

**Cultural and Community Development Grant Application
FY 2014-15**

Event/Project/Organization
for which funds are requested: Promoting County Tourism: El Dorado County Trails Map

Event/Project Location: El Dorado County

Name of Organization: El Dorado Community Foundation and Friends of El Dorado Trails

Address of Organization: P.O. Box 1388, Placerville, CA 95667 - El Dorado Community
1364 Placerville, CA 95667- Friends of El Dorado Trails

Website: eldoradocf.org and eldoradotrail.com

Name of Contact Person: Sarah Henjum

Telephone Number: 530 919-1481

E-mail address: shenjum57@gmail.com

Total Amount Requested: \$5,000.00

RECEIVED
NOV 21 2014
BY: [Signature]

1. Briefly describe the event/project/organization for which funds are being requested:

The project will promote recreational tourism in El Dorado County through the use of a map which would feature our trail system, to include pedestrian/equestrian trails and recreational opportunities. The project will include design, printing and distribution of a comprehensive trail map.

2. If the request is being made for a specific event/project, please briefly describe the operating organization responsible for the event/project. If the organization has a managing board, please describe the make-up of the board and provide your board bylaws.

The El Dorado Community Foundation helps community members build permanent endowments for the community through the charitable giving of local people and organizations.

The Board is as follows:

Paul Zappettini – President and Finance Chair

Lois Patrick – Vice President and Grant Committee Chair

John Black – Past President

Georgianne Knight – El Dorado Hills Cabinet Chair

Karen Thomas – Secretary and Asset Development Chair

Mark Acri – South Lake Tahoe Cabinet Chair

Chris Reeg – Treasurer and Planned Giving Chair

Judith Dillon – Public Relations, Human Resources Chair

The Friends of El Dorado Trails, an organization of the El Dorado Community Foundation, is a group of local trail supporters who work cooperatively with the city and county to advocate, publicize and strategize on behalf of the trails on the Western Slope. It is the mission of the Friends of El Dorado Trail to complete the El Dorado Trail as an alternative transportation and recreation corridor of hiking, biking and equestrian trails, from El Dorado Hills to South Lake Tahoe.

The Board is as follows:

Sarah Henjum, President

Jackie Neau, Vice President

Jackie Kneeland, Treasurer

Carol Sellwood, Secretary

Mike O'Neill, Board Member

By-Laws attached

- 3. Briefly describe how Cultural and Community Development funds will be used, if awarded, and what percentage of the funds will go towards the actual event/project:**
One Hundred percent (100%) of the awarded funds for this project will be directly used for the development, printing and distribution of the trail and recreational map.

- 4. When will the event/project/program occur, and when would Cultural and Community Development funds be used, if awarded:**
Funding will help with the costs associated with map research and design beginning in February 2015. The map printing and distribution is to be completed by November 2015.

- 5. What is the target market for the advertising/promotional efforts and how will this target market be reached (please include details as to any advertising that will take place in and outside of the County and to encourage attendance from outside the County):**

The target market for this map will be the recreational hiker, cyclist and equestrian user, to include local residents and those visiting the County. Their ages will vary, but the personal experience and health benefits to enjoying a sporting activity along our beautiful trail corridors will be the driving force for the utilization of the trail and the need for a comprehensive map.

The printed versions of the map will be distributed to local retailers, tourism authorities, Chambers of Commerce, resorts, nonprofit organizations and public agencies. On-line applications of the map will be an important tool for reaching a social media audience to increase the map's exposure and broaden the market.

- 6. The Board of Supervisors wishes to encourage tourism, agriculture, and economic development in the County by supporting promotional, community, and cultural activities through the use of Cultural and Community Development funds. Please describe how the event/organization will support tourism, agriculture, community spirit, culture, and/or economic development.**

El Dorado County's economic development is in large part driven by tourism. Providing outside recreation encourages active adults and families visiting our County, to stay and enjoy our resources, which in turn boosts our local economies through their support of restaurants, retail shops and lodging facilities.

