



BYLAWS
of
CERES COMMUNITY FOUNDATION, INC.
A California Nonprofit Corporation

ARTICLE I

NAME

Section 1.01 Name. The name of this Corporation shall be CERES COMMUNITY FOUNDATION. The Corporation may adopt other names denoting specific promotional and/or fund-raising projects of the parent foundation.

ARTICLE II

OFFICES

Section 2.01 Principal Office. The principal office of the Corporation for its transaction of business is located in the City of Ceres, County of Stanislaus, California.

Section 2.02 Change of Address. The Board of Directors is granted full power and authority to change the principal location of the Corporation from one location to another within the incorporated boundaries of the City of Ceres, California. Any change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE III

MEMBERSHIP

Section 3.01 No Members. The Corporation shall not have any members. The Corporation may establish and offer categories of donors for receipt of annual contributions to the Foundation.

Section 3.02 Effect of Prohibition. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of a majority of the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01 Number. The Corporation shall consist of seven (7) Directors to be known collectively as the Board of Directors.

Section 4.02 Qualifications. Six (6) of the Directors of this Corporation shall be members of the Ceres community residing within the County of Stanislaus, State of California. The remaining Director shall be the Director of Finance or his/her designee of the City of Ceres, California.

Section 4.03 Ex-Officio Member. The Director of Parks, Recreation and Facilities of the City of Ceres, California, or his/her designee, shall be an ex-officio member of the Board of Directors, and shall be invited to all Board meetings as a non-voting advisor to the Corporation.

Section 4.04 Terms of Office. At the first meeting of the Board of Directors, two (2) of the six (6) Directors from the Ceres community shall be elected for a term of one (1) year, and the remaining four (4) Directors from the Ceres community shall be elected for a term of two (2) years. At each annual meeting thereafter, Directors shall be elected to replace those Directors from the Ceres community whose terms have expired for a term of office of two (2) years and until successor Directors have been elected.

The term of office of the City of Ceres Finance Director or his/her designee shall be for one (1) year and as long as the incumbent holds the appointed position which they represent in good standing.

ARTICLE V

NOMINATING COMMITTEE

Section 5.01 Committee. Nominations for all six (6) of the elected positions on the Board of Directors from the Ceres community shall be presented by a Nominating Committee of two (2) Directors, appointed by the President with the approval of the Board.

Section 5.02 Nomination Slate. The committee shall notify the Board of the slate of nominees at least two (2) weeks prior to the Annual Meeting.

Section 5.03 Floor Nominations. At the Annual Meeting, nominations from the floor will be entertained; however, no personal shall be nominated without his/her consent.

ARTICLE VI

ELECTIONS

Section 6.01 Election. The Directors shall be elected at the Annual Meeting of the Board of Directors, as prescribed in Article VII.

ARTICLE VII

MEETINGS

Section 7.01 Call of Meetings. Meetings of the Board may be called by the President or by any two (2) Directors.

Section 7.02 Place of Meetings. All meetings of the Board shall be held at the principal office of the Corporation as specified in Article II of these Bylaws or as changed from time to time as noted in Section 2.02.

Section 7.03 Annual Meeting. The last meeting of the fiscal year shall be designated as the Board's Annual Meeting for the purpose of electing Directors for the following year.

Section 7.04 Regular Meetings. Regular meetings of the Board of Directors shall be held as determined by the Board of Directors. If any day fixed for the regular meetings of the Board falls on a legal holiday, the meeting scheduled for that day shall be held at the same hour on the next succeeding business day which is not a legal holiday.

Section 7.05 Special Meetings. Special meetings of the Board may be called by the President or any two (2) Directors. Special meetings shall be held on seventy-two (72) hours notice by first-class mail, postage pre-paid, or by telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director.

Section 7.06 Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board of Directors for purposes of conducting business.

Section 7.07 Roberts Rule of Order. Roberts Rules of Order, as revised, will be the parliamentary authority on all issues not covered by these Bylaws.

ARTICLE VIII

DUTIES OF THE BOARD

Section 8.01 Powers. The Board of Directors shall administer the affairs of the Corporation; control all expenditures and property of the Corporation; and act for the Corporation's best interest in ways not inconsistent with the Articles of Incorporation and these Bylaws.

Section 8.02 Special Committees. The Board may create such special committees as may be considered necessary from time to time.

