



**BYLAWS OF THE
CITY OF ROHNERT PARK FOUNDATION**

A California Non Profit Public Benefit Corporation

Amended and Adopted February, 2016

Effective February 26, 2016

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ARTICLE I -NAME AND OFFICES

Section 1.1 Name. The official name of the corporation shall be the “City of Rohnert Park Foundation” (hereinafter referred to as the “Corporation”).

Section 1.2 Principal Office. The business office of the Corporation shall be at 130 Avram Avenue, Rohnert Park, California 94928, or at such other place as may be designated by the Board of Directors. The Board of Directors shall have the power and authority to change said principal office from one location to another, within the City of Rohnert Park (hereinafter, the “City”), by majority vote at an open meeting. Any such change of address will be noted by the Secretary in these Bylaws. The fixing or changing of such address shall not be deemed an amendment to these Bylaws

Section 1.3 Other Offices. Branch or subordinate offices may be established by the Board of Directors at any time and at any place or places.

ARTICLE II -OBJECTIVES AND PURPOSE

The Corporation has been formed under California Corporations Code Section 5000 *et seq.* (“Nonprofit Corporation Law”) for charitable purposes to benefit the community at large, and not for the private gain of any person or group of persons. No substantial part of the activities of the Corporation shall consist of political activities or attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

The specific purpose of the Corporation is to raise and manage funds in connection with civic purposes and projects, which may include, but are not limited to:

1. Civic Purposes: Focusing resources on and providing funding to areas of need in the Community of Rohnert Park which enhance existing and new partnerships with community members, nonprofits, foundations, public agencies and similar entities.
2. Civic Projects: Focusing resources on and providing funding to projects which sustain or enhance the community of Rohnert Park, including, but not limited to, facilities, ceremonies, festivals, anniversaries, tournaments or other facilities or events advancing the spirit of community and open and accessible to all members of the public.

The Corporation is irrevocably dedicated to charitable purposes and no part of the income or assets of this corporation shall inure to the benefit of any Director, officer or member thereof or to the benefit of any private person or group.

While persons making contributions or donations to the Corporation cannot specify the constructive use of the money, consistent with Internal Revenue Service regulations, they can indicate the general type of civic project and/or purpose for which their contribution is intended, and be assured it will only be used for that general project and/or purpose and not be comingled with other funds of the Corporation.

ARTICLE III -DIRECTORS

Section 3.1 Powers. Subject to the limitations stated in the Articles of Incorporation, these Bylaws, and the Nonprofit Corporation Law, and subject to the duties of Directors as prescribed by the Nonprofit Corporation Law, all corporate powers shall be exercised by or under the direction of, and the business and affairs of the Corporation shall be managed by, the Board of Directors. The individual Directors shall act only as members of the Board of Directors, and individually shall have no power to act alone.

Section 3.2 Number of Directors. The Corporation shall have five (5) Directors. Directors are collectively to be known as the Board of Directors.

Section 3.3 Selection, Tenure of Office, and Vacancies. The City of Rohnert Park City Council shall serve as the Board of Directors. The sitting Council shall comprise the entirety of the Board of Directors. Whenever a change in sitting members of the City Council occurs, such changes shall be made to the Board of Directors in similar fashion.

Section 3.4 Compensation. Directors shall serve without compensation, but each Director may be reimbursed his or her actual and necessary expenses, including travel incident to his or her services as Director, subject to any rules that may be imposed upon the adoption of a reimbursement policy by the Board of Directors, and only where there are unencumbered funds available for such purpose. Any Director may decline such reimbursement.

Section 3.5 Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. For the purpose of this Section 3.5, an "interested person" means and includes:

(a) any person compensated by the Corporation for services rendered to it other than those performed as a Director within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise;

(b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous twelve (12) months; and

(c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) hereof.

Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

Section 3.6 Nonliability for Debts. The private property of the Directors and/or officers shall be exempt from execution or other liability for any debts, liabilities or obligations of the Corporation, and no Director and/or officer shall be liable or responsible for any debts, liabilities or obligations of the Corporation.