7. What goal is expected to be achieved from the use of Cultural and Community Development funds, if awarded (please detail expected increased tourism, overnight stays, economic impact, etc.), and how will this be measured:

- *Map distribution of printed trail maps throughout El Dorado County from November 2015 through December 2015.*
- *Online map will be available from November 2015 on dedicated web-sites.*

8. How will El Dorado County, as a sponsor of the event/project/organization, be recognized in promotional materials and at the event/project/organization:

- *Grantor name/logo shall appear on all printed maps located in highly visible Sponsor section*
- *Grantor name/logo shall appear on the online map version at Friends of El Dorado Trail website – eldoradotrail.com with a link to Grantor’s two websites - edcgov.us and eldorado.parkwatchreport.com*
- *Reciprocal link from Grantor’s web site to eldoradotrail.com*
- *Grantor will receive an initial Map inventory for their distribution purposes*
- *Grantor receives social media posts about their project participation*

9. Please provide any information on sponsorships for this event/project/organization:

El Dorado County Parks Division

Trail Advocates

El Dorado County Transportation Commission (EDCTC)

Equestrian Users Groups

Rail Advocates

All of these organizations and groups are dedicated advocates of the County’s recreational trails. Their continued support is the mainstay for trail maintenance and development within our County.

10. If Cultural and Community Development funds are awarded, will the amount be matched (either full or partial) and by what organization:

El Dorado County Transportation Commission (EDCTC) has received a grant award of \$50,000 to develop a bicycle transportation map and with a grant award from Cultural and Community Development funds, we will participate in this project by adding the recreational trails to the map.

HISTORY OF EVENT/PROJECT/ORGANIZATON

1. How long has this event/project/organization been in operation:

The El Dorado Community Foundation founded in 1990 and Friends of El Dorado Trail operates under this organization. Friends of El Dorado Trails' focuses on supporting the development and maintenance of the County's trails on the Western Slope.

2. What is the overall attendance (past and future anticipated) of the event/project/organization:

There is no direct attendance with this project, but indirect, due to use of the trails, event participation, lodging stays and retail sales as a result of this project's market reach. By having an online presence through social media, web-sites and reciprocal networks, this reach would be extended

3. Have Cultural and Community Development funds been received for this purpose in the past? If so, how much and when? If funds were received, please attach the Post-Event Report for this event.

No

BUDGET FOR EVENT/PROJECT

Please detail all revenue and expenditures associated with the event/project/organization for which funds are being requested (only include guaranteed funds, i.e. not the funds being requested that have not yet been approved).

Additionally, for private non-profit and public organizations, please include a copy of the most recently completed financial statement and a copy of the budget for the event or organization for which funds are requested.

Revenue for event/project:

1. Funding/Contributions:

Source	Amount
<i>Cultural and Community Development Funding</i>	<i>\$5,000.00</i>
<i>El Dorado County Transportation Commission - Active Transportation Program Grant</i>	<i>\$50,000.00</i>
Total:	<i>\$55,000.00</i>

2. Other earnings (i.e. admission fee, retained earnings, sale of products, etc.):

Type	Amount
<i>None at this time</i>	
Total:	

3. Describe any in-kind assistance/match funds you expect to receive from individuals, businesses or other community groups in support of this event/project/organization, which have not be confirmed or detailed above:

El Dorado County Transportation Commission – Active Transportation Program Grant- Bicycle Travel Opportunities Map Project

Expenditures

1. Expenditures for advertising and promotions (should correlate with revenue sources stated above):

<u>Expenditures</u> Item or service	<u>Cost:</u>	<u>Funded By</u>
<i>Design and Printing</i>	<i>\$3,000.00</i>	<i>Cultural and Community Development Funding</i>
<i>Design and Printing</i>	<i>\$45,000.00</i>	<i>EDCTC Grant</i>
<i>Publicity</i>	<i>\$2,000.00</i>	<i>Cultural and Community Development Funding</i>
<i>Publicity</i>	<i>\$3,000.00</i>	<i>EDCTC Grant</i>
<i>Distribution</i>	<i>\$1,000.00</i>	<i>Cultural and Community Development Funding</i>
<i>Distribution</i>	<i>\$1,000.00</i>	<i>EDCTC Grant</i>
Total:	\$55,000.00	

SUBMITTAL

The undersigned, declares that he/she has carefully examined the El Dorado County Cultural and Community Development Program and fully understands its contents and implications, and if funds are awarded the proposer will contract with the County to furnish the services as specified, in accordance with this grant application attached. The undersigned further attests that all information contained in this application is accurate to the best of his/her knowledge. Advertising funds are awarded, that proposer

Signature: *Juan A. Benjumea*

Title: *President*

Applicant Organization: *Friends of El Dorado Trail*

Date: *Nov. 21, 2014*

Submittal Requirements:

This original, signed Grant Application must be submitted by 5:00 p.m. on November 21, 2014, in person or by U.S. mail to El Dorado County, Office of Economic Development, 330 Fair Lane, Placerville, CA 95667. Applications submitted by mail must be **received** by 5:00 p.m. on November 21, 2014, postmarks by that date are not acceptable.

