

# **BYLAWS OF CALABASAS COMMUNITY FOUNDATION**

## **ARTICLE I. NAME**

### ***Section 1 Name of the Corporation.***

The name of this nonprofit corporation is “The Calabasas Community Foundation, Inc.” (“Corporation”).

### ***Section 2 Changing the Name of the Corporation.***

The name of this Corporation may be changed, subject to the laws and regulations of the State of California, when such a change is approved by a two-thirds vote of the Board of Directors (“Board”).

## **ARTICLE II. OFFICES**

### ***Section 1 Principal Office.***

The Corporation’s principal office shall be fixed and located at such place as the Board shall determine. The Board is granted full power and authority to change said principal office from one location to another.

### ***Section 2 Other Offices.***

Branch or subordinate offices may be established at any time by the Board at any place or places.

## **ARTICLE III. PURPOSE**

### ***Section 1 Purpose.***

The Corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes. This Corporation is organized and operated exclusively for the purposes set forth in Article III Section 2 hereof within the meaning of Internal Revenue Code section 501(c)(3).

### ***Section 2 Activities.***

The Corporation shall initiate, sponsor and execute plans, activities, and events to foster and promote the interests of the residents of the City of Calabasas (“City”), including, but not limited to, the interests of the residents regarding the activities of the City of Calabasas Community Services Department; receive, invest, and utilize funds and property acquired through the solicitation of contributions, donations, grants, gifts,

bequests, and the like for the purposes for which the Corporation is formed; and fulfill any other purpose beneficial to the public, within limitations as specified by the Board.

***Section 3 Goals and Objectives.***

The Corporation shall, from time to time, determine and establish short-term goals and objectives, and speak for the residents of the City as one voice; except that no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, or the intervention into the political campaign of any candidate for public office.

**ARTICLE IV. MEMBERSHIP**

***Section 1 No Membership.***

The Corporation shall have no members as that term is defined by Section 5056 of the California Corporations Code (“CCC”), and shall be governed solely by its Board in accordance with these Bylaws. Pursuant to CCC section 5310(b), any action which would otherwise require approval by a majority of all members shall only require the approval of the Board. The Corporation may refer to persons or entities associated with it as “members” even though those persons or entities are not voting members, but no such reference shall constitute any person or entity a member within the meaning of CCC section 5056.

**ARTICLE V. BOARD OF DIRECTORS**

***Section 1 Number.***

The Corporation shall have five (5) Directors and collectively they shall be known as the Board of Directors. The appointed Board of Directors shall be appointed by the City Manager.

***Section 2 Qualifications.***

The Board shall consist of three (3) appointed positions:

- a) The Chair Person — who shall be either the City Manager or the Community Services Director of the City of Calabasas, appointed by the City Manager.
- b) The Secretary — who shall be either the Community Services Director or the Community Services Deputy Director of the City of Calabasas, appointed by the City Manager.
- c) The Treasurer — who shall be the Chief Financial Officer of the City of Calabasas, appointed by the City Manager.

And the Board shall consist of two (2) elected positions:

- a) Two residents of the City, one of these residents being a business representative.

***Section 3 Elected Positions.***

The above-named elected positions shall be elected by the City of Calabasas City Council, in accordance with Article VI.

***Section 4 Term of Office – Appointed Positions.***

The term of office for the above-named appointed positions shall run concurrently with their respective terms of office.

***Section 5 Term of Office – Elected Positions.***

The term of office for the above-named elected positions shall be three (3) years, commencing with the first day of the Corporation year.

***Section 6 Termination of Directors.***

The term of any Director shall terminate upon the occurrence of any of the following events:

- a) The death or resignation of the Director.
- b) Upon the termination of the Director’s position by which they are designated a Director, or upon the termination of the Director’s position as an office-holder of the City, as applicable.

***Section 7 Compensation.***

All Directors shall serve without pay.

***Section 8 Chairperson.***

The City Manager or Community Services Director of the City shall be the Chairperson of the Board.

