

**BYLAWS OF THE
PARKS FOUNDATION OF MONTEREY COUNTY
a California Nonprofit Public Benefit Corporation**

ARTICLE 1 - OFFICES

SECTION 1 - PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business is located in Monterey County, California. The Board of Directors is granted full power to designate the location and to change same from time to time.

SECTION 2 - OTHER OFFICES

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

ARTICLE 2 - PURPOSES

SECTION 1 - OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be to assist Monterey County Parks Department in the following ways:

- a) To promote public awareness and use of Park facilities through unique programs and marketing opportunities.
- b) To raise funds to support the acquisition, development, maintenance, and operation of Parks facilities.
- c) To work with and encourage participation by civic organizations, educational institutions, corporations, and the general public for the purpose of increasing the recreational benefits in all park units.
- d) To organize docent groups within selected parks to expand the public's education and awareness of the environment, history, and facilities of Monterey County Parks.
- e) To provide support, through permits and/or agreements with Monterey County, for the operation and/or maintenance of selected Parks programs or facilities.

ARTICLE 3 - MEMBERS

SECTION 1 - CLASSES OF MEMBERS

There shall be two classes of members of this Corporation. The first class of members shall be voting members and the second class of members shall be nonvoting members.

SECTION 2 - VOTING MEMBERS

The voting members shall consist of the persons who from time to time constitute the Board of Directors. Death, resignation, removal, or expiration of the term of office of any Director terminates membership of such person as a voting member. Each voting member shall be entitled to one vote on each matter submitted to a vote of the voting members.

SECTION 3 - NONVOTING MEMBERS

The second class of members shall consist of all members except members of the Board of Directors. Such class shall include natural persons, corporations, and other entities which from time to time are admitted to membership in the corporation for the time and upon the conditions of membership established by the Board of Directors. Such members shall not have the right to vote, but may have other rights and privileges of membership as are conferred by the Board of Directors.

SECTION 4 - DUES

If the dues of any member are in arrears ninety days or more, such membership may be cancelled by order of the Board of Directors and thereupon the name of such member shall be deleted from the list of members.

SECTION 5 - PRIVILEGES OF VOTING MEMBERS

All voting members shall be entitled to receive Foundation publications and attend both regular and special membership meetings. All voting members shall have access to the records of the Foundation, shall be entitled to an annual report of the affairs of the Foundation, and shall be entitled to participate in all the activities of Foundation members.

ARTICLE 4 - DIRECTORS

SECTION 1 - NUMBER AND REPRESENTATION

The corporation shall have not more than 50 nor less than 5 members on the Board of Directors, the actual number to be under the control of the Board of Directors.

Organizations conducting recreational programs or special events within or for the benefit of the Monterey County Parks system may be represented on the Board of Directors as a voting member:

The Director of the Monterey County Parks Department, or his designee, shall serve as an ex-officio member of the Board of Directors, but shall not have the right to vote.

SECTION 2 - TERM OF OFFICE

Each Director shall serve for a term of three (3) years rotating in such a manner that 1/3 will be elected annually by the membership. In order to establish such rotation, the initial election of the members of the Board shall be such that 1/3 shall be selected for a period of one year, another 1/3 for a period of two years, and the remaining 1/3 for a period of three years.

SECTION 3 - POWERS AND DUTIES

Subject to limitation of the Articles of Incorporation, other sections of the Bylaws and of California law, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers and duties:

- a) To solicit, collect, receive, acquire, hold, and invest money and property, both real and personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues, and profits derived from any property of this corporation for any of the purposes for which this corporation is formed.
- b) To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers, and privileges of ownership.
- c) To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property.
- d) To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.
- e) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit or amount, with any person, firm, association or corporation, municipality,

county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision.

- f) To select and remove all the other officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or the Bylaws, fix their compensation and require from them security for faithful service.
- g) To conduct, manage, and control the affairs and business of the corporation and to make rules and regulations not inconsistent with law, the Articles of Incorporation or the Bylaws.
- h) To create such committees as it may deem expedient to carry out the purposes of the corporation.
- i) To employ an Executive Director and such other persons as it may deem necessary for the successful prosecution of the purposes of this corporation.
- j) To have an annual audit of its finances conducted by a firm of certified public accountants.
- k) To indemnify a trustee, officer, or other agent of the corporation who is a party or is threatened to be made a party to any proceeding against the corporation, for expenses, judgments, fines, settlements, and other amounts as permitted in the California Nonprofit Public Benefit Corporation Law, as amended from time to time.
- l) To grant charters to groups or organizations to pursue the corporation's objectives within selected park units of Monterey County and maintain accounts for such charter groups.

SECTION 4 - SELECTION OF DIRECTORS

The Directors shall be selected at the annual meeting of the Board. Directors shall be selected by a plurality of vote of the Directors in office immediately prior to the annual meeting. A slate of proposed candidates shall be presented in writing by the Nominating Committee to each member of the Board at least 60 days prior to the annual meeting.

SECTION 5 - VACANCIES

Vacancies in the Board, except those existing by a result of a removal of a Director, may be filled by a majority vote of the remaining Directors, although less than a quorum. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until such replacement Director's successor has been elected and qualified.

SECTION 6 - ATTENDANCE

Board members are expected to attend all regular meetings. Board members who are absent from regularly scheduled meetings will be removed upon three consecutive absences subject to review by the Board of Directors.

SECTION 7 - ANNUAL AND REGULAR MEETINGS

The annual meeting of the Board shall be held in June of each year and at a place determined by the Board unless another date and/or time is fixed by the Board. Regular Board meetings shall be held at intervals of no greater than 60 days at dates and times set by the President.

SECTION 8 - SPECIAL MEETINGS

Special meetings of the Board for any purpose or purposes may be called at any time by the President, by the Secretary, or by any two Directors.