Any supporting documentation you wish to attach must also be submitted by 5:00 p.m. on November 21, and must be produced on standard letter-size paper (8 ½ x 11) single-sided, with no staples or binding. Paper clips and/or binder clips are acceptable. Submissions in any other size or format will not be accepted. If you wish to submit brochures or maps, they must be produced or copied onto standard letter-size paper.

Community organizations without formal non-profit status who are partnering with a non-profit organization must submit along with their Grant Application a letter from the non-profit organization, signed by the designated signing authority (President or Corporate Secretary) approving the partnership.

Copy of the Entity Status Letter (such as 501(c)(3) determination letter) issued by the Internal Revenue Service (IRS) must be attached to the Grant Application. The Entity Name must match the name of the grant applicant or the grant applicant's partner. If awarded grant funds, the check from the County will be issued to the Entity as named on the IRS Entity Status Letter. If you are partnering with a non-profit organization, the check will be issued to the non-profit organization.

Return Grant Application No Later than November 21, 2014 at 5:00 p.m. to:

**Chief Administrative Office
Attn: Economic Development
330 Fair Lane
Placerville, CA 95667**

INTERNAL REVENUE SERVICE
District Director

Department of the Treasury

c/o McCaslin Industrial Park
2 Cupania Circle
Monterey Park, CA 91755
Attn:EOG-4

Date: December 15, 1994

El Dorado Community Foundation
For Youth & Family Services
Raymond G. Ellis and Susan
J. Briscoe, POA
Orrick, Herrington & Sutcliffe
400 Sansome Street
San Francisco, CA 94111

Employer Identification Number:
68-0255556
Case Number:
954280058
Person to Contact:
B. Thornton
Telephone Number:
(213) 725-7002
Caveat Applies:
no

Effective Date:
September 29, 1994

Dear Applicant:

On December 31, 1991, we determined that you were exempt from Federal income tax because you were described under section 501(c)(3) of the Internal Revenue Code. Concurrently, it was determined that you could reasonably be expected to be an organization described in section 509(a)(1) and 170(b)(1)(A)(vi) and that during the advance ruling period you would be treated as an organization which is not a private foundation.

You were advised that at the end of your advanced ruling period you must establish with the Service that you were, in fact, an organization so described and that if you did not meet the requirements of section 509(a)(1) and 170(b)(1)(A)(vi) during the ruling period, you would be classified as a private foundation for future periods. You were also advised that for purposes of sections 507(d) and 4940 of the Code, you were considered to be a private foundation as of the effective date of your exemption under section 501(c)(3) of the Code.

Based on the information submitted, we have concluded that you do not qualify as an organization described in section 509(a)(1) and 170(b)(1)(A)(vi), and you have indicated your agreement to our conclusion by signing and returning Form 6018 - Consent to Proposed Adverse Action.

Accordingly, you are classified as a private foundation as of the date indicated in the heading of this letter.

Your exempt status under section 501(c)(3) of the Code is still in effect.

As a private foundation you are required to file a limited Form 990-PF for each year covered by your advance ruling. Complete only

El Dorado Community Foundation for Youth & Family Services

the general information at the top of the Form, column (B) of Part I, Part II and Part VII and pay all taxes due, with interest, as provided by law. If you file within 90 days from the date of this letter, you will not be subject to the penalty provisions of sections 6651 and 6652. Attach a statement to the returns explaining the you have reasonable cause for filing late (your advance ruling) and cite Revenue Procedure 79-8. 1979-1C.B., 487. The limited Forms 990-PF described in this paragraph should be filed with Internal Revenue Service Center for your area.

Since you are classified as a private foundation as of the date shown in the heading of this letter, all parts of Form 990-PF for your year ending June 30, 1994 must be completed. However, the figures for column (C) of Part I, Part VIII, Part IX, Part XI and part XII (if applicable) and your answers to the questions in part V should reflect only the period beginning on the above date and ending on the last day of your tax year. Form 990-PF for subsequent years should be completed and filed according to instructions for those Forms.

If you have any questions, please contact the person whose name and address are shown in the heading of this letter.

Thank you for your cooperation.

Sincerely Yours,

A handwritten signature in dark ink, appearing to read "Richard R. Orosco", written in a cursive style.

Richard R. Orosco
District Director

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
EL DORADO COMMUNITY FOUNDATION**

ARTICLE 1

The name of this corporation is the El Dorado Community Foundation.