***Section 9 Failure of Director to Attend Board Meetings.***

If any Director fails to attend three successive Board meetings, and if they fail to present reasons for such absences which are acceptable to the Board, they will be considered as having resigned from the Board.

***Section 10 Removal of Director.***

Any Director may be removed from office by a majority vote (3 (three)) of the total number of Directors (5). Written charges shall be delivered to the Secretary at least ten (10) days before any Board meeting at which suspension is to be considered. The persons charged shall have the right to the floor for a reasonable time for the purpose of denying or refuting charges. If the majority of the entire Board votes to sustain the charge, such a person shall be immediately removed from office.

***Section 11 Vacancy.***

If a vacancy should arise for any reason for an elected Director, the Board shall immediately call for the appointment of a successor, who shall serve for the unexpired term of the officer or Director who resigned or has been removed from office. This appointment shall be coordinated by the Chairperson, as outlined in Article VI.

If a vacancy should arise for any reason for an appointed Director, then, the person who replaced the former appointed Director in the position designated as a Director by Article V Section 2 shall thereby become a Director.

***Section 12 Duties of Board.***

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, except as otherwise provided in these Bylaws, prescribe the duties, 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 performed properly;
- d) Meet at such times and places as required by these Bylaws; and
- e) Register their addresses with the Secretary of the Corporation and notices of meetings sent to them at such addresses shall be valid notices thereof.

***Section 13 Powers of the Board.***

Subject to any limitations in the Articles of Incorporation or these Bylaws and to compliance with any applicable laws, the activities and affairs of the Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company or committees, however composed, provided that the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- a) To establish Corporation policy.
- b) To ensure that the Corporation performs in accordance with its purposes, as stated in Article III of these Bylaws.
- c) To approve all expenditures made in the name of the Corporation.
- d) To act upon proposed amendments to these Bylaws.
- e) To select and remove all officers, agents, and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with law, the

- Articles or these Bylaws, fix their compensation and require from them such security, if any, for faithful service as the Board may deem appropriate;
- f) To conduct, manage and control the affairs and activities of the Corporation, and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem appropriate; and
  - g) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem appropriate, but failure to affix a seal does not affect the validity of any instrument.

## **ARTICLE VI. ELECTIONS FOR ELECTED DIRECTORS**

### ***Section 1 Coordination.***

Nominations and elections for elected positions of the Board shall be coordinated by the Chairperson.

### ***Section 2 Nominations for the Elected Positions of the Board.***

Nominations for the elected positions of the Board specified in Article V Section 2 of these Bylaws shall be offered by the Board. At least one (1) name shall be nominated for each position. The Board must obtain prior permissions from all nominees before submitting a nomination. Nominations will be submitted to the City of Calabasas City Council at least one (1) month prior to election of the position(s) in question.

### ***Section 2 Installation of Elected Directors—Regular Election.***

All Directors elected at the regular election shall be installed as of the first day of the next Corporation year and shall serve for three (3) years.

### ***Section 3 Installation of Elected Directors—Special Election.***

All Directors elected as a result of a special election shall be installed immediately and shall serve until the next regular scheduled election.

## **ARTICLE VII. OFFICERS**

### ***Section 1 Number and Title.***

The Officers of the Corporation shall be the Chairperson, a Secretary, and a Treasurer.

### ***Section 2 Chairperson.***

The City Manager or Community Services Director of the City of Calabasas shall be the Chairperson of the Board and the Chairperson of the Corporation.

### ***Section 3 Secretary.***

The Community Services Director or Community Services Deputy Director of the City of Calabasas shall be the Secretary of the Corporation.

***Section 4 Treasurer.***

The Chief Financial Officer of the City of Calabasas shall be the Treasurer of the Corporation.

***Section 5 Resignation and Removal of Officers.***

Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting of the Board by the affirmative vote of a majority of all the Directors.

***Section 6 Vacancies.***

Any vacancy caused by the death, resignation, removal, or otherwise, of any officer, shall be filled by the Board. In the event of a vacancy in any office, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

***Section 7 Duties of Chairperson.***

The City Manager or Community Services Director of the City of Calabasas shall serve as the Chairperson of the Board as well as the Chairperson of the Corporation. The Chairperson shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the officers. The Chairperson shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board.

