BY-LAWS

OF

FORESTHILL COMMUNITY DEVELOPMENT COUNCIL, INC.

A California Nonprofit Public Benefit Corporation

**ARTICLE I**

**Name and Location of Corporation**

**Section 1.1 Name**

The name of this corporation shall be Foresthill Community Development Council, Inc.

**Section 1.2: Location of Office**

The principal office of the corporation shall be in Foresthill. Placer County, California at:

6007 Silverleaf Dr.

Foresthill, CA 95631

Mailing: Post Office Box 1313

Foresthill, California 95631

**ARTICLE II**

**Purpose of Corporation**

This corporation is organized for the following purposes:

1. To develop economic and social opportunities in a way that

* creates employment for local residents and assists persons in establishing businesses.
* creates environmental and infrastructure improvements for Foresthill and benefits the general public,
* provides training programs for youth and others in need of training,
* provides and promotes amenities for residents which include, but are not limited to, community gardens, health care clinics/facilities, communication and transportation access, safe living environments, etc., and
* promotes economic diversification and prosperity for Foresthill, CA;

1. To develop projects for sustainable sources of funding that

* create and enhance community services and facilities for the general public, and
* provide resources. technical assistance and support for organizations that serve the public;

1. To assist the community in effectively managing growth with responsible land use, design, and other plans that

* Support community goals
* Preserve the natural beauty of the area,
* support environmental sustainability, and
* preserve Foresthill’s legacy and unique history:

1. To work with county state, and federal government agencies and other institutions to

Promote community benefit for the Foresthill area;

1. To engage in any activity incidental or conducive to the attainment of the purposes of this corporation and to receive, administer, and expend funds for the purposes; and
2. To engage in any activity that lawfully may be conducted by a non-profit public benefit corporation organized under the 1980 California Corporations Code.

**ARTICI.E III**

**Membership**

**Section 3.1: Types of Membership**

The Foresthill Community Development Council, Inc. shall have ~~five~~ ***two*** types of membership:

(1) Individual Full members and ~~(2) Family Full members~~, (2) Organizational members. ~~(4) Individual Associate members, (5) and Supporting members,~~

**Section 3.2: Conditions of Membership**

All members of the Corporation shall have a sincere interest in the prosperity and welfare of the Foresthill community, and any areas within the Foresthill postal delivery area and/or Iowa Hill. The sincere interest of members is exhibited by, but not limited to economic or social connections including property ownership, residence, business activities, family ties, and employment. In addition to this general condition, there are five types of membership status that arc achieved according to the following conditions:

1. **Individual Full Member**

Any person who pays the annual Individual Full membership fee set by the Board of Directors shall be granted full membership status with all of the rights and responsibilities thereof.

1. **~~Family Full Member~~**

~~Any person who pays the annual Family Full membership fee set by the Board of Directors shall be granted full membership status with all of the rights and responsibilities thereof.~~

1. **Organizational Member**

Any organization that meets the requirement for Organization membership may apply to the Board of Directors for membership. The total number of Organizational Members shall be no more than two-thirds of the total Board membership.

In the event that there are vacant Organizational member Board positions, the full Board of Directors may, by majority vote select the new member organization(s) from the applicant organizations or convert the position to a membership Director position (see section 4.7 (4)).

Minimum qualifications for organizational membership are:

1. be a local public agency; or
2. a not-for-profit group with a Foresthill (and/or Iowa Hill) origin and address with at least half of the members being residents or property owners of Foresthill: and
3. pay the annual Organizational fee set by the Board of Directors. The Board of Directors has sole discretion in determining if an organization meets the requirements for consideration for organizational membership and may prescribe an appropriate application procedure to determine eligibility.

**~~4. Individual Associate member-~~**

~~Any individual who is a member in good standing of any organization that has attained Organizational membership within this corporation shall be granted Individual Associate membership status with all the rights and responsibilities thereof.~~

1. **~~Supporting member -~~**

~~Organizations, agencies or individuals who wish to donate more than the fee for Individual Full membership to the Foresthill Community Development Council Inc.~~

~~(FHCDC).~~

**Section 3.3 Membership Rights and Privileges**

Attainment of membership status entitles the member to the following rights and privileges:

1. **Individual Full Member -**

Each member is entitled to cast one vote per open Membership Director Board position in annual Board of Director elections. Each member is eligible to nominate for election, be nominated for election, and to be elected to a Membership Director Board position on the Board of Directors. All Individual Full members are entitled to notice and attendance of regularly scheduled meetings of the corporation. Individual Full members are entitled to any additional rights and privileges granted by amendment to these By-Laws.

