

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

Event/Project/Organization

for which funds are requested: Clean Tahoe Program - South Tahoe's Spring Clean 2015

Event/Project Location: neighborhoods throughout South Tahoe

Name of Organization: Clean Tahoe Program

Address of Organization: 2074 Lake Tahoe Blvd., Suite #6, South Lake Tahoe, CA 96150

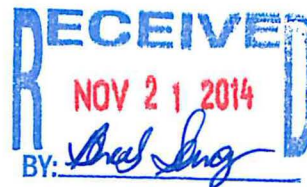
Website: www.clean-tahoe.org

Name of Contact Person: Catherine Cecchi

Telephone Number: 530-544-4210

E-mail address: catherine@clean-tahoe.org

Total Amount Requested: \$3,000



Organization:

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

Clean Tahoe's two field crew members regularly tour each neighborhood in South Tahoe and remove litter and illegally dumped items that are visible from the roadway. In many cases, however, litter accumulates in between regular cleanings and is unsightly and harmful to local wildlife. In addition, litter is most visible in the springtime, as the winter snow begins to melt.

In order to ensure we start the summer off with a beautiful, litter-free town, and to encourage residents to help clean their community on a more regular basis, Clean Tahoe is proposing to organize **South Tahoe's First Annual Spring Clean**, a volunteer cleanup event, on Saturday, June 13, 2015.

We will recruit and organize volunteers to clean various neighborhoods throughout South Tahoe. We have identified ten priority areas to be included in the event, and will also include other neighborhoods based on interest expressed by willing volunteers.

In addition to the volunteers, we will recruit "neighborhood leaders" who will be responsible for a group of volunteers in a certain location. We will provide training for the neighborhood leaders and provide supplies for all volunteers, including trash bags and buckets, trash grabbers, gloves, and safety vests. In addition, we will ask volunteers to document what types and quantities of litter is picked up, so that we can provide detailed data after the event. Clean Tahoe will also provide refreshments and a post-event volunteer appreciation lunch for all participants.

South Tahoe's First Annual Spring Clean will serve as a valuable event for our community; it encourages community spirit and pride by bringing together volunteers and it keeps our community looking clean and attractive so that all residents and visitors can enjoy our beautiful surroundings.

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 Clean Tahoe Program is a non-profit organization dedicated to keeping the El Dorado County portion of the Lake Tahoe Basin clean and litter free. Last year, our two field crew workers picked up 602 cubic yards of litter and debris in the City and County areas of South Lake Tahoe. We keep the area as clean as possible through weekly routine cleanups, and we educate residents and visitors about appropriate garbage containment. Attached is a current list of Clean Tahoe Board members as well as our Bylaws.

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:

If awarded, Cultural and Community Development funds will be used to promote the event and recruit volunteers, to purchase necessary supplies for the cleanup event, and to provide a volunteer appreciation lunch after the cleanup efforts. 100% of grant funds will go towards the actual event.

4. When will the event/project/program occur, and when would Cultural and Community Development funds be used, if awarded:

South Tahoe's First Annual Spring Clean will occur on June 13, 2015. The funds will be used from approximately March 2015 - June 2015 to purchase supplies and refreshments and to promote the event in local media outlets.

Organization:

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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 promoting the Spring Clean is South Tahoe residents, service clubs, volunteer groups, and corporate volunteer clubs. We will also target second homeowners. Advertising will include flyers in local businesses, website and social media outreach, radio spots on KRLT and KTHO, newspaper articles, online news advertisements, and local television appearances. We will also include announcements about the event in Clean Tahoe's e-newsletter which is distributed to 400 community members and those who have volunteered for cleanup events in the past.

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.

By bringing residents together with a common goal of improving our community, this event will undoubtedly generate a sense of community pride and spirit to all who participate. It also will contribute to the economic development of El Dorado County through the improvement of the visual environment for visitors. While it is difficult to quantify an exact price on the value of a clean and litter-free community, there is no doubt that visitors who come to South Tahoe will be more likely to return if they have a pleasant experience, and visiting an attractive, clean community is an important factor for many of our visitors.

In addition, as part of the event, Clean Tahoe will provide education about ensuring animals do not have access to household trash and we will provide information about retailers that sell bear-resistant trash containers, thereby generating business for local hardware stores.

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:

We are committed to recruiting at least 200 volunteers to participate in the event, and will use the event as an opportunity to kick off a neighborhood team leader program where residents can volunteer on a more regular basis.

In addition to the goals of engaging the community, we expect to remove in excess of 1,000 pounds of litter from our streets and neighborhoods. Volunteers will record how much and what type of trash is picked up so that we can better understand where the litter is coming from and how we can prevent the spread of litter in our community in the future.

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:

As a sponsor of the event, El Dorado County's logo will be placed on the event flyer and the County will be

Organization:

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mentioned as a primary sponsor in other promotional materials including newspaper articles and ads, radio spots, and television appearances. In addition, the County will be highlighted as a sponsor in our post-event thank you letters submitted to the local newspapers in South Lake Tahoe.