ARTICLE IV -COMMITTEES

Section 4.1 Committees of the Board of Directors. Subject to the provisions of Section 7.1 of these Bylaws, the Board of Directors may, by resolution adopted by a majority of the Directors then in office (provided a quorum is present), create committees, consisting of two (2) Directors. Such committees shall have such power and authority as may be determined by the Board of Directors, subject to the limitations imposed on such power and authority by the Nonprofit Corporation Law or the Articles.

Section 4.2 Minutes and Reports. Each committee of the Board of Directors shall keep regular minutes of its proceedings, which shall be filed with the Secretary. All action by any committee shall be reported to the Board of Directors at the next meeting thereof, and, insofar as rights of third parties shall not be affected thereby, shall be subject to revision and alteration by the Board of Directors.

Section 4.3 Meetings. Subject to Section 7.1 of these Bylaws, except as otherwise provided in these Bylaws or by resolution of the Board of Directors, Committee meetings will be scheduled at times which allow for each member to attend. Each member should make an effort to accommodate the committee meeting schedule. The schedule of committee meetings will be promptly communicated to each committee member. Unless otherwise provided by such rules or by resolution of the Board of Directors, committee meetings shall be governed by Article VII of these Bylaws.

Section 4.4 Term of Office of Members of Committees of the Board of Directors. Each committee member shall serve at the pleasure of the Board of Directors.

Section 4.5 Advisory Committees. Notwithstanding Sections 4.1 through 4.4 of these Bylaws, nothing in these Bylaws prevents the Board of Directors from establishing by resolution advisory committees to assist the Board. The purpose, number and size of these committees, committee member qualifications, and duration of member terms shall be detailed in the establishing resolution(s). Advisory committees shall have no corporate powers, but rather shall present recommendations to the Board of Directors for approval, in a manner directed by the Board.

ARTICLE V -MEMBERS

The Corporation shall have no “members” as that term is defined by California Corporations Code Section 5056 and shall be governed solely by its Board of Directors in accordance with these Bylaws. Pursuant to California Corporations Code Section 5310, any action which would otherwise require approval by a majority of all such members, shall instead require the approval by a majority of a quorum of the Board of Directors.

ARTICLE VI -OFFICERS

Section 6.1 Officers. The officers of the Corporation shall be a Chair of the Board, Vice-Chair of the Board, Executive Director, Assistant Executive Director, Treasurer, Secretary, and such other officers as the Board of Directors may appoint. Other subordinate officers as may be appointed in accordance with the provisions of Section 6.3 of this Article. One (1) person may hold two (2) or more offices.

Section 6.2 Appointment of Officers. The Chair and Vice-Chair of the Board shall be the City of Rohnert Park Mayor and Vice-Mayor, respectively. The Treasurer shall be the City of Rohnert Park Director of Finance; the Secretary shall be the City of Rohnert Park City Clerk; the Executive Director shall be the Rohnert Park City Manager; and the Assistant Executive Director shall be the Rohnert Park Assistant City Manager.

Section 6.3 Subordinate Officers. The Board of Directors may appoint such other subordinate officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are required in these Bylaws or as the Board of Directors may from time to time determine.

Section 6.4 Chair. The Chair shall preside at all meetings of the Board of Directors, and shall submit such information and recommendations to the Board of Directors as he or she may consider proper concerning the business, policies and affairs of the Corporation. Except as otherwise authorized by resolution of the Board of Directors, the Chair or the Chair's designee shall be authorized to sign all contracts, notes, conveyances, and other papers, documents and instruments in writing in the name of the Corporation.

Section 6.5 Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. In case of the resignation, removal or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair, until such time as the members of the City Council appoint another City Council Member as Mayor, thereby causing the office of Chair to be filled as provided for in Section 3.3 hereof.

