

CENTRAL CALIFORNIA VETERANS HOME SUPPORT FOUNDATION BYLAWS (Amended 10 Jan. 2013)

Article I

NATURE AND PURPOSE OF ORGANIZATION

- 1.1. The name of this Corporation is **Central California Veterans Home Support Foundation**. This Corporation is a Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law of the State of California for public and charitable purposes.
- 1.2. The specific purposes for which this Corporation is organized include, but are not limited to promoting the interests and raising money in support of the Veterans Home of Fresno.

Article II

MEMBERSHIP

- 2.1. There are three types of membership in this Corporation:

- 2.1.1. **General Voting Membership**

To be a Director, Officer, and/or vote in this Corporation a member must apply for General Voting Membership, be accepted by a majority vote of the Board of Directors at a Board Meeting, and pay current dues.

- 2.1.2. **Honorary Non-Voting Membership**

Honorary Non-Voting Membership may be granted to any contributor to the Corporation, and shall be automatic unless rejected by 2/3 vote of the Board of Directors.

- 2.1.3. **Anonymous Contributor**

Any contributor to the Corporation may choose to be anonymous and not participate in the Corporation in any way, if so, any identity of the contribution will not be released by the Corporation.

- 2.2. Honorary Non-Voting Membership is perpetual unless resigned, rejected, or retired by appropriate Board action and shall consist of the following categories:

- a. **Endowment Member** - any person or persons, private or public organization which donates to the Corporation resources(money, services, property, materials, etc.) with a current value of \$10,000.00 or more.
 - b. **Benefactor Member GOLD** - any person or persons, private or public organization which donates to the Corporation resources(money, services, property, materials, etc.) with a current value of \$5,000.00 to \$9,999.00.

- e. Register their address, e-mail, and phone with the Secretary of the corporation. Notices of meetings mailed or e-mailed, or phoned to each at such addresses at least ten days prior to meetings and shall constitute valid notice thereof.

3.4. Quorum for Director Meetings

A quorum for the Board of Directors shall consist of at least (3) three elected Officers and four(4) other Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time-to-time until the time fixed for the next regular meeting of the Board.

3.5. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (section 5212), approval of contracts or transactions in which a Director has a material financial interest (section 5233) and indemnification of directors (section 5238e) require a greater percentage or different voting rules for approval of a matter by the Board.

3.6. Conduct of Board Meetings

Meetings of the Board of Directors shall be presided over by the President of the Corporation, or, in his/her absence, a Vice-President of the Corporation. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, except that, in his/her absence, the presiding officer shall appoint another person to act as Secretary of these meetings. Meetings shall be governed by Robert's Rules of Order; as such rules may be revised from time-to-time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with Articles of Incorporation of this Corporation, or with provisions of the law.

3.7. Terms

- a. Terms of Directors shall be (2) two years and may be re-elected for subsequent terms by majority vote of the General Voting Membership.
- b. An Officer or Director may be removed from the Board, at a meeting, by 2/3 vote of the General Voting Membership present, if they are absent from 3 or more consecutive meetings.

3.8. Meetings

- a. General meetings shall be held quarterly at such place and time within the County of Fresno as is designated by the Board of Directors of this Corporation.
- b. Board meetings shall be held at such place within or without the State of California, which has been designated from time-to-time by resolution of the Board of Directors. Unless otherwise determined by the Board of Directors, regular meetings of Directors shall be held at announced times at such a place in the County of Fresno as determined by the Board of Directors of this Corporation.
- c. Notice will be given by mail of all General Meetings ten days prior to meetings and shall also be noticed and conducted in accordance with the requirements of the Ralph M. Brown Act, California Government Code section 54950 et seq., as it may be amended from time-to-time.

3.9. Special Meetings

Special meetings of the Board of Directors may be called from time-to-time by the President of the Corporation or by any two (2) Directors.

3.10. Compensation

Directors and Officers shall serve without compensation. However, upon adoption of a policy for reimbursement of expenses by the Board of Directors of this Corporation, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specific in section 3.3. of this Article. Directors may not be compensated for rendering services to the Corporation in any capacity other than Director.

3.11. Non-Liability

No General Voting Member shall be personally liable for the debts, liabilities, or other obligations of this Corporation.

3.12. Insurance for Corporate Agents

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee or other agents of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such provisions of section 5238 of the California Nonprofit Public Benefit Corporation Law.