1. **~~Family Full Member -~~**

~~Provided that the annual membership fee has been paid, Family Full members will have the same rights and responsibilities as the Individual Full membership with no more than two votes per family for open Membership Director Board positions.~~

1. **Organizational Member -**

Each Organizational Member is required to appoint one of its members to serve on the Board of Directors of this corporation according to the terms of election set forth in these by-laws. The process for appointment is within the discretion of the Organizational member provided it is done legally, according to the By-Laws of that organization. The appointed representative of the organization is responsible for all notification of and reporting to the Board and membership of the Organizational member. Organizational members are entitled to any additional right and privileges granted by amendment to these By-Laws.

1. **~~Individual Associate Member -~~**

~~Each associate member may attend the regularly scheduled meetings of this corporation.~~

~~Associate members arc not entitled to voting privileges unless they also meet the conditions for Individual Full membership, in which case their rights and privileges are those of an Individual Full member.~~

1. **~~Supporting Member~~**

~~This type of membership is afforded one vote at the annual meeting.~~

**Section 3.4: Membership Quotas**

The following quotas are placed on each category of membership:

1. **Individual Full/~~Family Full Individual Associate/ Supporting Memberships –~~**

There is no quota for membership.

1. **Organizational Membership -**

Organizational membership is limited to eight (8) members, provided that the Board of Directors of the corporation becomes no larger than thirteen (13).

**Section 3.5: Termination of Membership**

A member may be expelled only under the following conditions:

1. **Individual Full/~~Family Full/Supporting Memberships -~~**

Membership will only be terminated for flagrant violation of the By-Laws and/or failure to pay annual dues by the annual due date. Expulsion requires a two-thirds (67%) affirmative vote of a quorum of the Board of Directors.

1. **Organizational Membership -**

Membership will only be terminated for flagrant violation of the By-Laws and/or failure to pay annual dues by the annual due date. Expulsion requires a two-thirds (67%) affirmative vote of a quorum of the Board of Directors.

1. **~~Individual Associate Membership –~~**

~~Membership will only be terminated when it is directly associated with the lawful termination of an Organizational membership.~~

**ARTICLE IV**

**Board of Directors**

**Section 4.1: Types of Directors**

The Board of Directors will consist of two types of directors:

1. **Organizational Directors -**

Directors appointed by Organizational members according to Section 4.3.

1. **Membership Directors -**

Directors elected by the general voting membership according to Section 4.3.

**Section 4.2: Number of Directors**

The initial Board of Directors shall consist of five (5) Directors. Of these, three (3) will be Organizational Directors and (2) will be Membership Directors. The Board may be expanded to no more than thirteen (13) Directors. Expansion will be accomplished using any combination of organizational and Membership Directors deemed appropriate and necessary by the Board of Directors. The number of Membership Directors shall never be less than one-third (33%) of the Board of Directors.

**Section 4.3: Election, Appointment, and Terms of Office**

Each Board member shall serve a term of two (2) years, unless appointed to complete a vacancy created by resignation or expulsion. To ensure that no more than half of the Board of Directors is replaced each year, two-year terms will be staggered with approximately half of the Board appointed or elected in odd-numbered years and approximately half of the Board appointed or elected in even-numbered years. To commence this pattern four (4) of the initial Directors will serve a one year term, and five (5) of the initial Directors will serve a

two-year term. Organizational Directors will serve a two-year term. Organizational Directors will be appointed and Membership Directors will be elected as follows:

1. **Organizational Directors -**

Each Organizational member is responsible for appointing a single individual to serve a two-year term on the Board of Directors of the Foresthill Community Development Council Inc. Organizational members may appoint alternates who are authorized to act with the full authority of a Director when an appointed Organizational Director must be absent. Organizational Directors shall see to it that their appointed representative and alternate exhibit the connection to Foresthill required as a general condition of membership in Section 3.2. In the case of any anticipated long term absence of an Organizational Director (two or more monthly meetings), the Organizational member shall notify the Chair of the Foresthill Community Development Council. Inc. that an alternate Organizational Director will serve for the duration of that absence.

