



## 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 forty (40). The board of directors shall consist of thirty-five (35) members at large, together with five (5) additional directors chosen from any five (5) "community service organizations," as selected by the Board of Directors each year.
2. Term of Office. The term of office of an at large director shall be undetermined. The term of office for a community service director 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 at a regular or special meeting of the board. Any person designated to fill the vacancy of a director shall have the same qualifications as were required of the director whose office was vacated.



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(b) Any director may be removed by compliance with the provisions of Sections 5222 and 5223 of the Corporations Code.

(c) Any director may be removed at the discretion of the Board for missing three (3) consecutive meetings.

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 may from time to time by resolution designate. In the absence of such designation, meetings shall be held in the principal office of the corporation.

(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. No meeting need be held by the board to take any action required or permitted to be taken by law, provided all directors of the board (individually or collectively) consent in writing to such action, and such written consent or consents is filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the Articles of Incorporation and Bylaws



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authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

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

### ARTICLE FOUR

#### OFFICERS

1. **Officers.** The officers of the corporation shall be a president, one or more vice-presidents (as shall be determined by the board of directors), 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 assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, 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 elected annually by the board of directors at the regular annual meeting of the board of directors held between June 30 and September 10 of each year and shall serve no more than three (3) consecutive years in any one position. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the board. Each officer shall hold office until a successor has been duly elected and qualified.

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. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4. **Vacancies.** A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

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



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to the office of president and such other duties as may be prescribed by the board of directors.

6. Vice-President. In the absence of the president or in the event of the president's inability or refusal to act, the 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 have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and in general perform all duties incidental to the officer or treasurer and such other duties as may from time to time be assigned by the president or by the board of directors.

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.

9. Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries, 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. If so required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors may deem appropriate.

### ARTICLE FIVE

#### COMMITTEES

1. Executive Committees. By majority vote of the directors in office, the board of directors may, by resolution duly adopted, establish one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided by such resolution, shall have and exercise the authority of the board of



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directors in the management of the corporation. However, the designation of such committees 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 Elk Grove Community Foundation shall have **five** standing committees which, taken together, accomplish the work of the foundation. The Standing Committees are:

- Finance Committee
- Operations Committee (Programs)
- Administrative Committee (Nomination & Board Development)
- Growth and Development Committee
  
- **Scholarship Committee**

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. All committees and sub-committees have the charge of developing and maintaining their own Operating Manual which prepares for succession of knowledge and seamless transitions by detailing tasks, related timelines, and notes about successful task completion.

A. **Finance Committee**

- The first responsibility of the finance committee is to provide accounting and auditing functions for all EGCF holdings.
- The Finance Committee develops an annual budget to present to the Board for review and approval.
- 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 plans the amount of operational funds needed to hire and sustain the professional staff that support the work of the Foundation.
- The committee provides payroll function until hired staff can take this over.
- The committee works closely with the Development Committee in communicating and planning for the financial needs of the Foundation.
- The Committee tracks and catalogues its functions and pertinent operating information in an Operations Manual that will assist new committee members.
- The committee prepares correspondence relevant to the functions of committee tasks.



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### B. Operations Committee (Programs)

- The Program Committee facilitates the planning and organization of the “Spotlight on Excellence Event” and the “Donor Appreciation Event.”
- The Arts and Culture sub-committee shall investigate EGCF expansion into arts and cultural areas.
- Monitor the visual and performing arts offerings in Elk Grove.
- Participate in the development of the City of Elk Grove Committee for the Arts.
- Attend a range of exhibits and performances to understand the level of art, the display and performance spaces, and the diversity of art forms.
- Quantify the organizations training children and adults.
- Recommend to the Board the position and policy of EGCF on involvement in arts and cultural endeavors.
- Develop a database of arts and cultural organizations in the city, including leaders, number of participants, student demographics, budgets and governance.
- Share database with any interested organizations or individuals.
- Quantify the presentation of art and cultural programs.
- Build a database of art shows and cultural performances planned on a monthly or annual period.
- Share database with any interested organizations or individuals.
- Identify ways within the foundation’s means to further the arts in Elk Grove, and identify potential partners in meeting community needs.
- Using the above information, augmented by a needs survey, prioritize actions by the foundation that are within its mission and means.
- Decide whether to expand the Elk Grove Community Foundation’s activities, and, where appropriate, partner with our organizations to further the community’s art scene.
- The History Sub-committee maintains information about donors and scholarships recipients for purposes of historical archives as well as for public relations documents. It also records information about the EGCF, itself, and works to make this information available to other committees, the Board, and to the public as appropriate.
- Track and catalogue committee functions and pertinent operating information in an Operations Manual that will assist new committee members.
- Prepare correspondence relevant to the functions of committee tasks.

### C. Administrative Committee (Nomination & Board Development)

- Enhance the Board in order to build capacity of the Elk Grove Community Foundation.