Section 6.6 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account in written form or any other form capable of being converted into written form. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories or depositories as may be designated by the Board of Directors. The Treasurer shall reimburse all funds of the Corporation as may be ordered by the Board of Directors, shall render to the Chair and Board of Directors whenever they request an account of all of the Treasurer's transactions as the Treasurer, and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 6.7 Secretary. The Secretary shall keep, or cause to be kept, a book of minutes in written form of the proceedings of the Board of Directors and committees of the Board of Directors. Such minutes shall include all waivers of notice, consents to the holding of meetings or approvals of the minutes of meetings executed pursuant to these Bylaws or the Nonprofit Corporation Law. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by these Bylaws or by law to be given, and shall cause the seal of the Corporation to be kept in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 6.8 Executive Director. The Executive Director shall be responsible for the day-to-day administration of the Corporation, including the right to employ and discharge all subordinate officers, employees and agents of the Corporation and shall have the authorization to sign all contracts, notes, conveyances, and other papers, documents and instruments in writing in the name of the Corporation, except where such matters are prescribed in the Bylaws or by the Board of Directors and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 6.9 Assistant Executive Director. The Assistant Executive Director shall be responsible to assist the Executive Director in managing the day-to-day operations of the Corporation and oversee projects and programs as assigned by the Executive Director. The Assistant Executive Director shall undertake the duties and responsibilities of the Executive Director in the event of absence, incapacity, or resignation of the Executive Director, until such time that a new Executive Director is appointed.

Section 6.10 Authority to Bind Corporation. No member, officer, agent or employee of the Corporation, without prior specific or general authority by a vote of the Board of Directors, shall

have any power or authority to bind the Corporation by a contract, to pledge its credit, or to render it liable for any purpose in any amount.

Section 6.11 Resignation. A City Council Member or employee resigning from his or her position with the City of Rohnert Park shall give written notice to the Corporation of his or her concurrent resignation from the Board of Directors or position as an officer of the Corporation, subject to the rights, if any, of the Corporation under any contract to which the Director or officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VII -MEETINGS

Section 7.1 Ralph M. Brown Act. All meetings of the Board of Directors, including, without limitation, regular, adjourned regular, special, and adjourned special meetings shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the California Government Code), or any successor legislation hereinafter enacted (the "Brown Act"). Nothing contained in these Bylaws shall be construed to prevent the Board of Directors from holding closed sessions during a regular or special meeting concerning any matter permitted by law to be considered in a closed session.

Section 7.2 Regular Meetings. Subject to the provisions of Section 7.1 of these Bylaws, regular meetings shall be held at the business office of the Corporation at the City of Rohnert Park City Hall or at such other place as the Chair may designate. Meetings shall be held on dates and times set by a meeting schedule established by resolution of the Board of Directors. At a minimum, the Board of Directors shall meet on the second Tuesday of January each year to recognize the change in office of Chair and Vice Chair, in accordance with the new Mayor and Vice Mayor of the Rohnert Park City Council taking office. At least seventy-two (72) hours before a regular meeting, an agenda containing a brief general description of each item of business to be transacted or discussed shall be posted at a location freely accessible to members of the public. The agenda shall specify the time and location of the regular meeting. No action shall be taken on any item not appearing on the posted agenda except as permitted by law. In the event that the Chair shall determine that there is no business required to be transacted by the Board of Directors at any such regular meeting, such regular meeting shall not be required to be held.

Section 7.3 Calling Meetings. Subject to the provisions of Section 7.1 of these Bylaws, meetings of the Board of Directors (other than regular meetings held pursuant to Section 7.1 and/or Section 7.2 of these Bylaws) shall be held whenever called by the Chair (or Vice-Chair in the absence of the Chair) of the Board of Directors, or any two (2) Directors of the Corporation.

Section 7.4 Place of Meetings. Subject to the provisions of Section 7.1 of these Bylaws, meetings of the Board of Directors shall be held at any place within the State of California which may be designated in the notice of the meeting, or, if not stated in the notice, or if there is no notice, designated by resolution of the Board of Directors. In the absence of such designation, meetings of the Board of Directors shall be held at the principal office of the Corporation.