***Section 6 Duties of Secretary.***

The Community Services Director or Community Services Deputy Director of the City of Calabasas shall serve as the Secretary of the Corporation. The Secretary shall keep or cause to be kept at the principal office of the Corporation, or such other place as the Board may order, a book of minutes of all meetings, proceedings, and actions of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was regular or special, and if special, how authorized; the notice given; and the names of persons present at meetings. The Secretary shall keep or cause to be kept written waivers of notice of meetings; written consents to holding meetings, written approval of minutes of meetings; and unanimous written consents of action of the Board without a meeting. The Secretary shall keep or cause to be kept, at the principal office of the Corporation, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board that these Bylaws require to be given. The Secretary shall keep and maintain the corporate seal, if any, and shall see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is

authorized by law or these Bylaws. The Secretary shall perform such other and further duties as may be required by law or required by the Board or these Bylaws.

***Section 7 Duties of Treasurer.***

The Chief Financial Officer of the City of Calabasas shall serve as the Treasurer of the Corporation. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account shall at all times be open to inspection by any Director of the Corporation. The Treasurer shall deposit all monies and other valuables in the name of and the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as ordered by the Board, and shall render to the Chairperson of the Board and all Directors, upon request, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other and further duties as may be required by law or required by the Board or these Bylaws.

***Section 8 General Counsel.***

The City Attorney of the City of Calabasas shall serve as General Counsel to the Corporation.

**ARTICLE VIII. MEETINGS**

***Section 1 Place of Meetings.***

Meetings shall be held at the principal office of the Corporation unless otherwise provided in these Bylaws or at such place within the City which has been designated by resolution of the Board.

***Section 2 Regular Meetings.***

Regular meetings of the Board shall be held quarterly on the first Monday of the quarter at 6:00 PM, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same time and place two weeks later.

***Section 3 Special Meetings.***

Special meetings of the Board may be called by the Chairperson of the Board, the Secretary, or any two Directors.

***Section 4 Notice of Meetings.***

Regular meetings shall be noticed to all Directors and officers at least seventy-two hours in advance of the meeting. Special meetings shall be noticed at least twenty-four hours in advance of the meeting. Notice of the meetings shall specify the time, place, and include an agenda briefly describing the items to be discussed.

***Section 5 Quorum.***

A majority of the Board constitutes a quorum of the Board for the transaction of business. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as herein defined, is not present, and the only motion which the Chairperson 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.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

***Section 6 Majority Action as Board Action.***

Every act or decision done or made by a majority of the Directors present at a meeting of the Board duly held at which a quorum is present is the act of the Board, 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 5238(e)), require a greater percentage or different voting rules for approval of a matter by the Board.

***Section 7 Conduct of Meetings.***

Meetings of the Board shall be presided over by the Chairperson of the Board, or, in their absence, by the Secretary. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

***Section 8 Non-Liability of Directors.***

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

***Section 9 Indemnification by Corporation of Directors, Officers, Employees and Other Agents.***

The Corporation may indemnify a Director, officer, or employee under the provisions of CCC section 5238, or pursuant to any contract entered into by the Corporation with any employee who is not an officer or Director. The Corporation may purchase and maintain insurance on behalf of any Director, officer, or employee of the Corporation against any liability asserted against or incurred by the Director, officer, or employee in such capacity

or arising out of the Director's, officer's, or employee's status as such, whether or not the Corporation would have the power to indemnify the Director, officer, or employee against such liability under the provisions of CCC section 5238.

## **ARTICLE IX. EMERGENCIES**

### ***Section 1 Emergency Defined.***

An emergency is defined under CCC section 5140(n)(5).

### ***Section 2 Board Action in Response to Emergency.***

During an emergency, the board may take any action that it determines to be necessary or appropriate to respond to the emergency, mitigate the effects of the emergency, or comply with lawful federal and state government orders, but shall not take any action that requires the vote of the members, unless the required vote of the members was obtained prior to the emergency.