ARTICLE II

- A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.
- B. The specific and primary purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Code (the "Code").

ARTICLE III

- A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, this corporation shall only carry on or engage in any activities permitted either by: (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (2) corporation contributions which are deductible under the Code.
- B. Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation 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.

ARTICLE IV

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member (if any) of this corporation, or to the benefit of any private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and that has established its tax exempt status under Section 501(c)(3) of the Code.

RESOLUTIONS OF THE BOARD OF DIRECTORS
OF THE
EL DORADO COMMUNITY FOUNDATION

WHEREAS this Board of Directors has determined that it is in the best interests of this corporation to amend and restate its Articles of Incorporation and its Bylaws,

NOW, THEREFORE, IT IS RESOLVED that the Articles of Incorporation and Bylaws of this corporation are hereby amended and restated to read as set forth in the Amended and Restated Articles of Incorporation and Amended and Restated Bylaws reviewed at this meeting, copies of which the Secretary of this corporation is hereby directed to file with the minutes of this meeting; and

RESOLVED FURTHER that the President and the Secretary of this corporation are hereby authorized and directed to execute, and to file or cause to be filed with the California Secretary of State, a Certificate of Amendment and Restatement of Articles of Incorporation for this corporation, reflecting the amendments in the preceding resolution.

**AMENDED AND RESTATED
BYLAWS
OF THE
EL DORADO COMMUNITY FOUNDATION**

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**AMENDED AND RESTATED
BYLAWS
OF THE
EL DORADO COMMUNITY FOUNDATION**

**ARTICLE I
PRINCIPAL OFFICE**

The principal office of the El Dorado Community Foundation (“Foundation”) shall be located in El Dorado County, California.

**ARTICLE II
PURPOSES**

This Foundation exists for charitable and educational activities. It solicits, receives, and maintains voluntary contributions, and develops resources, funding, and community support for the residents of El Dorado County.

**ARTICLE III
COMMUNITY FOUNDATION**

This Foundation is organized to serve as a community foundation to operate within, and for the benefit of the residents of El Dorado County, California. As such, this Foundation shall have the power to accept and administer component funds or trusts, as permitted by Treasury Regulations, and this Foundation shall comply, in all respects, with the Treasury Regulations governing community trusts.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. Corporate Powers; Exercise by Board.

- A. Generally. This Foundation shall have powers to the full extent allowed by law. All powers and activities of this Foundation shall be exercised and managed by the Board of Directors of this Foundation directly or, if delegated, under the ultimate direction of the Board.
- B. Board Powers Required by Treasury Regulations Governing Community Foundations. The Board shall be committed to exercise all of the powers described in Treasury Regulations dealing with component funds or trusts, in the best interests of this Foundation.

Section 2. Number and Qualifications of Directors.

The number of directors shall be not less than three (3), nor more than twenty-five (25) (including officers, who must be members of the Board).

Ideally, members of the Board will be residents of El Dorado County. However, non-county residents with historical, business, or property interests in El Dorado County can also be considered for Board positions.

Members of the Board shall be chosen for their willingness and ability to effectively contribute to and support the objectives of the Foundation. It is the intent of these Bylaws that the Board represent the broad interests of the community rather than the personal or private interests of a limited number of donors or other individuals. Each Director shall be required to actively participate in the business of the Foundation.

Section 3. Election of Directors. At the annual meeting of the Board of Directors, the Board shall elect successors for board members whose terms shall expire prior to the next annual meeting of the Board. Directors shall be elected by vote of the Board of Directors from a slate of nominees meeting the qualifications specified in Section 2 of this Article. Board members may also be nominated and elected at other times during the year.

Section 4. Limitations on Interested Persons. At all times, not more than 49% of the directors of this Foundation may be interested persons. An interested person means either:

- A. any person currently being compensated by this Foundation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or
- B. any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 5. Terms of Office of Directors.

The term of office of a member of the Board shall be three (3) years. No director shall serve more than three (3) consecutive terms. In the event a director completes three (3) consecutive terms, and is in the middle of a term as an officer of the Foundation, that director's third term may be extended to allow that director to complete the remaining term as an officer.

If a director is elected to the Board mid-year, that director will serve the balance of that year and then begin to serve a three-year term commencing on January 1 of the year following the mid-year election.

After serving three (3) consecutive terms, the Board may appoint a person as a Director Emeritus who would retain all rights and privileges, including attending meetings. However, a Director Emeritus does not have any voting rights.

Section 6. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the Board, in the manner provided in this Article for the unexpired portion of the term.

