

ELK GROVE COMMUNITY FOUNDATION

BYLAWS OF ELK GROVE COMMUNITY FOUNDATION

ARTICLE ONE

OFFICES

1. Principal Office. The principal office of this corporation in the State of California shall be located at 9510 Elk Grove-Florin Road, in the City of Elk Grove, California, County of Sacramento, 95624.
2. Other Offices. The corporation may have such other offices, either within or without the County of Sacramento, State of California, as the board of directors may from time to time determine.

ARTICLE TWO

MEMBERSHIP

The corporation has no members.

ARTICLE THREE

DIRECTORS

1. Number. The authorized number of directors of this corporation shall be no less than twenty-five (25) and not to exceed 35.
2. Term of Office. The term of office of directors shall be undetermined.
3. Powers. Except as otherwise provided in the Articles of Incorporation, or by law, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the board of directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the board may from time to time, by resolution, designate.
4. Replacement of Directors.
 - (a) Whenever a vacancy exists on the board of directors, whether by death, resignation, or otherwise, the vacancy shall be filled by a majority of the remaining directors pursuant to recommendations by the nominating committee at a regular or special meeting of the board. Any director may be removed in compliance with the provisions of Sections 5222 and 5223 of the Corporations Code.
 - (b) Any director may be removed at the discretion of the Board for missing three (3) consecutive meetings. All illnesses and hardships will be reviewed by the Board.
5. Compensation. No directors shall receive any compensation from the corporation.
6. Meetings.
 - (a) Meetings shall be held at such place or places as the board of directors designates.

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(b) Regular meetings shall be held at least quarterly as noticed by the board of directors and committee meetings held regularly to achieve the goals of each committee, scheduled by the committee chair.

(c) The president may, as is deemed necessary and appropriate, and the secretary shall, if so requested in writing by one member of the board of directors, call a special meeting of the board. In such event, ten days written notice to each director shall be deemed sufficient.

(d) Except as may otherwise be provided in these Bylaws, or in the Articles of Incorporation of this corporation, or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the board of directors.

(e) All meetings of the board of directors shall be governed by Robert's Rules of Order, including such revisions thereof as may from time to time be published, except to the extent such rules are inconsistent with these Bylaws, with the Articles of Incorporation of this corporation, or with applicable law.

7. Action by Board-Quorum. A quorum shall consist of one-third (1/3) of the number of Board of Directors seated without regard to vacancies.

8. Action Without Meeting. In case of emergency, action without a meeting can be made by the majority of the executive committee. Ratification will be made at the next Board meeting.

9. Liability of Directors. The directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

10. Honorary Directors – The Directors can appoint non-voting Honorary Directors to be recognized at special events to be determined annually.

ARTICLE FOUR

OFFICERS

1. Officers. The officers of the corporation shall be a president, three vice-presidents, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more recorders, and one or more bookkeepers, as it shall be deemed necessary, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary and president and treasurer.

2. Election and Term of Office. The officers of this corporation shall be proposed by the nominating committee and elected annually by the board of directors at the regular annual meeting of the board of directors held in September of each year. New offices may be created and filled at any meeting of the board. Term of office shall run from January 1 – December 31.

3. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the interests of the corporation would be thereby best served.

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4. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, will be proposed by the nominating committee and approved by the board of directors.

5. The president shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The president shall preside at all meetings of the directors. He or she may sign, with the secretary or other officer duly authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution thereof shall have been expressly delegated by the board of directors, by these bylaws, or by law to some other officer or agent of the corporation; and in general shall perform all duties relevant to the office of president and such other duties as may be prescribed by the board of directors.

6. Vice-Presidents. There will be three Vice-Presidents – Executive Vice President of Finance, Vice President of Development, and Vice President of Scholarships. In the absence of the president or in the event of the president’s inability or refusal to act, the Executive Vice-President shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the president. Any vice-president shall perform such additional duties as may from time to time be assigned by the president or by the board of directors.

7. Treasurer. The treasurer shall be the chief financial officer and, if so required by the board of trustees, shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the board of trustees may deem appropriate. The treasurer shall oversee the handling of all funds and securities of the corporation.

8. Secretary. The secretary shall keep the minutes of meetings of the board of directors, in one or more books provided for that purpose; see that all notices are duly given in accordance with these Bylaws or as required by law; be custodian of the corporate records; keep a membership book containing the names and addresses of all directors of the corporation, and with respect to any director which have been terminated, record that fact together with the date of termination; exhibit to any director of the corporation, or to any agent of such director, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these Bylaws, the Articles of Incorporation, the minutes of any meeting, and the other records of the corporation. The secretary shall send an acknowledgement to all donors for all donations given to the Elk Grove Community Foundation.

9. Bookkeeper and Recorder. The bookkeeper and recorder, in general, shall perform such duties as may be assigned to them by the board of directors, the president, the treasurer or the secretary of the corporation.

ARTICLE FIVE

SERVICE CLUB REPRESENTATIVES

1. Service Clubs approved by the Elk Grove Regional Scholarship Foundation Board of Directors can send a representative as a non-voting member. The term of office of a community service representative shall be undetermined.