Section 7.5 Special Meetings. Subject to the provisions of Section 7.1 of these Bylaws, a special meeting may be called at any time by the Chair (or Vice-Chair in the absence of the Chair) or upon the request of two (2) of the Directors of the Corporation. Written notice of the time and place of special meetings of the Board of Directors shall be delivered personally to each

Director or sent to each Director by first-class mail, telephone, including a voice messaging system, telegraph, facsimile or other electronic means of communication. In addition to the notice provided to Directors, written notice of the time and place of special meetings of the Board of Directors shall also be posted in a location that is freely accessible to members of the public at least twenty-four (24) hours prior to the special meeting. The notices provided herein may be given by the Secretary of the Board of Directors or by the Director(s) who called said meeting. Notice shall not be necessary if appropriate waivers, consents or approvals are filed in accordance with Section 7.6 of these Bylaws.

Section 7.6 Waiver of Notice. Subject to the provisions of Section 7.1 of these Bylaws, notice of a meeting need not be given to any Director who signs a waiver of notice, or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Neither the business to be transacted nor the purpose of any regular or special meeting of the Directors, or of a committee of Directors, need be specified in any such waiver, consent or approval.

Section 7.7 Quorum. Subject to the provisions of Section 7.1 of these Bylaws, a majority of the authorized number of Directors shall constitute a quorum for the transaction of business. 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 shall be the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or the Nonprofit Corporation Law specifically requires a greater number. In the absence of a quorum at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting as provided in Section 7.8 of these Bylaws.

Section 7.8 Adjournment. Subject to the provisions of Section 7.1 of these Bylaws, any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the vote of a majority of the Directors present. Notice of the time and place of the adjourned meeting need not be given to absent Directors if said time and place are fixed at the meeting adjourned; provided, however, that if the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, prior to the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

Section 7.9 Inspection Rights. Every Director shall have the absolute right at any time to inspect, copy and make extracts of, in person or by agent or attorney, all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 7.10 Order of Business. At the regular meetings of the Board of Directors, the following shall be the general order of business:

1. Roll Call
2. Presentations
3. Public Comments
4. Approval of Minutes
5. Action Items
6. Reports and Informational Items
7. Matters To and From the Board
8. Adjournment

Meetings shall be conducted in accordance with established protocol generally known as “Rosenberg’s Rules of Order”.

ARTICLE VIII - BOOKS AND RECORDS

Section 8.1 Books and Records. The Corporation shall keep adequate and correct books and records of account and minutes of the proceedings of the Board of Directors and committees of the Board of Directors.

Section 8.2 Form of Records. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form. If any record subject to inspection pursuant to the Nonprofit Corporation Law is not maintained in written form, a request for inspection is not complied with unless and until the Corporation, at its expense, makes such record available in written form.

Section 8.3 Annual Report. The Board of Directors shall cause an annual report (hereinafter the “Annual Report”) to be sent to the Directors not later than one hundred twenty (120) days after the close of the Corporation’s fiscal year. The Annual Report shall contain in appropriate detail the following:

- A. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- C. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during the fiscal year;
- D. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
- E. Any information required by Section 6322 of the Nonprofit Corporation Law.

The Annual Report 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 prior to the completion of independent audit from the books and records of the Corporation.

ARTICLE IX - GRANTS, DONATIONS, GIFTS, CONTRACTS, LOANS, ETC.

Section 9.1 Grants and Contributions. The making of grants and contributions, and otherwise rendering financial assistance to further the purposes of the Corporation, may be authorized by the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to make any such grants, contributions or assistance.

Section 9.2 Execution of Contracts. The Board of Directors may authorize any officer, employee or agent, in the name of and on behalf of the Corporation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited.