Section 7. Resignation of Directors. Resignations shall be effective upon receipt of a written communication by the President, the Secretary, or the Board of Directors of this Foundation, unless a later effective date is specified in that written communication.

Section 8. Removal of Directors. A majority of the directors then in office may remove any director at any time, with or without cause.

Section 9. Regular Meetings. Regular meetings of the Board shall be held at least quarterly.

Section 10. Annual Meetings. The annual meeting of the Board of Directors shall be held in the month of November each year, at a day, hour, and place as may be designated by the Board. At such meeting, the Board shall elect the directors and officers of the Foundation whose terms would commence on January 1 of the following year.

Section 11. Special Meetings. Special meetings of the Board of Directors may be called by the Secretary at the request of the Board, the President, or any three Directors.

Section 12. Place of Meetings. All meetings of the Board shall be held at the principal office of the Foundation or such other place within the State of California as the President or the Directors requesting such a meeting shall designate.

Section 13. Notice. Notice of the annual meeting, regular meetings, and any special meetings of the Board of Directors shall be mailed to each director at least five (5) business days before any such meeting if given by first-class mail or delivered at least five (5) days before any such meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. The notice shall state the date, place, and time of the meeting.

Section 14. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each absent Board member entitled to vote at the meeting for that purpose signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 15. Quorum. A majority of the number of directors then in office shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws or in the California Nonprofit Public Benefit Corporation Law. 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 simple majority of the required quorum for such meeting or such greater number as is required by these Bylaws.

Section 16. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all available members of the Board individually provide written consent or ratify such action. Any such written consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of such directors. If a Board member is disabled or is otherwise unavailable to provide a written consent within 30 days of a request for ratification/consent to Board Members, the remaining Board members can ratify the said action. Any certificate or other document filed on behalf of the Foundation relating to an action taken by the Board without a meeting shall state that the action was taken by a written consent of the Board without a meeting, and that the Bylaws of this Foundation authorize its Directors to so act.

Section 17. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

- A. each director participating in the meeting can communicate with all of the other directors concurrently;
- B. each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to a specific action to be taken by the Foundation; and
- C. this Foundation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board or otherwise, and (ii) all motions, votes, or other actions required to be made by a director were actually made by a director and not by someone who is not entitled to participate as a director.

Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

Section 18. Standard of Care.

- A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this Foundation and

with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

1. one or more officers or employees of this Foundation whom the director believes to be reliable and competent as to the matters presented;
2. counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
3. a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence.

Except as provided in Article VII below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a Foundation, or assets held by it, are dedicated.

Section 19. Conflicts of Interest. The Board shall promulgate written policies regarding conflicts of interest related to its own members and salaried persons of the Foundation. Such policies shall be consistent with the standards of conduct set forth in California Corporations Code and shall ensure, without limitation: (a) full disclosure of financial interests and involvement in transactions where a conflict of interest is a possibility; and (b) avoidance of potential conflicts of interest in choosing new board members. Additionally, such policies shall impose upon each director the responsibility to be alert to possible conflicts and shall require that each director declare his or her absence of conflict of interest on a declaration form provided for that purpose, or where a director has a conflict of interest, require that such director disqualify itself from the decision-making process.

Section 20. Voting Rights. Each member of the Board of Directors shall be entitled to one vote on each matter before the Board. There shall be no voting by proxy.

Section 21. Director Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this Foundation. 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. However, any copying of documents shall require the director to maintain the confidentiality or privacy of said documents. The right of inspection shall be reasonable and shall be made only after written request to the Board of Directors thirty (30) days in advance of

the requested inspection. No individual shall be entitled to inspect the books and records of the Foundation more than once every thirty (30) days.

Section 22. Compensation of Directors. Members of the Board of Directors will serve without compensation. The Board may authorize, by resolution, reimbursement or advance of actual and reasonable expenses incurred as a director, including expenses of attending meetings of the Board and Board Committees.

ARTICLE V COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees to serve at the pleasure of the Board. Committees of the Board shall be referred to as either standing, special, or advisory. Appointments to any Board Committee shall be made by any method determined by a majority vote of the directors then in office.

Any recommendation/action by each such Board Committee shall be reported to the Board of Directors at its next meeting succeeding such action and shall be subject to control, revision, and alteration by the Board.

