HDC Guidelines;
5. Standing Rules;
6. Board policies and procedures; and
7. Committee procedures and practices.

No Guideline, Standing Rule, policy, custom, past practice, or group-conscience decision may authorize an action prohibited by a higher governing authority.

ARTICLE XX — PARLIAMENTARY AND SERVICE PROCEDURE

Section 20.1 — Parliamentary Authority
The current edition of **Robert's Rules of Order Newly Revised** shall serve as parliamentary authority for matters not otherwise addressed by law, the Articles of Incorporation, these Bylaws, the Guidelines, or Standing Rules.

Section 20.2 — Group Conscience
The Board and Convention Committee should encourage open discussion and informed group conscience in matters affecting SOTS-HDC.

Section 20.3 — Minority Opinion
Reasonable opportunity should be provided for minority viewpoints to be heard, particularly before final action on significant or controversial matters.

ARTICLE XXI — AMENDMENT OF BYLAWS

Section 21.1 — Proposed Amendments
Proposed amendments to these Bylaws shall be submitted in writing to the Board of Directors.

Section 21.2 — Notice
The proposed amendment shall be provided in writing to all Directors at least fourteen (14) days before the meeting at which the amendment will be considered.

Section 21.3 — Approval
These Bylaws may be amended by an affirmative vote of at least two-thirds (2/3) of the Directors then in office, subject to any greater vote required by law or the Articles of Incorporation.

Section 21.4 — Convention Committee Input
Before adopting a material amendment affecting the Convention Committee's service structure, the Board should provide the Convention Committee a reasonable opportunity to review and comment upon the proposed amendment.

Section 21.5 — Limitations
No amendment may conflict with applicable law, the Articles of Incorporation, or the Corporation's tax-exempt charitable purposes.

ARTICLE XXII — DISSOLUTION

Upon dissolution of SOTS-HDC, the Corporation’s assets shall be distributed in accordance with the Articles of Incorporation, applicable California law, and Section 501(c)(3) of the Internal Revenue Code.

After payment or adequate provision for debts and obligations, remaining charitable assets shall be distributed only to one or more organizations then qualifying for exemption under Section 501(c)(3), or otherwise as permitted by the Articles of Incorporation and applicable law.

No assets shall be distributed to any Director, officer, Convention Committee participant, or private individual except in satisfaction of a lawful obligation of the Corporation.

ARTICLE XXIII — CONSTRUCTION AND SEVERABILITY

Section 23.1 — Construction
These Bylaws shall be interpreted in a manner consistent with the California Nonprofit Public Benefit Corporation Law, applicable federal tax law, and the Articles of Incorporation.

Section 23.2 — Severability
If any provision of these Bylaws is determined to be invalid or unenforceable, the remaining provisions shall continue in effect to the fullest extent permitted by law.

Section 23.3 — Controlling Authority
Nothing in these Bylaws shall be construed to authorize an action inconsistent with the Articles of Incorporation or applicable law.

ARTICLE XXIV — ADOPTION AND CERTIFICATION

These Bylaws were adopted by the Board of Directors of Sunshine of the Spirit – High Desert Convention, a California Nonprofit Public Benefit Corporation, at a duly called meeting held on:

Date: 9/10/2026

The undersigned Secretary certifies that the foregoing Bylaws constitute the Bylaws duly adopted by the Board of Directors and that they remain in effect as of the date of this certification.

Secretary: Sandra Bannister

Printed Name: Sandra Bannister

Date: 9/10/2026

BOARD ACKNOWLEDGMENT

The undersigned Directors acknowledge receipt of these Bylaws and their responsibility to carry out their duties in accordance with the Articles of Incorporation, these Bylaws, applicable law, and their fiduciary obligations.

Board Chairperson: [illegible]

Date: 9-12-26

Past Convention Chairperson: [illegible]

Date: 9/10/2026

Convention Chairperson: Christa L Seidler

Date: 09/10/2026

Convention Co-Chairperson: Angela L Abbott

Date: 9-10-2026

Secretary: Sandra Bannister

Date: 9/10/2026

Treasurer: Carol Whitton

Date: 09/10/2026

Member-at-Large: [illegible]

Date: 09/10/2026