

# **BYLAWS OF THE GROVER BEACH COMMUNITY FOUNDATION**

## **ARTICLE I - NAME**

The name of the corporation is the Grover Beach Community Foundation.

## **ARTICLE II — PURPOSE**

Grover Beach Community Foundation aims to support community involvement and economic development in the City of Grover Beach. Our goal is to bring business into the city while celebrating what we have to offer and enhancing the quality of life in our community including making distributions in furtherance of those purposes to organizations designated as tax-exempt under Section 501(c) (3) of the Internal Revenue Code.

## **ARTICLE III — MEMBERSHIP**

There shall be no members of this corporation. The affairs shall be governed and managed by a Board of Directors.

## **ARTICLE IV — BOARD OF DIRECTORS**

### **Section A: Authority**

The Board of Directors has the general power to (1) control and manage the affairs, funds, and property of the Foundation, and (2) disburse the Foundation's monies and dispose of its property in fulfillment of its Foundation's purpose. However, the fundamental and basic purposes of the Foundation may not thereby be amended or changed. Actions shall be approved by majority vote unless otherwise specified.

### **Section B: Numbers, Election and Term**

The Board shall consist of not fewer than four (4) nor more than seven (7) Directors. Except when elected to fill unexpired terms, Directors will be elected for a two-year term and are eligible for re-election to a maximum of no more than four consecutive two-year terms without Board approval. Spouses of elected officials may serve as a member of the Board of Directors but are not eligible to be an Officer of the corporation.

### **Section C: Nominations**

The Nominating Committee shall present its recommendations to the Board at least fifteen (15) days prior to the meeting at which a vote is to be taken. After which, nominations will be presented to the Board of the Grover Beach Community Foundation for final approval fifteen (15) days prior to the vote on that approval.

### **Section D: Suspension, Removal and Resignation**

A Director may be suspended or removed by a vote of two-thirds of the Board of Directors. A Director may be removed with cause only after being given reasonable notice and the opportunity to be heard. A Director may resign by delivering a written resignation to another Director or to a meeting of the Board. Unless otherwise specified, such resignation shall be effective upon receipt. Three (3) absences for any reason in any term may constitute grounds for dismissal.

## **ARTICLE V - MEETINGS**

### **Section A: Frequency**

Meetings shall be established at such times and in such places as designated by the Chairperson. Special meetings may be called by the Chairperson, or by any officer at the written request of any three (3) Directors. Meetings of the Board of Directors shall be no less than twice per year.

**Section B: Notification**

Directors shall be notified in writing of all meetings at least four (4) days prior thereto. Telephone notice of not less than one (1) day shall suffice for emergency or special meetings.

**Section C: Quorum**

A majority of the Directors then in office shall constitute a quorum for all meetings of the Board.

**Section D: Voting**

The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. Meetings may be conducted by electronic or telephonic conferencing at which every board member can be heard. Proxy votes shall not be accepted.

**Section E:** Unless otherwise specified herein, Robert's Rules of Order shall govern the proceedings at all meetings of the Board.

**ARTICLE VI — OFFICERS****Section A: Principal Officers**

Officers of the Board shall be President, Vice-President, Chief Financial Officer (CFO), and Chief Administrative Officer (CAO). The offices of CFO and CAO may be held by the same person. Officers shall be elected from among the Board of Directors and shall take office after approval by the Board of Directors of the Grover Beach Community Foundation. The Board may elect or appoint additional officers and determine their terms of office.

**Section B: Duties and Responsibilities**

The President shall preside at all meetings of the Board of Directors and of the Executive Committee and shall generally do and perform all acts incident to the office of President and shall have such additional powers and duties as may from time to time be assigned by the Board. The President shall be an ex-officio member of all committees.

The Vice-President shall preside over meetings of the Board of Directors in the absence of the President or the President's inability to act. The Vice President shall also generally assist the President and shall have such other powers and perform such other duties as may from time to time be designated by the President or the Board.

The CAO shall keep, or cause to be kept, the minutes and records of the Board. The CAO shall perform all duties incident to the office of Secretary and such other duties as may from time to time be designated by the President or the Board.

