

**BYLAWS OF
THE FOUNTAIN VALLEY COMMUNITY FOUNDATION**

A California Nonprofit Public Benefit Corporation

**BYLAW I
NAME**

The name of this corporation is The Fountain Valley Community Foundation.

**BYLAW II
PRINCIPAL OFFICE**

The principal office for the transaction of the business of the corporation is hereby fixed and located at Fountain Valley, County of Orange, State of California. The address of the principal office is 10200 Slater Avenue, Fountain Valley, California. The Board of Directors may, from time to time, change the location of the principal office from one location to another in said County.

**BYLAW III
PURPOSE**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

This corporation is organized exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, more specifically, to solicit, receive, invest and make grants of funds, property and other resources and to provide direct charitable services to aid, sponsor, promote, advance and assist worthy activities, programs and services in the City of Fountain Valley; and to establish and maintain a permanent collection of named funds that carry out the diverse charitable purposes specified by the governing body and donors.

Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible

under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

BYLAW IV NONPARTISAN ACTIVITIES

No substantial part of the activities of the corporation shall consist of lobbying or 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 or in opposition to any candidate for public office.

BYLAW V DEDICATION OF ASSETS

All corporate property is irrevocably dedicated to the purposes set forth in Article II. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

BYLAW VI MEMBERSHIP

The corporation shall have no members and all matters otherwise required by law to be approved by the membership shall require only approval of the Board pursuant to Section 5310 of the California Corporations Code.

BYLAW VII BOARD OF DIRECTORS

1. Number
The Board of Directors shall consist of no more than 13 directors. 7 to be appointed by city council, the remaining appointments may be made by the Board of Directors as they wish. The number of directors shall be an odd number. Any board seat appointed by the Board of Directors shall require a 2/3 majority vote and be ratified by city council.
2. Powers
 - a. General corporate powers

Subject to the provisions of the California Nonprofit Corporation law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the directors, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

b. Specific Powers

Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

- (i) Select and remove all agents and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these Bylaws; and fix their compensation.
- (ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California and designate any place within or outside the State of California for the holding of any meeting or meetings, including annual meetings.
- (iii) Adopt, make, and use a corporate seal.
- (iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

3. Appointment of Director

a. Appointment

Directors shall be appointed annually on a staggered basis by the City of Fountain Valley City Council to hold office until the expiration of his/her term; however, if any annual meeting is not held or the directors are not appointed at any annual meeting, they may be appointed at any City Council meeting held for that purpose. Each director, including a director appointed to fill a vacancy, shall hold office until expiration of the term for which appointed and until a successor has been appointed and qualified. Said annual appointment shall be in coordination with the Fountain Valley City Council's other appointments. Directors appointed to the board must live, work or serve the city of Fountain Valley.

b. Applications

The City of Fountain Valley will receive applications on an ongoing basis from volunteers who would like to serve on the Fountain Valley Community Foundation Board. Applications are available in the City Clerk's office located at 10200 Slater Avenue, Fountain Valley. The City Council makes appointments annually.

c. Premature Vacancies on Board

Whenever there is a vacancy in the office of one of the Directors, whether by reason of resignation, removal or death, the vacancy shall be filled by the City Council at any special or regular City Council meeting called for that purpose.

4. Term

The term of office of each director shall be for a term of two years. At all times, the terms of the appointed Directors shall be staggered so that approximately one half (1/2) of the Directors shall be appointed each year (i.e. 3 in one year and 4 in the next). Any director may be removed by a 2/3 majority vote by the Board of Directors.

5. Vacancies

a. Events causing vacancy.

A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:

(i) The death, resignation, or removal by the City Council of any director,

(ii) The declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a legally imposed duty under the California Nonprofit Corporation Law, or

(iii) The increase of the authorized number of directors.

(iv) If a member of the Fountain Valley Community Foundation absents him/herself from three consecutive regular meetings, unless by permission of the Foundation Board as expressed in its official minutes, or is convicted of a crime involving moral turpitude, his/her office shall become vacant and shall be so declared by the City Council.

b. Resignations

Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairman of the board, the president, the secretary, or the Board of Directors, unless the notice specifies for the resignation to become effective at a future time, the City Council may appoint a successor

to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly appointed director or directors in charge of its affairs.

BYLAW VIII MEETINGS

1. Compliance with Open Meeting Laws.
Meetings of the Board of Directors shall comply with the Ralph M. Brown Act (Government Code sections 54950 et. seq.)
2. Place of meetings; Meetings by telephone
Regular meetings of the Board of Directors may be held at any place within the City of Fountain Valley that has been designated, from time to time, by resolution of the board. Special meetings of the Board shall be held at any place within the City of Fountain Valley that has been designated in the notice of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting and said teleconferencing complies with all applicable provisions of the Ralph M. Brown Act. Approval of specific acts may be obtained by telephone roster call so long as such acts are later ratified at a meeting of the Board.
3. Annual Meeting
The Board of Directors shall hold a meeting for the purpose of organization, election of officers, and the transaction of other business. The Board shall, by resolution, adopt a time and place for the annual meeting; proper notice thereby shall be given to the Board members by the secretary.
4. Other Regular Meetings
Other regular meetings of the Board of Directors shall be held without call at such time as shall, from time to time, be fixed by the Board of Directors.
5. Special Meetings
 - a. Authority to call
Special meetings of the Board of Directors for any purpose may be called at any time by the chairman of the Board or the president, or any vice president, the secretary, or any two directors.
 - b. Notice
 - (i) Manner of giving

Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

(ii) Time Requirements

Notices sent by first class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery or telephone shall be delivered or telephoned at least 72 hours before the time set for the meeting unless an emergency meeting must be called as provided for in the Ralph M. Brown Act.

