

BYLAWS
OF
FOUNDATION FOR PLEASANT VALLEY RECREATION AND PARKS

Incorporated under the laws of the State of California

ARTICLE 1

Name, Location, and Offices

Section 1.1 Corporate Name

The name of this corporation is **Foundation for Pleasant Valley Recreation & Parks** (the “Corporation”).

Section 1.2 Principal Place of Business

The principal place for the transaction of the activities and affairs of the corporation shall be at such location within the jurisdiction of Pleasant Valley Recreation and Park District (herein “PVRPD”) as the Board Members shall from time to time designate.

Section 1.3 Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

ARTICLE 2

Purposes and Governing Instruments

Section 2.1 General Purpose

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California public and charitable purposes.

Section 2.2 Specific Purpose

The specific purpose of the Corporation shall include without limitation, to provide volunteer, charitable and financial support for the public parks, facilities, and recreation programs which benefit the Pleasant Valley Recreation and Park District.

Section 2.3 Charitable Purposes

The Corporation is a voluntary association of individuals and organizations the purposes of which, as set forth in the articles of incorporation, are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code. The corporation was organized, and at all times shall be operated to carry out such charitable purposes as the Board shall determine in its

discretion and as are not inconsistent with the Article of Incorporation and these Bylaws. In furtherance of such purposes, the Corporation shall have full power and authority:

- (a) To provide volunteer, charitable and financial support for public parks, facilities and recreation programs which benefit the residents within the boundaries of which the Pleasant Valley Recreation and Park District serves;
- (b) To support the mission of the Pleasant Valley Recreation and Park District for the benefit of the general public;
- (c) To make distributions for other charitable purposes;
- (d) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, corporation or other organization or entity, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the Corporation, as the same may be amended from time to time; and
- (e) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board in its discretion, to carry out any of the purposes of the Corporation, as set forth in the Articles of Incorporation and these Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of applicable provisions of the California law, including the California Nonprofit Public Benefit Corporation Law (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code.)

Section 2.4 Governing Instruments

The Corporation shall be governed by its Articles of Incorporation and these Bylaws.

ARTICLE 3

Memberships

Section 3.1 Members

The Corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law.

Section 3.2 Non-Voting Members

The Board may identify and adopt in the bylaws and/or policies and procedures for the admission of the associate members, honorary members, or other designated members who shall have no voting rights in the Corporation. Such associate, honorary, or other members are not “members” of the Corporation as defined in section 5056 of the California Nonprofit Corporation Law.

ARTICLE 4

Board Members

Section 4.1 Regular Board Members

The initial board members of the Corporation shall be the persons named in the organizational minutes of the incorporator of the corporation. The authorized number of board members of the Corporation shall be not less than five (5) or more than thirteen (13) the exact authorized number to be fixed, within these limits, by resolution of the Board.

Section 4.2 Terms; Appointment of Successors

Staggered Terms: At the first annual meeting, the Board Members shall be divided into two approximately equal groups and designated by the Board to serve two, or three year terms. Thereafter, the term of office of each member shall be three years. Each member, including a member elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was appointed and until the appointment and qualification of a successor, or until that member's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

Section 4.3 Resignation

A Board Member may resign effective upon giving written notice to the Chair, Vice-chair or Secretary, unless the notice specifies a later time for the effectiveness of such resignation. No Board Member may resign if the Corporation would be left without a duly appointed Board Member in charge of its affairs.

Section 4.4 Removal of Board Members

A Board Member may be removed at any time with or without cause by 2/3 majority vote of the authorized Board Members then in office.

Section 4.5 Vacancies

A vacancy or vacancies on the Board shall be deemed to exist in the event of the death, resignation or removal of any Board Member, or, if the Board by resolution declares vacant the office of a Board Member who has been declared of unsound mind by an order of court, or who has been convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Part 2, Chapter 2, Article 3 of the California Nonprofit Corporation Law, or if the authorized number of Board Members is increased, or if the Board Members fail, at any meeting at which any Board Members are appointed, to appoint the number of Board Members to be appointed at such meeting.