1. **Membership Directors -**

Membership Directors will be elected during the annual meeting of the corporation (Section 6.3). All lndividual Full, ~~Family Full~~ ~~and Supporting~~ members are eligible to nominate, be nominated for and to vote on the slate of openings for membership director positions. All three (3) Initial Membership Directors will be elected at the first annual meeting of the corporation. Two (2) of these will be elected to two-year terms and one (1) will be elected to a one-year term. Thereafter, approximately half of the membership directors will be elected at each annual meeting. Membership Directors may not appoint an alternate when they are absent. If an Individual Full member has previously served in the capacity of an Organizational Director on the Board, that member may not be elected or appointed as n Membership Director until six months (or more) after they have completed their term of service with the organization they represented. Furthermore, an Individual Full member who has been previously or is currently an officer of an organization who holds membership on the Board may not be elected or appointed as a Membership Director until six months (or more) after they have completed their term of service with the organization they represent.

**Section 4.4: Powers and Duties**

Each member of the Board of Directors is endowed with equal powers and duties, with the exception of additional powers and duties prescribed for officers of the corporation.

1. **Expenditures -**

The Board of Directors is fully qualified to receive and expend funds to serve the purposes of the corporation. Only an act of the Board of Directors may financially obligate the Foresthill Community Development Council, Inc. All matters of expenditure will be decided by a simple majority of a quorum of the Board of Directors, except those authorized expenditures made by the Management Board as prescribed in the By-Laws.

1. **Policy-**

The Board of Directors is fully qualified to make resolutions stating a position or urging an action on some issue of importance to the community and of relevance to the purposes of the corporation, Only an act of the Board of Directors may be interpreted as an official position or action of the Foresthill Community Development Council, Inc. All matters of policy will be decided by a simple majority of a quorum of the Board of Directors.

1. **Voting-**

Each member of the Board of Directors, regardless of office or directorship type, shall have one (I) vote on all matters of expenditure and policy considered by the Board, except as the full Board may delegate to the Management Board.

1. **Individual Duty -**

Each member of the Board of Directors is expected to maintain a record of good attendance of the monthly, annual, and special meetings of the corporation. Each Director is responsible for remaining informed of community issues, and for truthfully responding to inquiries from the general public and from Organizational members on the purposes, positions, und actions of the corporation. Where there is any doubt, Directors are to refer to the Articles of Incorporation, By-laws, and minutes of the corporation.

Each member of the Board of Directors is responsible for notifying the Secretary of their correct legal address, phone number and email address, if available.

1. **Collective Supervision and Execution -**

The Board of Directors is collectively responsible for executing these By-Laws. Holding meetings at such times and places as required by these By-Laws, and supervising all officers, agents, and employees of this corporation to assure that their duties are performed properly.

1. **Unreserved Powers and Unspecified Duties -**

Subject to provisions of the California Nonprofit Public Benefit Corporation Law and limitations set forth in the Articles of Incorporation and By-Laws of the Foresthill Community Development Council, Inc., the Board of Directors shall exercise unspecified powers and duties necessary for the affairs and purposes of this corporation.

**Section 4.5: Compensation**

Members of the Board of Directors will not be compensated for time used in service of the corporation. Members of the Board of Directors may be reimbursed for approved expenditures made on behalf of the corporation, and must submit a copy of receipts that document the exact amount, date, place, and object of expenditures. The Board of Directors is authorized to make expenditures for training, lodging, and travel of Directors or members when it serves the purpose of the corporation and so long as there is no personal compensation for time and effort in service of the corporation.

**Section 4.6: Conflict of Interest**

1. **Purpose -** The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. **Definitions –**

**Interested Person** ~ Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct 01' indirect financial interest, as defined below, is an interested person.