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COMMITTEES

1. Executive Committees. The Executive Committee will be made up of the President, three Vice-Presidents (Executive Vice President of Finance, Vice President of Development, Vice President of Scholarships), Chair of Fundraising Committee, one member at large. By majority vote of the directors in office, the board of directors may, by resolution duly adopted, establish a committee, which shall consist of two or more directors, which committee, to the extent provided by such resolution, shall have and exercise the authority of the board of directors in the management of the corporation. However, the designation of such committee and delegation of authority thereto shall not operate to relieve the board of directors, or any director individually, of any responsibility imposed either by these Bylaws or by law.

2. Standing Committee. The number of standing committees shall be established by the Elk Grove Community Foundation. The Standing Committees are:

- Finance Committee
- Fundraising Committee
- Nomination Committee
- Development Committee
- Scholarship Committee

3. Other Committees. Other committees not having and exercising the managerial authority of the board of directors, may be established by resolution duly adopted by majority vote of the board of directors. Any committee member may be removed by the person or persons authorized to appoint that committee member, whenever in the judgment of such person or persons the interests of the corporation would best be served by such removal.

4. Vacancies. Vacancies on any committee shall be filled by self-selection. All Board members are required to be on one of the four (4) standing committees.

5. Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

6. Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate. However such rules and regulations must be consistent with these Bylaws, and regular minutes of all proceedings must be kept.

Each committee may convene sub-committees that are either adhoc or "standing" in nature. All committees and sub-committees are subordinate to and accountable to the Board of the EGCF.

A. Finance Committee

- The first responsibility of the finance committee is to oversee accounting and auditing functions for all EGCF holdings.
- The Finance Committee develops an annual budget to present to the Board for review and approval.

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- The committee recommends to the Board procedures and policies related to accounting and finance.
- The committee is charged with building a reserve with the goal of funding all operational expenses from the interest generated by the reserve. (This could be an endowment, but doesn't necessarily have to be.)
- The committee will oversee payroll functions.
- The committee works closely with the Fundraising Committee in communicating and planning for the financial needs of the Foundation.
- The Committee oversees financial reports pertinent to the organization.
- The committee prepares and executes correspondence relevant to the functions of committee tasks.
- At the June meeting, the committee recommends scholarship payouts for the following year.

B. Fundraising Committee

- The Fundraising Committee facilitates the planning and organization of all fundraising events.
- Seek grants
- Obtain sponsorships from businesses, service organizations, and individuals in the community.
- Raise a portion of funds for operational costs and to build a reserve.
- Prepare correspondence relevant to the functions of committee tasks.

C. Nomination Committee

- Seek the most able leadership available from the business and public sectors.
- Develop a matrix of criteria for selection of new board members.
- Solicit the very best talent for the Board.
- Revise committee structure to reflect the work of the organization and add community members to committees as appropriate to carry out the tasks.
- Prepare correspondence relevant to the functions of committee tasks

D. Development Committee

- The committee plans the amount of operational funds needed to hire and sustain the professional staff that support the work of the Foundation.
- Promote community awareness of the Foundation
- Promotes growing of scholarship endowments and obtaining new ones
- Commit to raising the skills of all board members in fundraising through professional training.
- Seek other opportunities for board development, e.g. Association of Fundraising Professional annual day-long seminar at CSUS and National Philanthropy Day, and budget for these costs.
- Investigate the opportunity to plan annual board retreat (more often as needed) for purposes of orientation of (new) board members, team-building among board, program development ideas, extended prioritization and planning.
- Prepare correspondence relevant to the functions of committee tasks

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E. Scholarship Committee

- Interface with all four subcommittees, the Board, donors, the other standing committees, and all others involved in developing and maintaining the website and data base.
- Facilitation of all student applications until final recipients are awarded a scholarship. Coordinate with “Spotlight on Scholarships” event.

ARTICLE SIX

CONTRACTS, CHECKS, DEPOSIT, AND FUNDS

1. **Contracts.** The board of directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

2. **Gifts and Contributions.** The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise of any property whatsoever, for the general and special charitable purposes of the corporation.

3. **Deposits.** All funds of the corporation shall be deposited in a timely and prudent manner to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

4. **Checks, Drafts, Orders for Payment.** All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the board of directors shall from time to time by resolution determine.

5. Third Party Fundraising Contributions

- Will accept contributions to the EGCF from the net proceeds of a fundraising event held by a 3rd party.
- If a party uses EGCF as a 501(c)3, this requires pre-approval of EGCF as to any wording using EGCF name and tax ID number.
- EGCF has the right to refuse association without disclosed cause.

ARTICLE SEVEN

MISCELLANEOUS

1. **Books and Records.** The corporation shall prepare and maintain correct and complete books and records of account and shall also keep the minutes of the meetings of the board of directors, and committees, and shall keep the books and records. All books and records of the corporation may be

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inspected by any director, or member, or the agent or attorney of either, for any proper person at any reasonable time.

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

3. Corporate Seal. The board of directors shall not provide a corporate seal.

4. Waiver of Notice. Whenever any notice is required to be given under the provision of the Nonprofit Public Benefit Corporation Law of California or under the provisions of the Articles of Incorporation or the Bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE EIGHT

AMENDMENTS

1. Power of Directors to Amend Bylaws. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Nonprofit Public Benefit Corporation Law of California, concerning corporate actions that must be authorized or approved by the directors of the corporation, the Bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the board of directors.

SIGNATURES

The foregoing Bylaws have been duly adopted by unanimous resolution of the Board of Directors of the Elk Grove Community Foundation on September 2016.

Revised 2-15-2006

Revised 9-15-2016