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

In addition to this grant application, the Clean Tahoe Program has applied for a grant from the El Dorado Community Foundation to support this event. If enough funding is secured to host the event, we will ask for additional sponsorships from South Tahoe Refuse (to cover the cost of disposing of the litter that is collected), and from local cafes and restaurants for refreshments and lunch for our volunteers.

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

As mentioned above, Clean Tahoe has also applied for a grant from the El Dorado Community Foundation to support the event. In addition, Clean Tahoe will be providing our staff time to coordinate the event and will also be providing approximately \$2,932 in funding that we receive from the City of South Lake Tahoe's Clean Community Fund to match the Cultural and Community Development grant funding.

HISTORY OF EVENT/PROJECT/ORGANIZATON

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

This will be the first annual South Tahoe Spring Clean. However, the Clean Tahoe Program has been in operation since the late 1980s and has organized a number of volunteer cleanup events over the years.

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

We expect to recruit between 200-300 volunteers for this event.

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, we have not received Cultural and Community Development funds for this event in the past.

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
There are no guaranteed funds for this event yet	
* (see attached project budget for projected revenue and expenditures)	
Total:	

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

Type	Amount
None	
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:

We plan to request event sponsorship from South Tahoe Refuse to cover the cost of disposing of the trash and debris that is collected. In addition, we will request donations from local cafes and restaurants for refreshments and lunch for our volunteers.

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>
No direct funding secured at this time		
* See projected expenditures in attached budget		
Total:		

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: *Arthur C. Cullen*
Title: *Executive Director*
Applicant Organization: *Chau Tahoe Program*
Date: *11/19/14*

Project Budget - South Tahoe's 2015 Spring Clean

Revenue	Total Revenue	Cultural & Community Development Grant
Grants	\$ 5,000.00	\$ 3,000.00
City of South Lake Tahoe Clean Community Fund	\$ 2,932.00	
Total Revenue	\$ 7,932.00	\$ 3,000.00
Expenses	Total Expenses	Grant Request
Cleanup Supplies for Volunteers		
safety vests (quantity 200)	\$ 500.00	\$ 250.00
bags (quantity 400)	\$ 200.00	\$ -
trash grabbers (quantity 100)	\$ 1,500.00	\$ 1,000.00
buckets (quantity 100)	\$ 400.00	\$ 200.00
gloves (quantity 200)	\$ 525.00	\$ 250.00
Advertising & Marketing		
Newspaper	\$ 200.00	\$ 100.00
Radio	\$ 500.00	\$ 300.00
Online News	\$ 500.00	\$ 250.00
Printing & Copying - fliers & posters	\$ 250.00	\$ 200.00
Volunteer Appreciation - Refreshments & Lunch	\$ 750.00	\$ 450.00
Staff Salaries & Wages	\$ 2,307.00	
Contract services - graphic designer	\$ 300.00	\$ -
Total Expenses	\$ 7,932.00	\$ 3,000.00

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **AUG 1 92010**

CLEAN TAHOE PROGRAM
C/O DENNIS CRABB
591 TAHOE KEYS BLVD SUITE D-8
SOUTH LAKE TAHOE, CA 96150

Employer Identification Number:
68-0339531
DLN:
600222074
Contact Person:
RACHEL M LEIFHEIT ID# 31617
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
September 30
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
December 23, 2009
Contribution Deductibility:
Yes
Addendum Applies:
Yes

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

Letter 947 (DO/CG)

CLEAN TAHOE PROGRAM

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

A handwritten signature in cursive script that reads "Robert Choi".

Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Publication 4221-PC

Letter 947 (DO/CG)

CLEAN TAHOE PROGRAM

ADDENDUM

You were previously exempt under Section 501(c)(4). The effective date of your exemption under Section 501(c)(3) begins December 23, 2009. Contributions to your organization are deductible by the donors beginning December 23, 2009.

Letter 947 (DO/CG)