**Financial Interest** - A person has a financial interest if the person has, directly or indirectly, through business, investment. or family:

1. An ownership or investment interest in any entity with which the organization has a transaction or arrangement,
2. A compensation arrangement with which the organization or with any entity or individual with which the organization has a transaction or arrangement, or
3. A potential ownership Of investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article IV, Section 4.6 (2), a person who has a financial interest may have n conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

1. **Procedures –**

**Duty to Disclose** - In connection with any actual or possible conflict of interest, an

Interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**Determining Whether a Conflict of Interest Exists** - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

**Procedures for Addressing the Conflict of Interest -**

1. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing Board or committee shall determine whether the organization can obtain with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction 01' arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**Violations of the Conflicts of Interest Policy –**

1. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
3. **Recordings of Proceedings -**

The minutes of the governing Board and all committees with Board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with till actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee’s decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
3. **Compensation** -
4. A voting member of the governing Board who receives compensation, directly or indirectly from the organization for services is precluded from voting on matters pertaining to that member's compensation.
5. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
6. No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
7. **Annual Statements –**

Each Director, principal officer and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy.
3. Has agreed to comply with the policy, and
4. Understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**7. Periodic Reviews -**

To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based all competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**8. Use of Outside Experts –**

When conducting the periodic reviews as provided for in Item 7, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews arc conducted.

**Section 4.7: Vacancies and Replacement**

1. **Vacancy -**

Vacancies on the Board of Directors shall exist when there is a death, resignation, or removal of any Director, or when the number of authorized Directors is increased.

1. **Death or Resignation -**

If an individual is no longer able to serve on the Board of Directors, that individual (unless deceased) or the organization that individual represents shall give written notice of resignation and cause to the Chair or Secretary. Resignation shall be effective immediately upon notice unless otherwise specified in the notice of resignation.

1. **Removal -**

A Director may be removed from the Board of Directors for flagrant violation of the By-Laws and/or failure to pay annual dues by the annual due date. A Director may also be removed for failure to attend three (3) or more consecutive monthly meetings, without cause and/or arranging for the attendance of an alternate. The Board of Directors may also declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by final order of judgment of any court to have violated California statutes pertaining to Nonprofit Public Benefit Corporations. Expulsion for any of these causes requires a two-thirds (67%) affirmative vote of a quorum of the Board of Directors.

1. **Replacement -**

Vacancies on the Board of Directors shall be filled by appointment made by either (a) the

Board of Directors when Membership Director position is vacant, or (b) by the respective Organizational member when an Organizational Director position is vacant.

Board of Director appointments may only be made from among the Individual Full~~/Family Full~~ membership members, and shall be approved by the affirmative vote of a simple majority (51%) of a quorum of the Board of Directors. The Board of Directors may request by a two-thirds (67%) affirmative vote of a quorum that an Organizational member replace its representative on the Board of Directors for any of the causes specified in Section 4.7.3 or for insufficient connections and interest in Foresthill as defined under general conditions of membership in Section 3.2.

Appointment of vacant Organizational Directors shall be conducted according to the By-Laws of the affected organization unless the vacancy of a Director position is caused by the withdrawal or termination of an Organizational membership. In such a case, the Board of Directors may hold the position open until another Organizational membership is secured or they may appoint an Individual Full member to serve as a Director, thereby converting that Organizational Director position to a Membership Director position filled by vote of the general membership at the next annual meeting when the appointed Director's term has expired. Such a conversion of Board position status requires a two-thirds (67%) affirmative vote of a quorum of the Board of Directors.

**Section 4.8: Ex Officio Members of the Board of Directors**

The Board of Directors may, as it deems necessary, appoint individuals from within and outside of the Foresthill community to serve as non-voting Ex officio members of the Board of Directors. Ex officio board members will be appointed for the purpose of observing Board meetings, speaking on issues at Board meetings, and coordinating between the Foresthill Community Development Council. Inc., and other organizations and institutions with missions and purposes similar to the Foresthill Community Development Council, Inc. Ex officio Board members may send an alternate in their absence. Ex officio Board positions may be created with the approval or a simple majority (51 %) of a quorum of the Board of Directors.

**Section 4.9: Management Board**

* 1. There also shall be a Management Board consisting of five of any of the Directors as elected by the full Board. ***At full Board discretion, by unanimous vote, the Management Board may be combined with the Executive Committee.***
  2. The Management Board may expend an amount ~~110t~~ ***not*** to exceed $200 without full Board approval.
  3. The full Board may delegate additional authorized expenditures to the Management Board.

**ARTICLE V**

**Officers**

**Section 5.1: Titles, Election, and Terms**

The officers of this corporation shall be a Chair, Vice Chair, Treasurer, and Secretary.