Section 4.6 Compensation

The Corporation shall not pay any compensation to Board Members for services rendered to the Corporation as members, except that may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Section 4.7 Corporate Powers Exercised by Board

Subject to the provisions of the Articles of Incorporation of the Corporation (the “Articles of Incorporation”), California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, management, company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 4.8 Non-Liability of Board Members

The Board Members shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE 5

Meetings of Board of Directors

Section 5.1 Brown Act

All meetings of the Board shall be called, noticed and held in compliance with the provisions of the Ralph M. Brown Act (the “Brown Act”). Except as otherwise permitted by the Brown Act, all meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board. The Board shall not take action by secret ballot, whether preliminary or final.

Section 5.2 Place of Meetings

All meetings of the Board shall be held at the principal office of the corporation or at such other place (within the jurisdiction of PVRPD) as shall be determined from time to time by resolution of the Board.

Section 5.3 Annual Meeting

An annual meeting of the Board may be held at the principal office of the Corporation or at such other place as the Board Members may determine on such a date and time as the Board designate.

Section 5.4 Annual Meeting with Pleasant Valley Recreation Park District Board of Directors

The Foundation Board will be required to meet with the Pleasant Valley Recreation Board Members yearly following the PVRPD’s Board of Director’s annual Goal Setting Workshop. The Foundation Board will provide an update on the organization’s goals and progress, and coordinate and align their efforts with the District’s Five Year Strategic Plan and input from the PVRPD Board of Directors.

Section 5.5 Regular Meetings; Notice

Regular meetings of the Board are held at minimum quarterly between the two required annual meetings as specified in 5.3 and 5.4, at times, dates, and places designated by the Board.

Section 5.6 Meeting Agenda

At least 72 hours before an annual or regular meeting, the Board or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. The agenda shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public, on the corporation's internet web site, if the corporation has one, and at the site of the principal office of PVRPD. The agenda shall include information regarding how, to whom, and when a request for disability-related modification or accommodation, including auxiliary aids or services may be made by a person with a disability who requires a modification or accommodation in order to participate in the public meeting. The agenda shall provide an opportunity for members of the public to directly address the Board on any item of interest to the public, before or during the Board's consideration of the item, that is within the authority of the Board. Except as otherwise permitted by the Brown Act, no action or discussion shall be undertaken on any item not appearing on the posted agenda.

Section 5.7 Special Meetings: Notice

A special meeting may be called at any time by the Chairperson of the Board or by any two Board Members, by delivering written notice to each member of the Board and to each local newspaper of general circulation and radio or television station requesting notice in writing and posting a notice on the corporation's internet web site, if the corporation has one. The notice shall be delivered personally or by any other means and shall be received at least 24 hours before the time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed. No other business shall be considered at these meetings by the Board. The written notice may be dispensed with as to any member of the Board who at or prior to the time the meeting convenes files with the Secretary of the corporation a written waiver of notice. The written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.

The call and notice shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public and at the site of the principal office of PVRPD.

Notwithstanding any other provision of these Bylaws, the Board shall not call a special meeting regarding the salaries, salary schedules, or compensation paid in the form of fringe benefits, of a chief executive officer, a deputy chief executive officer, or an assistant chief executive officer of the corporation or any person whose position within the corporation is held by an employment contract between the corporation and that person.

Section 5.8 Emergency Meetings In the event of an "emergency situation" (as such term is defined in Section 54956.5 of the Brown Act) involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board may hold an emergency meeting without complying with either the 24-hour notice requirement or the 24-hour posting requirement of Section 5.7 or both of the notice and posting requirements, provided that the meeting is held in compliance with the provisions of Section 54956.5 of the Brown Act. An emergency meeting may be called by the Chair of the Board, the President or any two or more members of the Board.

Section 5.9 Quorum

A quorum of the Board for the transaction of business shall be a majority of the authorized Board Members.

Section 5.10 Conduct of Meetings

The Chairperson, or, in his or her absence, the Vice-Chairperson, if any, or, in his or her absence, any Board Members selected by the Board Members present, shall preside at meetings of the Board. The Secretary of the corporation or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary and record the minutes of the meeting of the Board.

Section 5.11 Transactions of Board

An act or decision done or made by majority vote of the Board Members at a meeting duly held at which a quorum is present is the act of the Board, unless a different number, or the same number after disqualifying one or more Board Members from voting, is required by law, by the Articles of Incorporation, or by these Bylaws, including but not limited to those provisions relating to (i) approval of contracts or transactions in which a Board Members has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Board Members. The Board shall publicly report any action taken and the vote or abstention on that action of each Board Members present for the action.