Where it is not reasonably practical to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements of Section 3 of Article VII of these Bylaws; provided that, at its next meeting, the full Board: (1) determines, in good faith, that the Board Committee's approval of the transaction was consistent with the requirements in Section 3 of Article VII and that it was not reasonably practical to obtain advance approval by the full Board; and (2) ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

Section 2. Standing Committees. The Board of Directors shall establish one or more Standing Committees of the Board, including, but not limited to Finance, Audit, Grants, Human Resources, Planned Giving, Asset Development, and Public Relations. The members of any Standing Committee shall consist of at least three directors and additionally may consist of non-directors. Committee members shall be appointed by the Board of Directors. Standing Committees shall make recommendations to the Board or Board Committees and implement Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Special Committees. Special committees, including Cabinets at South Lake Tahoe and other locations, may be established by the Board of Directors. The members of any Special Committee shall consist of at least one director and additionally may consist of non-directors. The members of any Special Committees will be appointed by the Board of Directors. Special Committees will be dissolved by the Board of Directors upon completion of committee activity. Special Committees will make recommendations to the Board or Board Committees and

implement Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 4. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee shall consist of at least three directors and additionally may consist of non-directors. The members of the Advisory Committees shall be appointed by the Board of Directors. Advisory committees shall make recommendations to the Board or Board Committees, and implement Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 5. Executive Committee.

The Executive Committee shall consist of the officers of this Foundation and other individuals designated by the President. The Committee shall meet as often as necessary to accomplish its responsibilities. Executive Committee meetings may be attended by other members of the Board who are not members of the Executive Committee. However, only members of the Executive Committee shall have the power to vote on the decisions of that committee.

The Executive Committee may be given all the authority of the Board, except for the powers to:

- A. set the number of directors within a range specified in these Bylaws;
- B. elect directors or remove directors without cause;
- C. fill vacancies on the Board of Directors or on any Board Committee;
- D. fix compensation of directors for serving on the Board or any Board Committee;
- E. amend or repeal these Bylaws or adopt new Bylaws;
- F. adopt amendments to the Articles of Incorporation of this Foundation;
- G. amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- H. create any other Board Committees or appoint the members of any Board Committees; or
- I. approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this Foundation.

Section 6. Meetings.

- A. Of Board Committees. Meetings and actions of Board Committees shall be governed by in accordance with the provisions of these Bylaws concerning

meetings and actions of the Board of Directors. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

- B. Of Advisory and Special Committees. Advisory and Special Committees shall record and file meeting minutes with the Secretary of the Board.
- C. Of Board of Directors, Board Committees and Advisory Committees. All meetings of the Board of Directors and Board Committees shall be governed by Roberts Rules of Order.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of this Foundation shall be a President, a Vice President, a Secretary, a Treasurer, and a Past President. The Foundation may also add, at the discretion of the directors, such other officers as may be appointed by the Board of Directors, each of whom shall have such power and duties as the Board may determine from time to time. Any number of officers may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President of the Board. The officers of this Foundation must be directors and shall serve without remuneration.

Section 2. Election and Terms of Office. The officers of this Foundation shall be elected by the Board of Directors at its annual meeting as provided in Article IV, Section 10, and the officers shall take office the following January 1, provided the officers continue to be Board Members on that date. Each officer shall serve a term of two (2) years.

Section 3. Removal. Any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors. Such removal shall not affect the officer's status as a director.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this Foundation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by 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 this Foundation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. President. The President shall be the Chief Executive Officer of this Foundation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this Foundation. The President shall preside at all meetings of the Board of Directors. The President shall provide advice and counsel to the Foundation and its Board. The President shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers and duties as may be

prescribed by the Board or these Bylaws. The President may delegate any of his or her powers to the Vice President.

Section 7. Vice President. The Vice President shall, at the request of the President or in the President's absence, carry out the duties of the President and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this Foundation, and shall have such other powers and duties as may be prescribed by the Board, the President, Board Committees or these Bylaws. The Board may appoint such assistant secretaries as deemed appropriate, each of whom shall have authority to sign documents on behalf of and in the absence or unavailability of the Secretary.

Section 9. Treasurer. The Treasurer shall keep and maintain or cause to be maintained adequate and correct accounts of the properties and business transactions, of the Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. All monies and other valuables shall be deposited in the name and to the credit of the Foundation with such depositories as may from time to time be designated by the Board. The funds of the Foundation shall be disbursed upon the check or drafts of the Foundation signed in accordance with the order of the Board. The Treasurer shall render quarterly accountings of the financial condition of the Foundation and shall perform all other duties required of him or her by the President, the Board of Directors and Board Committees pertaining to his or her office or incident to the position of Treasurer.