Officers must be members of the Board of Directors, and may not concurrently hold more than one officer position. Officers will be elected by a plurality of the members of the Board of Directors to a one-year term. Election of officers shall occur at the first monthly meeting of the Board of Directors immediately following the annual meeting of the corporation.

**Section 5.2: Chair**

The Chair shall preside at all meetings of the Board of Directors. He or she shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

**Section 5.3: Vice Chair**

At the request of the Chair, or in the event of his or her absence or disability, the Vice Chair shall perform the duties and possess and exercise the powers of the Chair; and to the extent authorized by the By-Laws, the Vice Chair shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him or her by the Board or Directors.

**Section 5.4: Treasurer**

The Treasurer is the technical custodian of all funds and assets of the corporation. The Treasurer' is responsible for maintaining all financial records of the corporation, including invoices, receipts, and cancelled checks from all expenditures and obligations of the corporation, and records of all deposit slips, gifts, grants, dues, and accounts receivable by the corporation. The Treasurer is also responsible for maintaining an inventory of the real and financial assets of the corporation.

The Treasurer shall give a financial report at every regular Board meeting, and always at the annual meeting. The Treasurer shall, with the approval of the Board of Directors, designate the bank(s) in which funds shall be deposited and determine investment policies. The Treasurer shall cause annual audits of the corporation to be made by an outside designee.

**Section 5.5: Secretary**

The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. Specifically, the Secretary shall maintain the official records of the corporation including the Articles of Incorporation, By-Laws, Minutes, and official membership lists. The Secretary shall attend and keep minutes of all meetings of the Board of Directors or arrange an alternate when that is not possible. The Secretary may sign with the Chair and Treasurer or, in the absence of the Chair, with the Vice Chair and Treasurer any contracts or agreements authorized by the Board of Directors. The Secretary shall perform all other duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.

**Section 5.6: Removal, Vacancies, and Replacement**

An officer may be removed from office for failure to perform the prescribed duties of office, or for reasons of expulsion from membership of the Board of Directors. Such a removal will require a two-thirds (67%) affirmative vote of a quorum of the Board of Directors. Any vacancy created by such a removal shall be filled from among the remaining members of the Board of Directors by a majority vote (verbal or otherwise documented) of the full Board of Directors.

**ARTlCLE VI**

**Conduct or Meetings and Minutes**

**Section 6.1: Regular Meetings of the Board of Directors**

The Board of Directors shall meet monthly, The Secretary shall record and keep minutes of all meetings.

**Section 6.2: Quorum and Voting Rules**

The number of Directors required to be present to constitute a quorum at all meetings of the Board of Directors shall be a majority of the directors then serving. The presence of a quorum shall be required for the transaction of all business except as specifically authorized herein. The act of a majority (51 %) of the directors present at any meeting for which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specified in these By-Laws.

The Chair or Vice Chair or an appointed meeting Chair shall preside over meetings of the Board of Directors, conducting them in accordance with Robert's Rules of Order as determined by the Board of Directors, except in instances where they conflict with these By-Laws.

**Section 6.3: Annual Meeting**

The Annual Meeting of the Board of Directors and full membership of the Foresthill Community Development Council, Inc., shall be held at a time and place designated by the Executive Committee. The Annual Meeting shall be held during ***January.*** ~~the first quarter of the fiscal year in the months of April, May or June. Meeting notice for Individual Associate Members shall be the responsibility of their constituent Organizational members.~~

**Section 6.4: Special Meetings**

Special Meetings of the Board of Directors may be called by the Chair or the Executive Committee, The Chair and Executive Committee must call a special meeting upon the written request of any two Directors.

**Section 6.5: Meeting Notices**

A Meeting Notice is the responsibility of the Secretary of the corporation. A Meeting Notice of time and place must be provided to all members.

**Regular Board Meetings** - A notification of the time and place of each regular Board meeting shall be posted in a location, or multiple locations, freely accessible to the public at least 72 hours prior to the monthly meeting of the Board of Directors in compliance with the Brown Act. The notification shall include access to the agenda.

**Annual Board Meetings** - A notification of the time and place of the Annual Board Meeting shall he given to all members at least 30 days prior to its occurrence as well as posted in a location, or multiple locations, freely accessible to the public at least 72 hours prior to the meeting. The notification shall include access to the agenda.