Section 5.12 Teleconferencing

The Board may elect to use teleconferencing in connection with any meeting of the Board. If the Board elects to use teleconferencing, it shall post agendas at all teleconference locations and conduct teleconference meetings in a manner that protects the statutory and constitutional rights of the parties or the public appearing before the Board. Each teleconference location shall be identified in the notice and agenda of the meeting or proceeding, and each teleconference location shall be accessible to the public. The agenda shall provide an opportunity for members of the public to address the Board directly at each teleconference location. At least a quorum of the members of the Board shall participate in from locations within the boundaries of the jurisdiction of PVRPD. Participation in a meeting through use of teleconferencing pursuant to this subsection constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. All votes taken during a teleconferenced meeting shall be by roll call.

For the purposes of this Section 5.12, "teleconference" means a meeting of the Board, the members of which are in different locations, connected by electronic means, through either audio or video, or both. Nothing in this subsection shall prohibit the corporation from providing the public with additional teleconference locations.

Section 5.13 Adjournment

The Board may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all members are absent from any regular or adjourned regular meeting, the Secretary may declare the meeting adjourned to a stated time and place and he or she shall cause a written notice of the adjournment to be given in the same manner as provided in Section 5.7 for special meetings,

unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this Section 5.13, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings by resolution.

Section 5.14 Continuance

Any hearing being held, or noticed or ordered to be held, by the Board at any meeting may by order or notice of continuance be continued or re-continued to any subsequent meeting of the Board in the same manner and to the same extent set forth in Section 5.13 for the adjournment of meetings; provided, that if the hearing is continued to a time less than 24 hours after the time specified in the order or notice of hearing, a copy of the order or notice of continuance of hearing shall be posted immediately following the meeting at which the order or declaration of continuance was adopted or made.

ARTICLE 6

Officers and Responsibilities

Section 6.1 Officers

The officers of the Corporation shall be Chairperson, Vice-chairperson Secretary, and Treasurer or Chief Financial Officer (Non-voting Member), or both. The Board shall have the power to designate additional officers, with such duties, powers, titles and privileges as the Board may fix, including such officers as may be appointed. Any number of offices may be held by the same person, except that of the Secretary, the Treasurer and the Chief Financial Officer may not serve concurrently as the Chairperson.

Section 6.2 Election of Officers

The officers shall be elected by the Board at the annual meeting of the Corporation for a term of one year, and each shall serve at the discretion of the Board until his or her successor shall be appointed, or his or her earlier resignation or removal. Officers may be elected for three (3) consecutive terms.

Section 6.3 Removal of Officers

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or (ii) by an officer on whom such power of removal may be conferred by the Board.

Section 6.4 Resignation of Officers

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not

be necessary to make it effective. Any resignation is without prejudice to the rights, if any of the Corporation under any contract to which the officer is a party.

Section 6.5 Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the such vacancy shall be filled temporarily by appointment by the Chairperson and the appointee shall remain in office for 60 days, or until the next regular meeting of the Board whichever comes first. Thereafter, the position can be filled only by action of the Board.

Section 6.6 Chairperson of the Board

The Chairperson of the Board shall be a Member and shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board or prescribed by these Bylaws.

Section 6.7 Vice-Chairperson of the Board

The Vice-chairperson of the corporation, if any, shall in the absence or disability of the Chairperson, perform all the duties of the Chairperson and, when so acting, have all the powers of and be subject to all the restrictions upon, the Chairperson. The Vice-chairperson shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 6.8 Secretary

The Secretary of the Corporation shall record and keep written minutes of all Board meetings and committee meetings having authority of the Board at the principal office of the corporation. The Secretary shall give notice of all meetings of the Board in accordance with these Bylaws. Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Board Member, or to his or her agent or attorney, these Bylaws and minutes.

Section 6.9 Treasurer

The Treasurer of the Corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Board Member at all reasonable times. The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Section 6.10 Chief Financial Officer

The Chief Financial Officer (CFO) of the Corporation is Administrative Services Manager of the Pleasant Valley Recreation and Park District and is Non-Voting Member. The CFO will perform annual filings and shall exercise and perform such powers and duties as the treasurer and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws.

