2487058

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JAN 29 2003

KEVIN SHELLEY
Secretary of State

ARTICLES OF INCORPORATION

I

The name of this corporation is **CENTRAL CALIFORNIA VETERANS HOME SUPPORT FOUNDATION.**

II

A. 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 for **public and charitable** purposes.

B. 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 Central California Veterans Home.

III

The name and address in the State of California of this corporation's initial agent for service process is:

Name: **Charles L. Parnell**
Address: **935 Jasmine Avenue**
City: **Clovis** State: **California** Zip: **93611**

IV

A. This corporation is organized and operated exclusively for **public and charitable** purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence partisan legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V

The property of this corporation is irrevocably dedicated to **public and charitable** purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **public and charitable** purposes and which has established its tax exempt status under Section 501 (c)(3), Internal Revenue Code.

Charles L Parnell

Charles L. Parnell, Incorporator

OFFICE OF THE SECRETARY OF STATE

CENTRAL CALIFORNIA VETERANS HOME SUPPORT FOUNDATION BYLAWS

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 Central California Veterans Home.

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.

c. **Benefactor Member SILVER** - any person or persons, private or public organization which donates to the Corporation resources(money, services, property, materials, etc.) with a current value of $2500.00 to $4,999.00.
d. **Benefactor Member BRONZE** - any person or persons, private or public organization which donates to the Corporation resources(money, services, property, materials, etc.) with a current value of $1000.00 to $2,499.00.
e. **Doner Member** - any person or persons, private or public organization which donates to the Corporation resources(money, services, property, materials, etc.) with current value or $250.00 to $999.00.
f. **Participating Member** - any person or group that donates $50.00 to $249.00.
g. **Contributing Member** - any person or group that donates $1.00 to $49.00.

Any Member in the above a. through f. categories or their designated representative may become a General Voting Member.

2.3. Only <u>one</u> designated person of each Member category a. through f. may represent that Member and become a General Voting Member. The designated person must be a current resident of California. The Member or the designated representative must also be in good standing, i.e. paid-up current dues as listed on the membership or representatives rosters.

2.4. Dues shall apply and accrue to each Member or designated representative in advance of each Calendar Year and shall be as determined by the Board of Directors at the Board Meeting nearest the beginning of the Fiscal Year, and shall be published to the General Voting Membership.

Article III

BOARD OF DIRECTORS

3.1. Composition of Board

The powers, business and property of the Corporation shall be exercised, conducted and controlled by a Board of Directors of the Corporation. The Board shall consist of the (5) five elected Officers and (10) ten elected representatives of the General Voting Membership.

3.2. Powers

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this Corporation, if any, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

3.3. Duties

It shall be the duty of the Directors to:
a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws.
b. Appoint and remove, employ and discharge, and, accept as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation.
c. Supervise all officers, agents, and employees of the Corporation to assure that their duties are properly performed.
d. Meet at such times and places as required by these Bylaws.
e. Register their addresses with the Secretary of the corporation. Notices of meetings mailed or telegraphed to them at such addresses shall be valid notices 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

Terms of Directors shall be (2) two years and may be re-elected for subsequent terms by majority vote of the General Voting Membership.

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 to all General Voting Membership 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, 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 shall be elected and qualified.

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. 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 mailing 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.

4.7. 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. The Treasurer or 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 fifty dollars ($50.00). This fund will be placed in the custody of 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 submittal. 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.

Article V

COMMITTEES

5.1. The Board of Directors may, by a majority vote of Directors, designate one or more of its members (who may also be serving as officers of this Corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to the following:

5.1.1 The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the Board or General Voting Membership.

5.1.2 The filling of vacancies on the Board or on any committee, which has the authority of the Board.

5.1.3 The fixing of compensation of those serving on the Board or on any committee.

5.1.4 The amendment or repeal of Bylaws or the adoption of new Bylaws.

5.1.5 The amendment or repeal of any resolution or the Board which by its express terms is not so amendable or repealable.

5.1.6 The appointment of committees of the Board or the members thereof.

5.1.7 The approval of any transaction to which this corporation is a party in which one or more of the Directors has a material financial interest, except as expressly provided in section 5233(d)(e) of the California Nonprofit Public Benefit Corporation Law. By a majority vote of its' members then in office, the Board may at any time revoke or modify any or all of the authority so delegated to an Executive Committee, and fill vacancies therein from the members of the Board. The committee shall keep regular minutes of its proceedings, cause them to filed with the corporate records, and report the same to the Board from time-to-time as the Board may require.

5.2. The Corporation shall have such other committees as may, from time-to-time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in any advisory capacity only to the Board and shall be clearly titled as "Advisory" committees.

5.3. Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes and the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with provisions of these Bylaws.

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 not dissolve this Corporation until the Board of Supervisors of the County of Fresno shall have approved the Board's plan for distributing any remaining assets to the County to an agency selected by the Board consistent with the purpose for which they were acquired. Upon the dissolution of the Corporation, all debts and liabilities shall be distributed to the County of Fresno, a governmental entity, or to some other agency selected by the Board, which is consistent with the purpose for which the contributions were acquired. This limitation cannot be amended without approval of the Board of Supervisors of the County of Fresno.

Article VIII

AMENDMENT TO BYLAWS

Any amendment to the Bylaws, except as specifically herein requiring the approval of the Board of Supervisors of the County of Fresno, 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. Any amendment to the Bylaws that herein require the approval of the Fresno County Board of Supervisors shall be effective upon approval by the Fresno County Board of Supervisors.

WRITTEN CONSENT OF THE DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the Initial Directors in the Articles of Incorporation of the **Central California Veterans Home Support Foundation**, a California Nonprofit Corporation, and pursuant to the authority granted to the Directors by these Bylaws to 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.

Gordon L Pickett

Robert W. Small

Roger Baldwin

Charles L Farnell

George H. Singzoli

Alice A. Christensen

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.