**Special Board Meetings** – A notification of the time and location of a Special Board meeting shall be posted in a location, or multiple locations, freely accessible to the public at least 24 hours prior to the meeting of the Board of Directors in compliance with the Brown Act. The notification shall include access to the agenda. A Meeting Notice must be attempted for all members of the Board of Directors prior to Special Meetings.

**Section 6.6: Public Involvement**

All meetings of the corporation, with the exception of Executive Committee session and Special Meetings, shall be open to public observation and will provide a period of public comment with time limits set by the Board of Directors. Individuals in the general public and general membership may obtain the special opportunity to speak at length by requesting that they be placed on a meeting agenda. Such a request must be made of any member of the Executive Committee at least five (5) days prior to the meeting, unless it is a Special Meeting.

**ARTICLE VII**

**Committees and Task Forces**

**Section 7.1; Executive Committee**

The Executive Committee shall consist of the four officers of the corporation, the Chair. Vice Chair, Secretary and Treasurer, and one additional Board member. The non-officer Board member shall be elected to the Executive Committee annually by a majority (51 %) of the Board of Directors. The Executive Committee shall be responsible for the day-to-day administration, management, and operation of the Foresthill Community Development Council, Inc. The Executive Committee is authorized to approve meeting places and times, to call special meetings, and to unanimously approve expenditures no greater than $500. A quorum is required for committee action and shall consist of at least three Executive

Committee members. The Executive Committee shall meet upon the call of the Chair.

**Section 7.2: Standing Committees and Special Task Forces**

The Chair may, with the approval of the Board of Directors, create Standing Committees and temporary Special Task Forces to address the issues and affairs of the Corporation. With the Board's approval, the Chair shall appoint the membership of Standing Committees and Special Task forces from among the individuals on the Board of Directors, or the membership. At least one Board of Director shall be appointed to all Standing Committees. All committee and task force appointments serve at the pleasure of the Chair, and are subject to reappointment by the Chair. All committees and task forces serve in an advisory capacity to the Board of Directors unless given other specific duties by the Board of Directors.

**ARTICLE VIII**

**Financial Management and Records**

**Section 8.1: Membership Dues**

To finance the operations of the corporation, the Board of Directors arc authorized to set annual membership dues, varying by type of membership.

**Section 8.2: Grants and Gifts**

The Foresthill Community Development Council, Inc., may with the approval of the Board of Directors, apply for, receive, manage, and expend grants from the county, state, and federal governments for the purposes of the corporation and the grant. The Foresthill Community Development Council, Inc., is also authorized to solicit, receive, manage and expend gifts and or grants from individual’s commercial enterprises and philanthropic organizations for the purposes of the corporation and the donor.

**Section 8.3: Checks and Deposits**

The financial transactions of the corporation, shall be handled in the following manner:

1. **Checks -**

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Foresthill Community Development Council, Inc. shall be signed by two officers of the Executive Committee or by one officer of this committee and an authorized officer or agent of the corporation empowered by a resolution of the Board of Directors. The Executive Committee shall have the authority to approve all expenses or contracts for any single item or items of $500 or less. All expenditures exceeding that amount must be approved by a vote of the Board of Directors.

**2. Deposits-**

All dues, gifts, and grants shall be promptly deposited to the credit of the Foresthill Community Development Council, Inc. in such banks or other depositories as may be selected by the Treasurer and approved by the Board of Directors.

**Section 8.4: Corporate Records**

The Officers of the corporation shall keep correct and complete books and record of accounts and shall also keep minutes of the proceedings of its Board and members. The Officers shall also keep a record giving the name, address, phone number and email address, if available, of each Board member, and a record listing the names and addresses of all members. All books and records may be inspected by any member for any purpose at any reasonable time.

**Section 8.5: Fiscal Year and Annual Report**

The Fiscal Year of the corporation shall begin ~~April~~ ***January*** 1 and end ~~March~~ ***December*** 31. At the end of each fiscal year, an Annual Report will be prepared for presentation at the Annual Meeting.

