

BYLAWS OF
LINCOLN COMMUNITY FOUNDATION
A California Nonprofit Public Benefit Corporation

1. **Name.** The name of this corporation is Lincoln Community Foundation (Foundation).
2. **Offices.** The principal office for the transaction of the activities and affairs of the Foundation is located at 600 Sixth Street, Lincoln, Placer County, California. The Board of Directors (Board) may change the principal office from one location to another in the County of Placer, California. Any such change shall be noted by the Secretary in the Bylaws.
3. **Purpose.** The Foundation is a nonprofit public benefit community organization and is not organized for the private gain of any person. The Foundation is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. The purpose and the mission of the Foundation is to enhance the quality of life for the Lincoln community through the funding of community-based organizations that are located within a territory that is defined as the boundaries of the Western Placer Unified School District, as they may be revised from time to time.
4. **Members.** The Foundation shall have no members. Nothing in this paragraph shall be construed as limiting the rights of the Foundation to refer to persons associated with it as "members" even though such persons are not members within the meaning of Section 5056 of the California Nonprofit Corporation Law.
5. **Board of Directors.**
 - A. **Role.** The role of the Board is to act as a public guardian and watchdog to the solicitation, management and distribution of funds collected by the Foundation for the purpose of enhancing the quality of life for the Lincoln community through the funding of community-based organizations.
 - B. **Power & Duties.** Subject to the limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the activities and affairs of the Foundation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board is conceived to be a "working Board" but may choose to delegate the management of the activities of the Foundation to any person or persons, a management company, or committees, however composed, provided that the activities and affairs of the Foundation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

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C. **Number.** The authorized number of active Directors of this Foundation shall be a minimum of nine (9) and up to thirteen (13) members, provided, however, that said number may be changed by a Bylaw duly adopted by the Board. There shall be a minimum of seven (7) Directors representing the community at-large. At least five (5) of the Directors shall reside within the city limits of the City of Lincoln. In addition to the Directors, there shall be two (2) Administrative Officers who shall serve as non-voting Directors of the Foundation on all grant selections, but shall have the same voting rights and privileges of all Directors on decisions affecting the organization and management of the Foundation. This will include, but not be limited to: bylaw changes or additions; committee assignments; administrative policies and procedures of the Foundation.

D. **Administrative Officers.**

- a. **City Clerk.** The City of Lincoln City Clerk, or his/her designee, shall act as the Secretary to the Foundation. He/She shall keep minutes of the meetings of the Board, be custodian of the corporate records and the seal of the Foundation, and keep a membership book containing the names and addresses of all Board members.
- b. **Administrative Services Director.** The Administrative Services Director, or his/her designee, shall act as the Treasurer to the Foundation. He/She shall have charge and custody of and be responsible for all funds and securities of the Foundation. The Treasurer shall receive and give receipts for monies due and payable to the Foundation from any source whatsoever, deposit all such monies in the name of the Foundation in such banks, trust companies or other depositories as shall be selected by the Foundation Board and, in general, perform all duties incidental to the office of Treasurer and other such duties as may, from time to time, be assigned to him/her by the President or by the Foundation Board of Directors.

E. **Manner & Selection of Terms.** The Lincoln City Council initially selected the seven at-large Directors of the Foundation (four Directors served two-year terms and three Directors served four-year terms). The City Manager will appoint the two (2) Administrative Officers. Thereafter, all new Directors shall be appointed by the Board and will serve consecutively year over year until resignation or cause.

F. **Vacancies.** Subject to the provisions of Section 5526 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to either the President or to the Secretary of the Board. Any vacancy may be filled by a majority vote of

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the Directors then in office. The Director appointed to fill a vacancy shall be appointed for the un-expired term of the predecessor.

- G. **Removal.** Any Director may be removed from the Board by a majority vote of the Board. Directors shall attend all meetings. If a Director is absent four (4) meetings in a fiscal year, as defined in Article 12. A., below, a letter of resignation shall be requested by the Board. If a Director misses three (3) meetings in succession, termination from the Board shall be automatic. Directors may be excused, if notice is received in advance of their absences. This does not exclude a Director from the four absences rule listed above. If the vision, mission or ethics of the Foundation is violated by a Director, a letter of resignation shall be requested by the Board. In any instance listed above, if a Director does not resign, the Board may terminate the member.
- H. **Compensation.** No member of the Board shall receive any compensation from the Foundation for his or her services as a Board Member.

6. **Officers.**

- A. **Composition.** The officers of the Board shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The offices of the Secretary and the Treasurer shall be filled by the City of Lincoln City Clerk and the Administrative Services Director, respectively. These two positions shall have no voting rights on the Foundation's Board regarding the selection of local grants, as noted in Section 5.C.
- B. **Election and Term of Office.** The Officers of the Foundation shall be nominated at the first meeting in May. An election of nominated officers shall take place annually at the first meeting in June. If the election of officers shall not be held at such meeting, such election shall be held as soon as thereafter as may be convenient. The new board will be seated at the first meeting in July.
- C. **President.** The President shall be the Chief Executive Officer of the Foundation and shall exercise general supervision and control over all activities of the Foundation. He/She shall preside at all meetings of Directors. He/She may sign, with the Secretary or other officer duly authorized by the Foundation Board, any deed, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Foundation Board, except in cases where the signing and execution thereof shall have been expressly delegated by the Foundation Board, or by these Bylaws, to some other officer or agent of the Foundation; and, in general, shall perform all duties incident to the

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office of President and such other duties as may be prescribed by the Board.