Section 10. Past President. The Past President shall, at the request of the President, provide information and history to the President and the Board, in order to aid in the orderly transition of Officers and in the decision-making process.

Section 11. Executive Director.

The Board shall also select and appoint an Executive Director who shall be the Chief Operating Officer of the Foundation and shall be the Board's direct executive representative in the management of the Foundation. The Board of Directors shall have the sole power to terminate the services of the Executive Director.

The Executive Director shall be given the necessary authority and responsibility to operate the Foundation in all of its activities, subject to the following: with respect to policy development, program planning and community relations, he or she shall be subject to such policies as may be adopted and such orders as may be issued by the Board; and with respect to program execution and overall management performance, he or she shall be subject to the authority of and shall report to the Board of Directors. He or she shall act as a duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to so act. The Executive Director is not a member of the Board and shall not be a voting member of any Standing or Special Committees.

ARTICLE VII PROHIBITED TRANSACTIONS

Section 1. Loans. Except as permitted by the California Non-profit Public Benefit Corporation Law, this Foundation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this Foundation may advance money to a director or officer of this Foundation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions. Except as provided in Section 3 below, the Board of Directors shall not approve, or permit the Foundation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this Foundation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233 (b).

Section 3. Approval. This Foundation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This Foundation may also engage in a self-dealing transaction if the Board determines, before the transaction, that

- A. this Foundation is entering into the transaction for its own benefit;
- B. the transaction is fair and reasonable to this Foundation at the time; and
- C. after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent allowed by the California Nonprofit Public Benefit Corporation Law, this Foundation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238 of that law. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. To the fullest extent allowed by Section 5238 of the California Nonprofit Benefit Corporation Law, and except as otherwise determined by the Board of Directors in specific instances, the Board shall authorize the advance of expenses incurred by or on behalf of an agent of this Foundation in defending any proceeding prior to final disposition, if the Board finds that:

- A. the requested advances are reasonable in amount under the circumstances; and
- B. before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

Unless the Board finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation create thereby.

Section 4. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this Foundation's power to indemnify the agent under law.

ARTICLE IX MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this Foundation shall end each year on December 31.

Section 2. Contracts, Notes and Checks. All contracts entered into on behalf of the Foundation must be signed by the person duly authorized by resolution of the Board of Directors to execute such documents. Except as otherwise provided by law, every check drawn on the Foundation account(s) shall be signed in accordance with the following guidelines:

- (a) Any check \$2,000 and under may be signed by one duly authorized representative of the Foundation.
- (b) Any check over \$2,000 must be signed by two duly authorized Representatives of the Foundation.

(c) Any check payable to the Executive Director of the Foundation must be signed by two duly authorized representatives of the Foundation other than the Executive Director.

Section 3. Annual Reports to Directors. Within 120 days after the end of this Foundation's fiscal year, the President shall furnish a written report to all directors of this Foundation containing the following information:

- A. the assets and liabilities, including the trust funds of this Foundation, 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 this Foundation, both unrestricted and restricted for particular purposes for the fiscal year;
- D. the expenses or disbursements of this Foundation, for both general and restricted purposes, for the fiscal year;
- E. any transaction during the previous fiscal year involving \$50,000.00 or more between this Foundation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this Foundation or its parent or subsidiaries, if any, and the amount and circumstances of any indemnification's or advances aggregating more than \$10,000.00 paid during the fiscal year to any director or officer of this Foundation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this Foundation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing 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 this Foundation that such statements were prepared without an audit from the books and records of this Foundation.

Section 4. Common Reports. All periodic financial reports or other reports similar in nature shall be prepared in accordance with generally accepted accounting principles. Such reports shall treat all of the funds which are held by the community trust, either directly or in component parts, as funds of the organization.

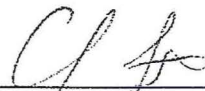
Section 5. Amendments. Once adopted, these Bylaws may be amended or new Bylaws may be adopted by action of the Board at any regular or special meeting called for that purpose. The vote of a majority of the directors then in office or the unanimous written consent of the directors shall be required to adopt a bylaw amendment.

Section 6. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, Charlie Stephens, certify that I am presently the duly elected and acting Secretary of El Dorado Community Foundation, a California nonprofit public benefit corporation, and that the above Bylaws consisting of 13 pages, are the Amended and Restated Bylaws of this Foundation as adopted by the Board of Directors on the 25th day of July, 2013.