SECTION 9 - NOTICE OF MEETINGS

Notice of annual, regular, and special Board meetings shall be held upon four (4) days notice by first class mail or 45 hours notice delivered personally or by telephone or telegraph. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage pre-paid. Oral notice shall be deemed to have been given at any time that it is communicated, in person, or by telephone, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will properly communicate it to the recipient.

SECTION 10 - QUORUM

A minimum of 3 Directors shall constitute a quorum for the transaction of business. Every act or decision done by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board, unless a greater number be required by law or by these Bylaws.

SECTION 11 - PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE

Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another.

SECTION 12 - WAIVER OF NOTICE

Notice of a meeting need not be given to a Director who signs a waiver of notice or a written consent to the holding of the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice.

SECTION 13 - ADJOURNMENT

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to any other time or place shall be given prior to the time of the adjourned meeting to the Directors who are not present at the time of the adjournment.

SECTION 14 - ACTION WITHOUT MEETING

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to special approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation.

SECTION 15 - FEES AND COMPENSATION

Directors and members of committees shall not receive compensation for their services although they may be reimbursed for expenses as may be fixed or determined by the Board.

ARTICLE 5 - OFFICERS

SECTION 1 - DESIGNATION

The officers of this corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairman of the Board, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary or Treasurer may serve as the President or Chairman of the Board.

SECTION 2 - ELECTION OF OFFICERS

The Board of Directors shall elect the President, Secretary, and Treasurer of the corporation for terms of one (1) year or until their successors are elected and qualified.

SECTION 3 - VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors.

SECTION 4 - DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she 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 of Directors. Unless another person is specifically appointed as Chairman of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 5 - DUTIES OF VICE-PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Article of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 6 - DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and 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 by these bylaws.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the corporation.

In general, perform all duties incident to the office of Secretary 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 assigned to him or her from time to time by the Board of Directors.

SECTION 7 - DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to Article 7, Sections 1 and 2, the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the book of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or caused to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 6 - COMMITTEES

SECTION 1 - EXECUTIVE COMMITTEE

The Board of Directors, may, by a majority vote of Directors then in office, designate the officers of the corporation (President, Vice-President, Secretary, and Treasurer) plus one Director at-large to constitute an Executive Committee and delegate to such Executive Committee the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, except with respect to:

- a) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- b) The amendment or repeal of Bylaws or the adoption of new bylaws.
- c) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- d) The appointment of committees of the Board or the members, thereof.
- e) The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233 (d) (3) of the California Nonprofit Public Benefit Corporation Law.
- f) Approval of any action for which the California Nonprofit Public Benefit Corporation Law requires the approval of the voting members of the corporation. 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, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board.

SECTION 2 - NOMINATING COMMITTEE

The Board shall appoint a nominating committee of two (2) Directors whose duties shall be to select nominees, prior to the annual meeting of voting members, to fill the vacancies of the Board members whose terms are expiring.

ARTICLE 7 - CORPORATE FUNDS

SECTION 1 - CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, 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 President or Secretary of the corporation.

SECTION 2 - THE GENERAL FUND, ENDOWMENT FUND, AND SPECIAL FUNDS

The Board of Directors shall provide for the establishment and administration of three separate accounts.

- a) The General Fund shall consist of all monies and properties received by the Foundation from any and all sources whatsoever, excepting only monies or properties heretofore or hereafter received which were or shall be designated by the payor or donor to be part of either the Endowment Fund or Special Funds, or gifts or bequests which specify different users and which have been accepted by the Board of Directors.

The General Fund shall be expended by order of the Board of Directors (except to the extent that such power shall be delegated by the Board of Directors to the Executive Committee of the Board of Directors) in furtherance of the objectives of the Foundation stated in Article 2 hereof. The Board of Directors may transfer portions of the General Fund into Special Fund when found advisable. The assignment of funds to be used on foundation projects shall be approved by the Directors.

- b) The Endowment Fund shall consist of all monies and properties received by the Foundation which shall be designated by the payor or donor to be part of the Endowment Fund.

The Endowment Fund shall be deposited by the Board of Directors in banks or savings and loan institutions, or invested in any interest-bearing securities recommended by a Financial Committee and approved by the Board of Directors. All interest earned from such deposits and investments shall become part of the General Fund.

- c) Such Special Fund or Funds which shall be established by the Board of Directors from time to time shall consist of all monies transferred thereto by the Board of Directors from the General Fund, and all monies and properties received by the foundation which shall be designated by the payor or donor to be part of any such Special Fund.

If the Board of Directors shall at any time determine that a project for which Special Funds were appropriated cannot be accomplished and therefore should be abandoned, the Board

of Directors shall have the power to transfer to the General Fund the monies and properties in the Special Fund, provided however, that the Board of Directors shall not have the power or authority to take any action which would violate any of the provisions, conditions, or requirements of the payor or donor of any of the monies or properties in the Special Fund.

- d) Upon granting a charter to a group or organization to pursue the objectives of the corporation within a designated park, a special fund shall be established for the deposit of funds raised by the charter organization for that park. Expenditures from such special funds shall be approved first by the Charter organization and then by the Board of Directors.

ARTICLE 8 - AMENDMENT OF BYLAWS

SECTION 1

These Bylaws may be amended by the Board pursuant to Section 5150 of the Corporation Code of the State of California.

ARTICLE 9 - FISCAL YEAR

SECTION 1

The fiscal year of the corporation shall be July 1 thru June 30.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial Directors in the Articles of Incorporation of the Parks Foundation of Monterey County, a California nonprofit corporation, and pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of ____ (____) pages, as the Bylaws of this corporation.

Dated: _____

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title hereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth above.

Dated: _____, Secretary

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