Article IV

OFFICERS AND DUTIES

4.1. Officers

The Officers of the Corporation shall consist of a President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, and Treasurer to serve for (1) one year each with no limit on number of re-elections.. The officers shall serve without compensation unless approved by the unanimous vote of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which related to the performance of the charitable or public purposes of this corporation.

4.2. Election

The officers shall be chosen annually by the General Voting Membership and each shall hold his/her office until s/he shall resign, be removed or otherwise disqualify to serve, or his/her successor is elected.

4.3. President

The President shall be the executive officer of the Corporation and subject to the control of the Board of Directors, shall have general supervision, direction, and control of the affairs of the Corporation. S/he shall preside at all meetings of the Board of Directors and/or General Voting Membership.

4.4. First Vice-President

The First Vice-President shall, in the absence or disability of the President, perform all duties of the President and when so acting, shall have the powers of, and be subject to the restrictions upon the President. S/he will perform any additional duties as assigned by the President.

4.5. Second Vice-President

The Second Vice-President shall, in the absence or disability of the President and first Vice-President, perform all duties of the President and when so acting, shall have the powers of, and be subject to the restrictions upon the President. S/he will perform any additional duties as assigned by the President.

4.6. Third Vice-President

The Third Vice-President shall, in the absence or disability of the President and the other Vice-Presidents, perform all duties of the President and so acting, shall have the powers of, and be subject to the restrictions upon the President. S/he will perform any additional duties as assigned by the President, and be Manager of the Foundation Office.

4.7. Secretary

The Secretary shall keep correct records of the proceedings of all meetings of the Board of Directors, General Voting Membership meetings, and will be responsible for sending notice of upcoming meetings to the Membership. S/he will perform any additional duties as assigned by the President, First or Second Vice-President, or Treasurer.

4.8. Treasurer

- a. The Treasurer shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Corporation, and an account of its cash and other assets, if any.
- b. The Treasurer shall deposit all monies of the Corporation with such depositories as are designated by the Board of Directors, and shall disburse funds of the Corporation as may be ordered by the Board of Directors. Any other Corporate Officer can make disbursements when the Treasurer is not available. Four (4) authorized signatures of officers shall be maintained at the banking institution with the proviso that any disbursement will require two (2) of the authorized signatures.
- c. Establishment of a petty cash fund is authorized not to exceed one hundred dollars (\$100.00). This fund will be placed in the custody of the Office Manager, with oversight by the Treasurer. The Corporation is not authorized to incur indebtedness exceeding the balance in the treasury.
- d. All expenditures in excess of one hundred dollars (\$100.00) will be submitted to the Board of Directors for approval prior to payment. The President, with due consideration and appropriate consultation with a least two other Directors may spend five hundred dollars (\$500.00) in an emergency situation requiring expedient action.
- e. All books of accounting shall be ready and timely for filing of Tax Returns, Forms, and reports as required by Law; and, a year-end Statement filed, or Audit at the call of the President.

Article VI

ASSETS

The property of this Corporation is irrevocably dedicated to the public and charitable purposes for which it is formed, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any Corporate Director, Officer, or General Voting Member, or to any private person.

Article VII

DISSOLUTION

The Board of Directors may dissolve this Corporation if ratified by 2/3 vote of the General Voting Membership present at a General or Special General Meeting. Upon the dissolution of the Corporation, all debts and liabilities shall be distributed in accordance with ARTICLE V of this Corporation's ARTICLES OF INCORPORATION C-2487058..

Article VIII

AMENDMENT TO BYLAWS

Any amendment to the Bylaws shall be effective upon approval by the Central California Veterans Home Support Foundation Board of Directors and ratified by 2/3 vote of the General Voting Membership present at a General Voting Membership Meeting.

WRITTEN CONSENT OF THE DIRECTORS ADOPTING BYLAWS

We, the undersigned, are a Quorum of all of the persons who are the Directors of the **Central California Veterans Home Support Foundation**, a California Nonprofit Corporation, and pursuant to the authority granted to the Directors by these Bylaws do take action by unanimous written consent with a meeting, consent to, and hereby do adopt the foregoing Bylaws consisting of seven (7) pages, including this page, of the Bylaws of this Corporation.

<u>Chuck A. Waters</u>	<u>Gordon D. Fickett</u>
<u>Bruce Thiesen</u>	_____
<u>W. E. [Signature]</u>	_____
<u>[Signature]</u>	_____
<u>Doreen Gayle</u>	_____

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Corporation.