**Section 8.6: Contracts and Purchases**

The Directors and Officers of the corporation may freely make contracts, enter transactions or otherwise act for and on behalf of the corporation, provided, however, that any contract, transaction, or purchase on behalf of the corporation in a matter in which the Directors and Officers are personally interested shall be at "arm's length" and shall not violate the proscription of these By-Laws against conflict of interest (Section 4.6).

**Section 8.7: Employees**

The Board of Directors may hire employees for the corporation, in compliance with all state and federal requirements for employers. Employees may be an Executive Director, hired by the Board of Directors, or employees hired by the Executive Director and approved by the Board of Directors.

**Executive Director -** Conditioned upon sufficient funds, the Board of Directors shall employ an Executive Director upon such terms as it shall determine from time to time. The Executive Director shall be the Chief Executive Officer charged with the general business affairs of the corporation and generally shall perform such duties as determined by the Board of Directors. The Executive Director shall serve as advisor to the Chair, The Executive Committee, and the Board of Directors. He or she shall be an Ex Officio member of the Board of Directors and a non-voting member of all committees and task forces. The Executive Director shall have the power to bind the corporation by any contract or agreement in the ordinary course of operations, subject to constraints of the budget and authorization of the Board of Directors.

**Other Employees** -- Within the policy and budget authorized by the Board of Directors, the Executive Director may hire employees and appoint representatives of the corporation to perform activities and duties on behalf of the corporation.

**Section 8.8: Asset Management and Disposition**

With the approval and guidance of tile Board of Directors, the Treasurer shall be responsible for the management and disposition of corporate assets. The sale, lease, or exchange of all, or substantially all, the property and assets of the corporation may be made, for such consideration which may consist in whole or in part of money or property, real or personal, including shares of any corporation for profit, upon the affirmative vote of two-thirds majority (67%) of the full Board of Directors.

**ARTICLE IX**

**Adoption and Amendments to By-Laws**

These By-Laws will be adopted by the affirmative vote of a simple majority (51%) of the initially elected and appointed Board of Directors.

These By-Laws may be altered, amended, repealed, or added to by the affirmative vote of a two-thirds (67%) majority of a quorum of the Board of Directors, Amendments to the By-Laws can be made at any monthly meeting, special meeting, or at the annual meeting with the understanding that the power to amend is reserved by the Board of Directors, and not available to any separate segment of the membership, Each membership must work through its representation on the Board of Directors to pursue amendments.

Prior to any consideration of amendments at a monthly, special or annual meeting, written notice shall be sent to each member of the Board of Directors. Such notice shall not be sent less than ten (10) days before the meeting, and shall state the amendments, additions, or changes that are proposed for the By-Laws.

**ARTICLE X**

**Indemnification and Non-Liability**

Any member of the Board of Directors, or officer, employee, or agent of the Foresthill Community Development Council, Inc,. so designated by the Board of Directors, who was or is involved or threatened to be involved, as a party or otherwise, in any threatened, pending or completed action, suit, or proceeding including any appeal related thereto, whether criminal, civil, administrative or investigative (other than an action by or in the right of the Foresthill Community Development Council, Inc.) by reason of the fact that he or she is or was an officer, employee or agent of the Foresthill Community Development Council, Inc., shall in accordance with this Article X be indemnified by the Foresthill Community Development Council. Inc., against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit, or proceeding of the defense thereof, if he or she acted in good faith in a manner reasonably believed to be in or not opposed to the best interests of the Foresthill Community Development Council, Inc., and, with respect to any criminal action or proceeding, has reasonable cause to believe that the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea to nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which was reasonably believed to be in or not opposed to the best interests of the Foresthill Community Development Council, Inc.

Within five days after the institution of an action, suit, proceeding, or investigation, the person seeking indemnity shall give the Board of Directors written notice thereof, together with a copy or any complaint or declaration filed therein.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Foresthill Community Development Council, Inc., in advance of the final disposition of such action, suit or proceeding as authorized in the specific case upon receipt of an undertaking by or on behalf of the person seeking indemnification, to repay such amount unless it shall ultimately be determined that indemnification is authorized in accordance with this Article X.

Individuals serving on the Board of Directors or as employees of the Foresthill Community Development Council, Inc., shall not be personally liable for debts, liabilities, or other obligations of the corporation.

The following hereby certify that the By-Laws were ~~adopted~~  ***revised*** on ~~June 10, 2015~~ ***May 22, 2019***.