### ***Section 3 Emergency Bylaws.***

All provisions of the regular bylaws consistent with the emergency bylaws shall remain effective during the emergency, and the emergency bylaws shall not be effective after the emergency ends.

### ***Section 4 Liability.***

Corporate action taken in good faith in accordance with the emergency bylaws binds the Corporation, and shall not be used to impose liability on a corporate Director, officer, employee, or agent.

## **ARTICLE X. FISCAL YEAR**

### ***Section 1 Corporation Fiscal Year.***

The Fiscal year of the Corporation shall commence on July 1 and end on the last day of June 30 of the previous year.

## **ARTICLE XI. AFFILIATIONS**

### ***Section 1 Affiliations.***

With a majority vote, the Board may affiliate with other nonprofit organizations; it may elect such representatives thereto as are necessary and proper; it may authorize the payment of appropriate fees for such affiliations; and it may terminate such affiliations when they are not in the interest of the Corporation. The Corporation shall not, through any affiliated relationships, participate in, contribute financially to, or identify the membership with any undertaking which is prohibited to the Corporation under its own Bylaws or Articles of Incorporation.

## **ARTICLE XII. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### ***Section 1 Execution of Instruments.***

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### ***Section 2 Checks and Notes.***

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the Executive Director.

### ***Section 3 Deposits.***

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Treasurer may designate.

### ***Section 4 Gifts.***

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable and public purposes of this Corporation.

## **ARTICLE XIII. CORPORATE RECORDS, REPORTS AND SEAL**

### ***Section 1 Maintenance of Corporate Records.***

The Corporation shall keep at its principal office:

- a) Minutes of all meetings of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and
- c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Directors of the Corporation at all reasonable times during office hours.

***Section 2 Corporate Seal.***

The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

***Section 3 Directors' Inspection Rights.***

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

***Section 4 Right to Copy and Make Extracts.***

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

***Section 5 Annual Report.***

The Board shall cause an annual report to be prepared not later than one hundred twenty (120) days after the close of the fiscal year. The report shall contain all the information required by CCC Section 6321(a) and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall be furnished to all Directors.

***Section 6 Annual Statement of Certain Transactions and Indemnifications.***

The Corporation shall furnish annually a statement of any transaction or indemnification described in CCC Section 6322(d) and (e), if such transaction or indemnification took place. Such annual statement shall be attached to and sent together with the Annual Report required by Article XIII Section 5 of these Bylaws.

**ARTICLE XIV. DISSOLUTION OF CORPORATION**

***Section 1 Dissolution.***

The Corporation may be voluntarily wound up and dissolved by a unanimous vote of the Board and/or as defined in the CCC.

***Section 2 Financial Records.***

All financial accounts and records of the Corporation shall be maintained by the Treasurer until the close of the fiscal year in which the dissolution takes place. Notice of dissolution shall be sent to the appropriate agencies after filing all the necessary State and Federal tax returns and after payment or provision for payment of all Corporation debts and liabilities.

***Section 3 Assets of the Corporation.***

In the event of dissolution, the assets of the Corporation shall, after compliance with the CCC, be dedicated to the City, to be used for or applied toward the construction, improvement, or maintenance of a community park, or for any other public benefit as determined by the City. In the event that such dedication is refused acceptance, such assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, and which has officially and legally established its tax exempt status.

**ARTICLE XV. RULE OF CONSTRUCTION**

***Section 1 Interpretation and Construction.***

Any conflict between these Bylaws and the Articles of Incorporation shall be resolved in favor of the Articles of Incorporation. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law, CCC section 5110, et seq., shall govern the construction of these Bylaws.

**ARTICLE XVI. AMENDMENTS TO AND REPEALS OF THE BYLAWS**

***Section 1 Amendment and Repeal.***

These Bylaws may be amended or repealed at a Board meeting by a majority vote of the Board, provided that the meeting may proceed, in accordance to Article VIII Section 5.

***Section 2 Notice.***

The proposed amendment and notice of the intention to change the Bylaws shall be given in writing to all officers and Directors at least three (3) weeks prior to the day of the meeting at which time the vote for ratification shall take place.