



YOUTH COMPETITIVE PROGRAMMING CIRCLE

Coding Education for a New Generation

ORGANIZATION BYLAWS

ARTICLE I

1.01 Name

The name of this corporation shall be Youth Competitive Programming Circle. The business of the corporation may be conducted as Youth Competitive Programming Circle or YCPC.

ARTICLE II

2.01 Purpose

A. Youth Competitive Programming Circle is a non-profit organization and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. This organization is a nonprofit public benefit corporation and is not organized for the private gain of any person. Youth Competitive Programming Circle's purpose is to provide coding provisions for aspiring programming youth of all backgrounds.

B. The organization's specific purposes include, but are not limited to:

- providing an accessible programming education on the web.
- creating a medium for interaction between youth programmers to collaborate on projects, ask questions, and seek support, among other purposes.
- introducing and encouraging programming among youth of all backgrounds through events, marketing, and word of mouth, among other devices.
- providing provisions for volunteer projects to bring coding literacy to less fortunate areas.

2.02 Public Benefit

Youth Competitive Programming Circle is designated as a public benefit corporation.

ARTICLE III

3.01 Non-profit Nature

Youth Competitive Programming Circle is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of Youth Competitive Programming Circle shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding Section of any future federal tax code.

Youth Competitive Programming Circle is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

3.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Youth Competitive Programming Circle of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

3.03 Dissolution

Upon termination or dissolution of the Youth Competitive Programming Circle, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying nonprofit fund(s), foundation(s), and/or corporation(s) which is organized and operated exclusively for charitable purposes, which has (a) established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, (b) is qualified to receive "qualified conservation contributions" within the meaning of Section 170(h) of said Code, or the corresponding provisions of any future statute of the United States, and has a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.



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The organization to receive the assets of the Youth Competitive Programming Circle hereunder shall be selected by the discretion of a majority of the managing body of the Youth Competitive Programming Circle if possible.

3.04 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 Article III, Section 3.01.

3.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

3.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

4.01 Governance

YCPC shall be governed by its board of directors, officers, and staff committee.

4.02 Board of Directors

A. The names, addresses and office held (if applicable) of the persons designated to act as the initial Board of Directors of this corporation are:

1.

Name: Eric Li Zhao*

Address: 316 Brower Court, San Ramon, CA 94582

Office Held: Board Chair (President)

2.

Name: Ranjit Chakravorti

Address: ---

Office Held: Board Member

3.

Name: Newell Arnerich

Address: ---

Office Held: Board Member

4.

Name: Brandon Cardwell

Address: ---

Office Held: Board Member

5.

Name: Kevin Kenny Vuong*

Address: 2556 CraneFord Way, San Ramon, CA 94582

Office Held: Vice-Chair (Vice President)

B. The board of directors shall be elected as set forth in Article V, Section 5.01.



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C. The responsibilities of each member shall be the following:

1. Act in the best interests of the organization as a whole.
2. Attend any meetings called by the acting Board Chair. Attendance is mandatory unless otherwise stated or excused with proper reason by the acting Board Chair.

4.03 Staff Committee

A. The staff committee shall be elected as set forth in Article V, Section 5.02.

C. The staff board's specific purposes include, but are not limited to:

- Organizing work teams for specific tasks.
- Helping to provide representation for all backgrounds.
- Representing volunteers and members
- Helping facilitate communications with the Board of Directors.

4.04 Officers

A. The board of directors shall be elected as set forth in Article V, Section 5.03.

B. The responsibilities of each member shall be the following:

1. Follow orders as given by the acting Board Chair.
2. Complete the duties of the Staff Committee and the Board of Directors.
3. Act in the best interest of the organization

ARTICLE V

5.01 Election for the Board of Directors

A. The initial Board of Directors are as set forth in Article IV Section 4.02 A.

B. The Board of Directors will be limited to a maximum of 14 seats unless otherwise stated in succeeding amendments to this article.

C. If there is an open seat in the Board of Directors, any member who has (a) been nominated by an acting officer of Youth Competitive Programming Circle, (b) been a registered member of Youth Competitive Programming Circle for more than 365 days since initial registration, and (c) has not had his/her membership suspended for the last 365 days, is eligible for election as a member of Board of Directors. The nominee must then be approved by three-fourths (3/4) of the acting Board of Directors.

D. Any member of the Board of Directors may be removed from office if, (a) he/her has been nominated for removal from the Board of Directors by an acting officer, (b) his/her removal has been approved by three fourths (3/4) of the acting Board of Directors excluding the member in question, (c) he/her has been found guilty of one or more misdemeanors by three fourths (3/4) of the Board of Directors excluding the member in question, and (d) his/her removal has NOT been vetoed by the acting Board Chair holder Youth Competitive Programming Circle.

5.02 Election for the Staff Committee

A. The initial members of the Staff Committee are as set forth in Article IV Section 4.03 A.

B. The Staff Committee will not have a maximum quantity of seats unless otherwise stated in succeeding amendments to this article.

C. Any member who has (a) been nominated by a member of the acting Staff Committee, (b) been registered as a member, and (c) has not had his/her membership suspended for the last 365 days, is eligible for election as a member of the Staff Committee. The nominee must then be approved by any member of the acting Board of Directors.

D. Any member of the Staff Committee may be removed from office if, (a) he/her has been nominated for removal from the Staff Committee by an acting officer, (b) his/her removal has been approved by three fourths (3/4), (c) he/her has been found guilty of one or more misdemeanors by three fourths (3/4) of the Staff Committee, and (d) his/her removal has NOT been vetoed by an acting officer.

5.03 Election of Officers

A. The initial officers of Youth Competitive Programming Circle are as set forth in Article IV Section 4.02 A.



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B. Officers of Youth Competitive Programming Circle must both be a member of the Staff Committee and Board of Directors. Removal from any of the two will also lead to loss of his/her officer position.

C. If there is a open officer chair, any member of the acting Board of Directors and Staff Committee who has (a) been nominated by the acting Board Chair or Vice Chair of Youth Competitive Programming Circle, (b) been a registered member of Youth Competitive Programming Circle for more than 365 days since initial registration, and (c) has not had his/her membership suspended for the last 365 days, is eligible for election as a member of Board of Directors. The nominee must then be approved by three-fourths (3/4) of the acting Officers and if not vetoed by the acting Board Chair, will take up the open officer position or if there are multiple available, one decided upon by at least three-fourths (3/4) of the acting Board of Directors or the acting Board Chair.

ARTICLE VI

6.01 Membership Requirements

YCPC shall have no membership fees, requirements or obligations. The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises, excepting the Board Chair and other Board Directors as designated by the acting Board Chair..

6.02 Member Definition

Anyone meeting one or more of the following conditions is by definition a member of Youth Competitive Programming Circle:

- Volunteers and/or participants in organized Youth Competitive Programming Circle events.
- Members and/or participants in Youth Competitive Programming Circle's chapters.
- Recipients of any services performed by Youth Competitive Programming Circle.
- Creators, participants and/or users of: online programs, courses, volunteer projects, and/or event participants hosted, created, and/or sponsored by Youth Competitive Programming Circle.

6.03 Membership Registration

Members must be registered with Youth Competitive Programming Circle to be eligible for nomination to the Board of Directors and/or Staff Committee. Members do not need to be registered to be considered members as long as they meet the criteria specified in Article 6 Section 2.

6.04 Management

The management of the affairs of the corporation shall be vested in a board of directors and staff committee, as defined in the corporation's bylaws.

ARTICLE VII

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) or more of the board of directors. The amendment must be attached to the bylaws, succeeding the declaration.