Section 6.11 Ex Efficio Board Member

Non-voting Member from the Pleasant Valley Recreation and Park District Board of Directors.

Section 6.12 Honorary Board Member

Non-voting Member designated to the Foundation Board as the Board Members approve.

ARTICLE 7

Committees

Section 7.1 Board Member Committees

The Board may by resolution adopted by a majority of the authorized Board Members in office, create one or more Board Committees (“Committees”) including an executive committee, each consisting of two or more Board Members to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board.

Section 7.2 Advisory Committees

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Board Members. The Board shall appoint or discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

Section 7.3 Audit Committee

The Audit Committee may include persons who are not members of the Board, but the member or members of the Audit Committee shall not include any members of the staff of the Corporation, including the Chair and the Treasurer. If the Corporation has a Finance Committee, members of the Finance Committee shall constitute less than one-half of the Audit Committee, and the Chair of the Audit Committee may not be a member of the Finance Committee. Members of the Audit Committee shall not receive any compensation from the Corporation and shall not have a material financial interest in any entity doing business with the Corporation. Subject to the supervision of the Board, the Audit Committee shall be responsible for recommending to the Board the retention and termination of the independent auditor and may negotiate the independent auditor’s compensation, on behalf of the Board. The Audit Committee shall confer with the auditor to satisfy its members that the financial affairs of the Corporation are in order, shall review and determine whether to accept the audit, shall assure that any non-audit services performed by the auditing firm conform with standards for auditor independence, and shall approve performance of non-audit services by the auditing firm.

Section 7.4 Meetings of Committees

All meetings of committees other than a meeting of an advisory committee which is comprised solely of less than a quorum of the members of the Board and which is not a standing committee shall be called, noticed and held in compliance with the rules and regulations for meetings of the Board set forth in Article 5 hereof applied as if the committees were acting as the Board. Subject to the foregoing, the Board or, if the Board does not act, the committees shall establish rules and regulations for meetings of the committees, and the committees shall meet on such dates and at

such times as are deemed necessary by the Board or, if the Board does not act, by the committees. Committees shall keep regular minutes of proceedings and report the same to the Board from time to time as the Board may require.

ARTICLE 8

Miscellaneous

Section 8.1 Fiscal Year

The Corporation's fiscal year is July 1-June 31.

Section 8.2 Minutes

The Corporation shall keep minutes in written form which shall contain a record of all actions by the Board or any committee having authority of the Board including: (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions. The Corporation shall keep at its registered principal office a record giving the names and addresses of the Board Members and any other information required under California law.

Section 8.3 Books and Records of Account

The Corporation shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

ARTICLE 9

Amendments

Section 9.1 Amendment by the Board

The Board has the power to adopt, amend or approve these Bylaws by quorum majority vote.

ARTICLE 10

Tax-Exempt Status

10.1 Tax-Exempt Status

The affairs of the Corporation at all times shall be conducted in such a manner as to assure the Corporation's status as an organization qualifying for exemption from taxation pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE 11

Limitations

Section 11.1 Prohibited Activities

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 2. The Corporation may not carry on any activity for the profit of its officers, members, or other persons or distribute any gains, profits or dividends to its officers, members or other persons as such. Furthermore, nothing in Article 2 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 12

Indemnification

Section 12.1 Indemnification

In the event any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the corporation against expenses, including attorney’s fees (and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit, or proceedings by reason of the fact that such person is or was a member, officer, employee, trustee, or agent of the Corporation, or is or was serving at the request of the Corporation as a member, officer, employee, trustee, or agent of another Corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise, then unless such indemnification is ordered by a court, the Corporation shall determine, or cause to be determined, in the manner provided under California law whether or not indemnification has met the applicable standards of conduct set forth in California law; and to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by California law.

Section 12.2 Insurance

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of the Article 12.

Certificate of Secretary

I certify that I am the duly elected and acting Secretary of the **Foundation for Pleasant Valley Recreation and Parks** a California nonprofit public benefit corporation; that these Bylaws, consisting of twelve (12) pages, are the Bylaws of this Corporation as adopted by the Board on _____; and that these Bylaws have not been amended or modified since that date.

Executed on _____ at _____, California.

MICHELE KOSTENUIK
Secretary