Section 8.03 Removal of Directors. The Board of Directors may declare vacant the office of a Director on the occurrence of any of the following events:

- a. The Director has been declared of unsound mind by a final order of court; or
- b. The Director has been convicted of a felony; or
- c. The Director has failed to attend two (2) consecutive regular meetings of the Board without excuse as determined by the Board of Directors.
- d. Any Director may be removed without cause if such removal is approved by the Board of Directors within the meaning of Section 5032 of the California Corporations Code.

Section 8.04 Resignation of Director. Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director shall not resign where the Corporation would then be left without a duly-elected Director or Directors in charge of its affairs.

Section 8.05 Vacancies on the Board. Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; or on the failure of the Board to elect the full number of Directors is authorized.

Section 8.06 Filling Vacancies on the Board. Vacancies on the Board of Directors may be filled for the unexpired term of office upon approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) unanimous written consent of the Directors still in office; (2) the affirmative vote of a majority of the Directors then in office; or (3) a sole remaining Director. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 8.07 No Compensation. Directors shall receive no compensation for their services, but may receive such reimbursement for expenses as may be fixed by resolution of the Board.

Section 8.08 Corporate Seal. The Board may adopt and use a corporate seal and alter the form of the seal.

Section 8.09 Corporate Indebtedness. The Board of Directors may borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purpose, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

ARTICLE IX

OFFICERS

Section 9.01 Officers. The four (4) officers of this Corporation shall be the President, Vice President, Secretary and Treasurer.

Section 9.02 Term of Office. The term of office shall be one (1) year for officers of the Corporation, and shall coincide with their term as a Director of the Corporation.

Section 9.03 Selection of Officers. The President, Vice President and Secretary of the Corporation shall be chosen by the Board of Directors from its membership. The Ceres Director of Finance or his/her designee shall automatically serve as Treasurer of the Board.

ARTICLE X

DUTIES OF OFFICERS

Section 10.01 President. The President shall preside at all meetings of the Board of Directors, and shall, with the approval of the Board, appoint chairs of all committees formed by the Board, and shall be an ex-officio member of all committees except the Nominating Committee. The President shall have the right to vote on all transactions of the Corporation, and is authorized to disburse funds between meetings with subsequent ratification of the Board.

Section 10.02 Vice President. The Vice President shall, in the absence of the President, perform all duties of that office.

Section 10.03 Secretary. The Secretary shall prepare and keep minutes of all regular and special meetings of the Board of Directors, and assist in such notifications and duties as may be necessary or as requested by the President.

Section 10.04 Treasurer. The Treasurer shall collect and receive all funds of the Corporation and shall maintain an adequate book of accounts. This officer is charged with the preparation of an annual budget to be submitted to the Board for its approval within ninety (90) days following the Annual Meeting. The Treasurer shall give a financial report at each regular meeting and at the Annual Meeting.

ARTICLE XI

FINANCES

Section 11.01 Sources. The Corporation shall be financed by proceeds from investments, contributions, donations, activities, fund-raising events, and such public funds as may be available.

Section 11.02 Fiscal Year. The Corporation shall operate on a fiscal year basis coinciding with the year July 1st through June 30th.

Section 11.03 Proceeds Disbursement. In accordance with the purposes of the Corporation, proceeds shall be disbursed for the express purposes of developing cultural, recreational, historical, artistic, and parks and recreational facilities and opportunities, and other specific purposes as may be defined by the Board of Directors. To specify the exact purpose for which funds are to be received and disbursed, the Board of Directors shall form or cause to be formed, separate accounts for the preceding purposes.

Section 11.04 Checks. Checks payable by the Corporation shall be signed by any two (2) of the following officers: President, Vice President, Treasurer.

ARTICLE XII

INDEMNIFICATION

Section 12.01 Right of Indemnity. 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, judgements, fines, settlements and other acts actually and reasonably incurred by them in connection with any court proceeding, as that term is used in that section, and including any action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in these Bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 12.02 Approval of Indemnity. On written request of the Board, by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 12.03 Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under

Section 12.01 and 12.02 of these Bylaws in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance would be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 12.04 Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liabilities asserted against or incurred by an officer, Director, employee or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

ARTICLE XIII

AMENDMENTS OF BYLAWS

Section 13.01 Amendment Procedure. Amendments of these Bylaws may be adopted by the affirmative vote of two-thirds of the members of the Board present at any duly held meeting thereof, provided all members of the Board have been mailed prior written notice of said meeting by the Secretary and the notice contained a copy of the proposed amendment(s).

Section 13.02 Effective Date of Amendments. Amendments of these Bylaws shall become effective immediately upon adoption by the Board pursuant to Section 13.01.

History

94; 9/01; 5/02