DATED: Aug 2, 2013



Charlie Stephens, Secretary

Bylaws of

Friends of El Dorado Trails

ARTICLE I NAME

The name of this organization, of the El Dorado Community Foundation (501(C)(3)), shall be the "Friends of El Dorado Trails"

ARTICLE II PURPOSES

1. Non-profit membership organization committed to promoting, protecting, developing, building and maintaining the El Dorado Trail and community trails on the Western Slope of El Dorado County.
2. The purposes of the Friends El Dorado Trails are:
 - A. To solicit, receive, administer, and disburse monies, gifts, legacies, devises and conveyances for real and personal property for the purposes of acquiring, developing and maintaining non-motorized trails on the western slope of El Dorado County.
 - B. To bring together members of the community to encourage strong public support for trails within El Dorado County.
 - C. To coordinate the efforts of community volunteers in activities that protect, preserve, and enhance the natural resources and public amenities of El Dorado County trails and develop stewardship for its future.
 - D. To promote trails for the health of residents and economic viability of communities.
 - E. To maintain for charitable and public purposes, a tax exempt, non-profit organization, independent from government, yet working with local governments, community groups, and other organizations with similar goals.

ARTICLE III BOARD OF DIRECTORS

1. GENERAL POWERS. The affairs of this organization shall be managed by its board of directors. The board of directors shall elect or choose all board members, officers, and, if desired, an executive director of the organization.

4. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which there is a quorum shall be the act of the board of directors unless the act of a greater number is required by law or these bylaws.
5. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the board of directors may be taken without a meeting if a majority of the current board members individually or collectively consent in writing to the action. Such action by written consent shall have the same force and effect as a vote of the board members. Such written consent or consents shall be filed with the minutes of the subsequent board meeting.

ARTICLE V OFFICERS

1. OFFICERS. The officers of the organization shall be president, vice president, treasurer, secretary, and a director at large, and shall be members of the board of directors.
2. ELECTION AND TERM OF OFFICERS. The officers of the organization shall be elected by the board of directors at the fall Board meeting. . Each officer shall hold office until his or her successor has been duly elected and installed. Terms shall be 2 years with no limit on the number of terms.
3. RENEWAL AND RESIGNATION. Any officer may resign or may be removed for cause by the board of directors at any time. Vacancies shall be filled by appointment through a majority vote of the board of directors, except in the case of the removal, resignation, or death of the president, in which case the vice president succeeds to the presidency. In the event of a vacancy to any office other than that of the president, such vacancy may be filled temporarily by appointment by the president, until such time as the board shall meet to fill the vacancy.
4. FEES AND COMPENSATION. An officer shall not receive compensation or fees for service.

ARTICLE VI DUTIES OF OFFICERS

1. PRESIDENT
 - A. The president shall preside as chair at all meetings of the board of directors.
 - B. Except as otherwise provided by these bylaws, or through delegation by the board of directors to another board member or executive director, the president shall, in the name of the organization, execute such deeds, mortgages, bonds, contracts, checks, and drafts as co-signee with the treasurer or other

3. Standing Committees

Finance Committee

- Solicit financial contributions, in-kind donations and financial sponsors.
- Develop fundraising ideas.
- Draft an annual budget for the Board of Directors.

Membership

- Promotes membership in the organization
- Solicits benefits of membership
- Maintains list and contact info of members

Grants Committee

- Review all proposals
- Make recommendations for funding
- Review and make recommendations on Request for Proposals (RFP's)

Communications Committee

- Maintain web presence
- Prepares newsletters for members
- Prepare press releases
- Develop and distribute brochures as needed

Trail Stewardship

- Makes recommendations to the board on funding needs for various trails
- Maintains maps, planning documents, use data and all other documents related to trails or potential trails
- Maintains liaison with public and private trail managers and keeps current on trail needs and issues

4. Ad hoc Committees.

The president may from time to time appoint special ad hoc committees.

ARTICLE IX INDEMNIFICATION

1. To the extent that a person who is, was, a director, officer, employee, or other agent of this organization has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against the person by reason of the fact that he or she is, or was, an agent of the organization, or has been successful in defense of any claim, issue, or matter, that

5. NONDISCRIMINATION. The board members, officers, committee members, employees, and others served by this organization shall be selected entirely on a nondiscriminatory basis with respect to age, sex, sexual orientation, race, religion, and national origin.
6. FISCAL YEAR. The fiscal year of the organization shall be January 1 through December 31.
7. The Fiscal Agent for the organization shall be the El Dorado Community Foundation.

Approved March 18, 2014
Sarah A. Henjum