The CFO shall act under the supervision of the Board and shall have custody of all the funds of the Foundation and shall keep or cause to be kept adequate and accurate records of the assets, liabilities, and transactions of the Foundation. The CFO shall see to the deposit of all monies and other valuable effects of the Foundation in the name of and to the credit of the Foundation in the depositories designated by the Board; and shall see to the disbursement of Foundation funds based upon proper vouchers. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may from time to time be designated by the Chairperson or the Board.

**Section C: Nominations and Elections**

The Nominating Committee shall present nominations for officers and Directors to the Board at least fifteen (15) days prior to the meeting at which nominations are to be acted on. Nominations may also be made from the floor.

**Section D: Vacancies**

Vacancies will be filled by action of the Board of Directors.

**Section E:** The Board may engage employees, define their responsibilities, and set compensation as it may deem advisable.

**Section F:** Members of the Board of Directors may not be an elected official of the City of Grover Beach or other jurisdictions that could provide funding to the corporation (e.g., the County Board of Supervisors or the City Council of adjacent cities). Spouses of elected officials may serve as a member of the Board of Directors but are not eligible to be an Officer of the corporation.

**ARTICLE VII - COMMITTEES**

**Section A:** The Board of Directors shall designate standing and ad hoc committees of the Board. Terms and responsibilities shall be determined by the Board.

**Section B: Appointments**

As soon as is reasonably practical after the election of officers, the President shall appoint committee chairpersons. Committee chairpersons must be Directors. Other committee members may be appointed at the discretion of the President of the Board and/or committee Chairperson and are not required to be Directors.

**Section C: Standing Committees****Executive Committee**

Membership: Officers of the Board, plus the Past Chairperson or one other Director and the CEO. Responsibilities: The Executive Committee shall be composed of the officers of the Board. The Executive Committee shall, during intervals between meetings of the Board, exercise all the powers of the Board in the management of the business and affairs of the Foundation except as otherwise provided by law, by these bylaws, or by resolution of the Board. All actions taken by this Committee shall be reported to, and subject to the approval of, the Board at its next meeting. The Executive Committee is prohibited by law from (1) filling vacancies on the Board, or (2) adopting, amending, or repealing bylaws.

**Nominating Committee**

Responsibilities: The Nominating Committee shall be charged with the responsibility of nominating officers and Directors to the Board.

Other committees shall be established by the Board as necessary to conduct such activities as fundraising and public relations, and to oversee the operation of individual programs.

**Section D:** Ad hoc committees shall be established by the Board as required.

**ARTICLE VIII – FISCAL YEAR**

The fiscal year of the Foundation shall begin January 1<sup>st</sup> each year and end December 31<sup>st</sup> of each year.

**ARTICLE IX – MISCELLANEOUS****Section A: Personal Liability**

The officers and elected Board of Directors of the Foundation shall not be personally liable for any debt, liability, or obligation of the Foundation. All persons, associations or other entities extending credit to, contracting with, or having any claims against the Foundation may look only to the funds and property of the Foundation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may

otherwise become due or payable to them from the Foundation.

**Section B: Contracts, Checks, Bank Accounts, Etc.**

The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the Foundation. The President and CFO shall be authorized to sign checks, contracts and other documents and instruments. Two signatures will be required on all checks over \$2500.00. The Board of Directors shall not have the power to authorize any single expenditure or incur any single debt by the corporation in the amount of \$10,000 or more without the prior consent of the Board of Directors of the Foundation.

**Section C:** Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

On dissolution of the Foundation, any assets shall be liquidated, and remaining funds distributed in accordance with the directions of the Board and the provisions of the law. Such distribution shall be subject to approval by the board of Directors of the Grover Beach Community Foundation.

**Section D: Non-Partisan Activities**

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE X - AMENDMENT OF THE BYLAWS**

The Board shall have power to make, amend, or repeal the bylaws of this organization by a two-thirds vote of the Board. Notice of intention to make, amend, or repeal the bylaws, in whole or in part, shall be given to each Director at least ten (10) days prior to the meeting at which such action is to be taken. No changes to the bylaws shall take place without an affirming vote by the Board of Directors of the Foundation.

**CERTIFICATION**

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 on the 30th day of March, 2024.

 **3/30/24**

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Kassandra Dee, Board CAO

*Action of March 30, 2024: MSC: Dee/Moyers-Lee/Approved*