Section 9.3 Loans. The Chair of the Board or any other officer, employee or agent authorized by the Board of Directors may effect loans and advances at any time for the Corporation from any bank, trust company or other institutions or from any firm, corporation or individual and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation and, when authorized by the Board

of Directors so to do, may pledge and hypothecate or transfer assets of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances or otherwise limited. The Board is prohibited from authorizing loans to Board Members, officers, subordinate officers, staff of the Corporation and/or the City of Rohnert Park, and those providing volunteer service to the organization.

Section 9.4 Checks, Drafts, Etc. All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

Section 9.5 Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected by an officer, employee or agent of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 10.1 Indemnification by Corporation.

A. For the purposes of this Section 10.1, "agent" means any person who is or was a Director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees.

B. The Corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding.

C. In the event entitlement to indemnification is required by law to be based upon a determination by the Board of Directors that the agent has met the standards of conduct prescribed by law, such body shall meet and shall reach a determination on the issue within a reasonable period of time after request for such body to meet is received by the Corporation from the agent.

Section 10.2 Advancing Expenses. The Corporation may advance to each agent the expenses incurred in defending any proceeding referred to in Section 10.1 of these Bylaws prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in Section 10.1 of these Bylaws.

Section 10.3 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability 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 liability under the

provisions of this Section 10.3; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the Nonprofit Corporation Law (relating to self-dealing transactions).

ARTICLE XI - INVESTMENTS

Section 11.1 Standards, Retention of Property.

A. In investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the Corporation's investments, other than assets held for use or used directly in carrying out a public or charitable program of the Corporation, the Board of Directors shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of the Corporation's capital.

B. Unless limited by the Articles of Incorporation, the Corporation may continue to hold property properly acquired or contributed to it if and as long as the Board of Directors, in the exercise of good faith and of reasonable prudence, discretion and intelligence, may consider that retention is in the best interests of the Corporation. No retention of donated assets violates this Section 11.1, where such retention was required by the donor in the instrument under which the assets were received by the Corporation, except that no such requirement may be effective more than ten (10) years after the death of the donor.

C. No investment violates this Section 11.1 by virtue of the investment's speculative character, where the investment conforms to provisions authorizing such investment contained in the instrument or agreement under which the assets were contributed to the Corporation.

ARTICLE XII - PURPOSES AND OPERATIONS OF THE CORPORATION

Section 12.1 Purposes. The business of the Corporation is to be operated and conducted in the promotion of its objects and purposes as set forth in Article II of its Articles of Incorporation and Article II of the Bylaws.

Section 12.2 Dedication of Assets. The income and assets of the Corporation are irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any Director, officer or member thereof or to the benefit of any private person.

Section 12.3 Dissolution. The Corporation may be dissolved by vote of the Directors, or by the action of the Board of Directors in accordance with the provisions of California law. Upon dissolution of the Corporation, and after payment or provision for payment, of all debts and liabilities, the assets of the Corporation shall be distributed to the City of Rohnert Park. If for any reason the City is unable or unwilling to accept the assets of the Corporation, such assets will be distributed to the United States government; to a state or local government for public purposes; or to a nonprofit fund, or corporation which is organized and operated for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.

Section 12.4 Merger. The Corporation may merge with other corporations organized solely for nonprofit purposes, qualified and exempt from Federal taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 and from State taxation, upon compliance with the provisions of California law relating to merger and consolidation.

Section 12.5 Restrictions. No substantial part of the activities of the Corporation shall consist of lobbying, carrying on propaganda, or otherwise attempting to influence legislation, and the

Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XIII - SEAL AND FISCAL YEAR

Section 13.1 Seal. The Board of Directors may adopt a corporate seal which shall be in the form of a circle and shall bear the full name of the Corporation and the year and state of its incorporation.

Section 13.2 Fiscal Year. The fiscal year of the Corporation shall be determined, and may be changed, by resolution of the Board of Directors.

ARTICLE XIV - EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Director, officer, employee or agent of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XV - AMENDMENTS

New Bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of a majority of the full Board of Directors, except as otherwise provided by law or by the Articles of Incorporation.