(iii) Notice

Notice shall also be provided in compliance with the Ralph M. Brown Act.

6. Quorum

A majority of the 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 regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Public Benefit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

BYLAW IX
COMMITTEES

The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of one or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may;

1. Fill vacancies on the Board of Directors or in any committee;
2. Amend or repeal Bylaws or adopt new Bylaws;

3. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
4. Appoint any other committees of the Board of Directors or the members of these committees;
5. Approve any transaction (1) to which the corporation is a party and one or more directors have a material financial interest; or (2) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

BYLAW X OFFICERS

1. Officers

The officers of the corporation shall be President, Vice President, Secretary, and Treasurer and such other officers as the Board of Directors may elect. Those officers shall serve without compensation. All officers except the Secretary shall be members of the Board of Directors. The Board may also elect a Chief Executive Officer who shall manage the day to day activities of the corporation as a salaried employee who shall not be a member of the board or an employee, officer or elected official of the City of Fountain Valley. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President or the Chairman of the Board.

2. Election of Officers

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article X, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board.

3. Subordinate Officers

The Board of Directors may appoint, and may authorize the chairman of the board or the president or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

4. Removal of Officers

Any officer may be removed, with or without cause, by the Board of Directors at any regular or special meeting of the Board or, except in the case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

5. Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect on the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

6. Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

7. Responsibilities of Officers

(a) Chairman of the Board

If such an officer be elected, the Chairman of the Board shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the Bylaws. If there is no president, the Chairman of the Board shall, in addition, be the Chief Executive Officer of the corporation and shall have the powers and duties prescribed in paragraph b, below.

(b) President

Subject to such supervisory powers as may be given by the Board of Directors to the chairman of the board, if any, the president shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the corporation. He/She shall preside at all meetings of the Board of Directors and, in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Directors. He/She shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws.

(c) Vice Presidents

In the absence or disability of the president, the vice presidents, if any in order of their rank as fixed by the Board of Directors or, if not ranked, a vice president designated by the Board of Directors, 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 upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Chairman of the Board.

(d) Secretary

The Secretary shall attend to the following:

(i) Book of minutes

The secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors and committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the names of those present at such meetings and the proceedings of such meetings.

(ii) Notices, seal and other duties.

The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be given. He/She shall keep the seal of the corporation in safe custody. He/She shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

(e) Treasurer

The Treasurer shall attend to the following:

(i) Books of Account

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Chief Financial Officer will also be responsible for the annual audit of the books. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and Disbursement of Money and Valuables

The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the president and directors, whenever they request it, an account of all of his/her transactions as chief financial officer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(iii) Bond

If required by the Board of Directors, the chief financial officer shall give the corporation a bond in the amount and

with the surety or sureties specified by the Board for faithful performance of the duties of his/her office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his/her death, resignation, retirement, or removal from office.

BYLAW XI INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. The corporation shall indemnify, defend and save harmless all directors and officers for all claims and potential liability arising from conduct by such director or officer while acting in a lawful board sanctioned manner on behalf of the corporation.
2. The Board of Directors may adopt a policy of reimbursement of expenses to directors, officers and employees for all out of pocket expenses expended on behalf of the corporation.
3. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any director, officer or other agent of the corporation against any liability asserted against or incurred by the director, officer or agent in such capacity or arising out of the person's status as such, whether or not this corporation would have the power to indemnify such person against that liability under the provisions of this section.

BYLAW XII RECORDS AND REPORTS

1. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS
The corporation shall keep at its principal executive office, the original or a copy of the Articles and Bylaws as amended to date, which shall be made available to each Board Member.
2. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS
The accounting books, records, and minutes of proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form. The minute and accounting books and records shall be open to inspection upon the written

demand of any Board Member at any reasonable time during usual business hours, for a purpose reasonably related to the Director's interest as a Director. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the corporation.

3. INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporation. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

4. ANNUAL REPORT

The annual report referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these Bylaws shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the corporation as they consider appropriate. However, the corporation shall provide to the Directors, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
3. The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year.
4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
5. Any information required by California Corporations Code Section 6322.

BYLAW XIII CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

BYLAW XIV
AMENDMENTS

These Bylaws may be amended in any manner consistent with the articles of incorporation and the California Nonprofit Public Benefit Corporation Law by a majority of the directors.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the Fountain Valley Community Foundation, a California Public Benefit corporation, and the above Bylaws, consisting of 12 pages, are the Bylaws of this corporation as adopted at a meeting of the Board of Directors held on January 15, 2015, in the City of Fountain Valley, State of California.



Rob Frizzelle, Secretary

As adopted by the Fountain Valley Community Foundation Board, January 15, 2015.

Yvan Cao, President

Glenn Grandis, Treasurer

Rob Frizzelle, Director

Steve Nagel, Director

Jo An Poirel, Director

Prem Balani, Director

Barbara Montz, Director