- D. **Vice President.** In the absence of the President or in the event of his/ her inability or refusal to act, the Vice-Presidents, in the order of their election, shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all of the restrictions upon the President. Any Vice-President shall perform such additional duties as may from time-to-time be assigned to him/her by the President or by the Board.
 - E. **Secretary.** The Secretary shall act as the secretary at all meetings of the Board of Directors and shall be responsible for the minutes of all such meetings. The Secretary shall perform such additional duties as shall be assigned by the Board of Directors.
 - F. **Treasurer.** The Treasurer shall act as the Chief Financial Officer and be responsible for accounting of all monies of the Foundation. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by the Treasurer and counter-signed by the President or any two officers as determined by the Board. The Treasurer shall have such additional powers and duties as may be assigned by the Board.
7. **Committees.** The Board of Directors, provided a quorum is present, may create one or more committees, each consisting of one or more Directors. Appointment to the committees of the Board shall be by the majority vote of the Directors. Committees shall serve at the pleasure of the Board under such rules and regulations as the Board may approve. Non-board members from the community may also be appointed to serve on committees, if approved by the President and the committee chairperson.
8. **Meetings.**
- A. **Quorum.** A simple majority of elected Directors, including Administrative Officers, constitutes a quorum of the Board for the transaction of business concerning the general operation of the Foundation, except as hereinafter provided. In the absence of a quorum, the meeting shall be adjourned until the next regular meeting or until another time in advance of the next regular meeting.
 - B. **Majority Vote.** A majority vote is defined as two-thirds of the Board of Directors' votes and is required on:

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- Changes to the Bylaws
 - Changes to the Articles of Incorporation
 - The appointment of Board Members
- a. The President may call for an email vote if a majority of the Board is not in attendance to vote on any of the above mentioned actions, provided that a proposal to vote by e-mail has been made and seconded by an attending Director, followed by a discussion by those Board Members present. If this motion for an e-mail vote is passed, the President or Secretary shall, within 48 hours, poll all active Board members via email. The results of such a poll shall be communicated to all directors and appear in the minutes of the meeting that preceded the e-mail vote.
- C. **Simple Majority Vote.** A Simple Majority Vote is defined as a vote of more than fifty percent (50%) at a legal meeting where a quorum is present. A Simple Majority Vote is required for any legitimate motion not included among those mentioned above.
- D. **Regular Meetings.** Regular meetings shall begin in July of each year as needed for the administration of the grant application and award process. Written notice of the time and place of such regular meetings shall be given by first class mail, facsimile or email, at least four (4) days prior to the date of the meeting or by personal delivery at least forty-eight (48) hours prior to such regular meetings.
- E. **Annual Meetings.** The first meeting of the Board of Directors in July is hereby designated as the annual meeting of the Foundation at such date, time and place as the Directors shall determine.
- F. **Special Meetings.** Special meetings may be called by the President or the Vice President in his/her absence, or by any two Directors, in that order. Written notice of the time and place of such special meeting shall be given by first class mail, facsimile or email, at least three (3) days prior to the date of the meeting or by personal delivery at least 72 hours prior to such regular meetings.
- G. **Attendance.** Attendance is required at all meetings by all Directors. If a Director cannot attend a meeting, the Director shall inform the Secretary, prior to the meeting, and the Secretary shall reflect the Director's absence as an excused absence. (see also 5G. Removal)

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- H. **Order of Presiding at Meetings.** The President or, in the President's absence, the Vice President, or in the Vice President's absence any Director selected by those Directors present shall preside at meetings of the Board. The Secretary of the Foundation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board.
- I. **Meeting Agendas.** Meeting agenda shall be adopted at the beginning of all meetings.
9. **Indemnification.** To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlement and other amounts actually and reasonably incurred by them in connection with any proceeding, and including an action by or on behalf of the Foundation.
10. **Insurance.** The Foundation shall purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising from the Officer's, Director's, employee's or agent's status as such.
11. **Maintenance of the Foundation Records.** The Foundation shall keep adequate and correct books and records of account and written minutes of the proceedings of the Board.
12. **Miscellaneous.**
- A. **Fiscal Year.** The fiscal year of the Foundation shall be from July 1 through June 30.
- B. **Rules.** Robert's Rules of Order (in its most recent edition at the date of its use) shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by the other specific rules of procedure adopted by the Directors of the Foundation.
- C. **Amendments.** These Bylaws may be amended by the affirmative vote of the voting majority of the Board of Directors present at any meeting at which a quorum is present. No action shall be taken to amend any Bylaw unless written notice of the proposed amendment(s) shall be given at least three (3) days prior to the meeting if delivered by first class mail or by email, or a minimum of forty-eight (48) hours prior to the meeting, if the notice is delivered personally.

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- D. **Political Activities.** Directors shall not represent or endorse a particular political, religious or philosophical ideology in the name of the Foundation. Nor shall Directors appear to represent or endorse a particular political, religious or philosophical ideology at activities sponsored or co-sponsored by the Foundation.

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CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly appointed and acting Secretary of the LINCOLN COMMUNITY FOUNDATION, and
- (2) That the foregoing Bylaws, comprising the immediately preceding pages, including this page, constitute the original Bylaws of said Foundation, as duly adopted at the meeting of the Board of Directors thereof, duly held on November 4, 2009.

IN WITNESS WHEREOF, I have unto scribed my name on this 1st day of June, 2016.

- (3) That the foregoing Bylaws have been amended in the areas listed below on this 1st day of June, 2016.

SIGNATURE:

Pam Mathus

Revision #2016 01: June 1, 2016: revise handling of donations, email voting procedure, formatting and grammar, officer nomination and elections process