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- 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.
  - Modify the by-laws to eliminate dedicated seats for organizations which established scholarships. But for active representatives of those organizations now on the board, nominate them for full terms for the sake of continuity
  - Position the board for fundraising.
  - Change by-laws to allow a board of 35-40 members with quarterly meetings.
  - Revise committee structure to reflect the work of the organization and add community members to committees as appropriate to carry out the tasks.
  - Make diversity one of the desired qualities of future board members and recruit accordingly.
  - Develop a plan for succession of board leadership.
  - Develop a matrix of skills and abilities needed for future officers and use it.
  - Identify and utilize regional resources for board development.
  - Communicate opportunities from Board Link and Nonprofit Resource Center and decide on standards for board training (at least two trainings per year).
  - 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.
  - Purchase books; distribute articles and other information as appropriate.
  - Establish an annual progress report of each standing committee to be delivered at the annual retreat.
  - Organize and 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
  - Commit to raising the skills of all board members in fundraising through professional training.
  - Track and catalogue committee functions and pertinent operating information in an Operations Manual that will assist new committee members.
  - Prepare correspondence relevant to the functions of committee tasks
- D. Growth and Development Committee
- The main function of the Growth and Development Committee is fund-raising for the Foundation in both operational and scholarship functions.
  - Seek grants.
  - Grow the size of existing scholarships.



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- Plan the primary fundraiser, “Spotlight Elk Grove.”
- Approach donors and ask to increase corpus, with goal of \$1,000 grants or more.
- Grow the number of scholarships, especially at new high schools.
- Approach business and/or community members of means who live/work near newer schools and solicit to start scholarship at level to yield \$1,000 grants.
- Raise funds for scholarships for arts and performance for youth.
- Approach business and/or community members who may be interested in providing scholarships for camps and other training opportunities for K-12 age youth.
- Emphasize planned giving as a primary means of growing corpus.
- Take up the offer of the Sacramento Regional Community Foundation to provide expertise to board and potential donors.
- Customize boilerplate materials so professional pamphlets can be given out to all potential planned gift donors in Elk Grove.
- Make request for inclusion in planned gifts part of any request of an individual.
- Secure a corporation, foundation, or individual to underwrite operational expenses during this period of transition to a professional staff. These funds can be used for consultants, community representation, publicity, materials, web site and other appropriate expenses.
- Raise a portion of funds for operational costs and to build a reserve.
- Provide Public Relations functions on behalf of the EGCF.
- Track and catalogue committee functions and pertinent operating information in an Operations Manual that will assist new committee members.
- Prepare correspondence relevant to the functions of committee tasks

### E. Scholarship Committee

- **Scholarship Committee Chair**
  1. **Interface with all four subcommittees, the Board, the four other standing committees, and all others involved in developing and maintaining the website and data base.**
- **Scholarship Sub Committee One**
  1. **Review all new scholarship applications and process until final approval by the Board.**
- **Scholarship Sub Committee Two**



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**1. Maintain existing scholarships and interface with donors. interface with treasurer on all scholarship financing issues.**

- **Scholarship Sub Committee Three**

**1. Interface with schools to coordinate and complete student scholarship application process.**

- **Scholarship Sub Committee Four**

**1. Facilitation of all student applications until final recipients are awarded a scholarship. Coordinate with “Spotlight on Excellence” event.**

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. Chair. One director on each committee shall be selected chair by majority vote of the committee.

5. 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.

6. 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.

7. 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.

## 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



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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. In the absence of such determination, such instruments shall be signed by the treasurer or an assistant treasurer, and countersigned by the president, a vice-president or secretary of the corporation.

### 5. Third Party Fundraising Contributions

- **Will accept contributions to the EGCF from the net proceeds of a fundraising event held by a 3<sup>rd</sup> 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 at the registered or principal office. All books and records of the corporation may be 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.



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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 having been duly adopted by unanimous resolution of the Board of Directors or the Elk Grove Community Foundation on October 20, 1998.

IN WITNESS WHEREOF, we have hereunto set our hands on the day as shown below:

Dated: \_\_\_\_\_, 2004  
\_\_\_\_\_  
PRESIDENT

Dated: \_\_\_\_\_, 2004  
\_\_\_\_\_  
VICE PRESIDENT

Dated: \_\_\_\_\_, 2004  
\_\_\_\_\_  
SECRETARY

Dated: \_\_\_\_\_, 2004  
\_\_\_\_\_  
TREASURER

Dated: \_\_\_\_\_, 2004  
\_\_\_\_\_  
BOARD MEMBER

Dated: \_\_\_\_\_, 2004  
\_\_\_\_\_  
BOARD MEMBER



# Elk Grove

Community Foundation



## BYLAWS OF ELK GROVE COMMUNITY FOUNDATION

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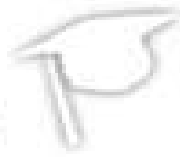
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# Elk Grove

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## BYLAWS OF ELK GROVE COMMUNITY FOUNDATION

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