clean
TAHOE
p r o g r a m



Board of Directors: 2014-2015

Michael Phillips, President

member-at-large

Natalie Yanish, Vice President

appointed by the South Tahoe Board of Realtors

Jim Beattie, Treasurer

appointed by the Chamber of Commerce

Ginger Huber,

appointed by El Dorado County

Peter Spellman

appointed by El Dorado County

Kelly Spears

appointed by the City of South Lake Tahoe

George Alm

appointed by the City of South Lake Tahoe

**Clean Tahoe Program
 Balance Sheet
 As of November 1, 2014**

	<u>Nov 1, 14</u>
ASSETS	
Current Assets	
Checking/Savings	
EldoradoSav-Checking Acct-1...	50,763.04
El Dorado Savings-Savings 1517	31,098.28
Petty Cash-Misc	1,390.38
Total Checking/Savings	83,251.70
Accounts Receivable	
Accounts Receivable	7,248.90
Total Accounts Receivable	7,248.90
Other Current Assets	
Prepaid Insurance	1,450.00
Prepaid Security Deposit	1,000.00
Suspense	353.75
Total Other Current Assets	2,803.75
Total Current Assets	93,304.35
Fixed Assets	
Equipment Asset	
Equipment	45,401.50
Equipment Accum. Depreciation	-44,538.66
Total Equipment Asset	862.84
Furniture & Fixtures Asset	
Furn/Fixtures	1,104.08
Furn/Fixtures-Acc Depreciation	-1,104.08
Total Furniture & Fixtures Asset	0.00
Vehicle Asset	
2002 Ford Truck	35,100.70
Vehicle Accum. Depreciation	-33,804.00
Total Vehicle Asset	1,296.70
Total Fixed Assets	2,159.54
TOTAL ASSETS	95,463.89
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	-884.79
Total Accounts Payable	-884.79
Other Current Liabilities	
Payroll Liabilities	
CA SDI	96.99
CA W/H	193.72
FED W/H	615.00
FICA	1,202.50
FUTA	40.08
Medicare	281.24
Payroll Liabilities - Other	28.05
Total Payroll Liabilities	2,457.58
Total Other Current Liabilities	2,457.58
Total Current Liabilities	1,572.79
Total Liabilities	1,572.79
Equity	
Unappropriated Fund Balance	107,328.29

10:22 AM
11/12/14
Accrual Basis

Clean Tahoe Program
Balance Sheet
As of November 1, 2014

	<u>Nov 1, 14</u>
Net Income	<u>-13,437.19</u>
Total Equity	<u>93,891.10</u>
TOTAL LIABILITIES & EQUITY	<u><u>95,463.89</u></u>

BY-LAWS OF THE CLEAN TAHOE PROGRAM

ARTICLE 1 RECITALS AND DEFINITIONS

Section 1.1 Name of Corporation

The name of this corporation shall be **THE CLEAN TAHOE PROGRAM** and shall be referred to herein as the "Corporation."

Section 1.2 Corporation is Nonprofit

This Corporation has been formed pursuant to the California Nonprofit Public Benefit Corporation Law as a public benefit corporation.

Section 1.3 Specific Purpose

The specific and primary purpose of this Corporation shall be to: *Enhance the visual quality of our environment through community education, citizen involvement, and enforcement of litter and nuisance abatement ordinances.*

ARTICLE 2 PRINCIPAL OFFICE

Section 2.1 Location of Principal Office

The principal office of the Corporation is fixed and located in South Lake Tahoe, El Dorado County, California. The Board of Directors is granted full power and authority to change the principal office of the Corporation to another location anywhere in El Dorado County.

ARTICLE 3 MEMBERSHIP

Section 3.1 Members of the Corporation

The Corporation shall have no members unless and until this section is amended by the Board of Directors to create a class or classes of members and create and assign voting and other rights to any such members.

ARTICLE 4 BOARD OF DIRECTORS

Section 4.1 General Corporation Powers

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, any limitations in the Articles of Incorporation, and these Bylaws, the business and affairs of the Corporation shall be vested in and exercised by or under the direction of the Corporation's Board of Directors. Subject to the limitations expressed in these articles, the Board may delegate the management of the activities of the Corporation to any person or persons or committee provided that, notwithstanding any such delegation, the activities and affairs of the Corporation shall continue to be managed and all Corporate powers shall continue to be exercised under the ultimate direction of the Board. The specific powers of the Board and the limitations thereon are set forth herein.

Section 4.2 Annual Filing of Conflict of Interest Statement for Directors & Program Manager

The Board of Directors and the Executive Director shall file a Conflict of Interest Statement. This Conflict of Interest Statement will be filed upon appointment to office, annually during his or her term, and upon termination from the Board or administration.

Section 4.3 Number of Directors

The Board of Directors shall consist of up to seven (7) persons including representatives from the following:

1. Two (2) representatives of the City of South Lake Tahoe;
2. Two (2) representatives of the County of El Dorado;
3. One (1) representative of the South Lake Tahoe Chamber of Commerce;
4. One (1) representative of the South Tahoe Board of Realtors;
5. One (1) Member-at-Large

Said Directors shall be selected in accordance with the procedures established by their appointive authority for such purpose.

In the case of the Member-at-Large, the position will be filled by a majority vote of the Board.

Section 4.4 Voting Rights

Only qualified directors will be allowed to vote on matters concerning the activities and affairs of the Corporation.

Section 4.5 Qualified Directors

Any representative to the Board of Directors, as described in Section 4.3, will be considered a qualified voting member only upon the submittal of a notification of appointment by the appointive authority, a timely filing of his or her FPPC Assuming Office Statement of Economic Interests Form, and the timely filings of any subsequent FPPC Annual Statement of Economic Interests Forms.

Section 4.6 Term of Office

All members of the Board shall be appointed for the term established by their appointing authority. Each director shall hold office until the expiration of his or her appointed term or until a successor has been qualified.

Section 4.7 Filling of Vacancies and Removal of Directors from the Board

a. General Vacancies

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

1. The death, resignation, or removal of a director by the appointive authority;
2. An increase of the authorized number of directors; or
3. The failure of the appointing authority to act to fill a vacancy.

b. Resignation of Directors

Except as provided in this subparagraph, any director may resign. The resignation shall be effective immediately upon giving written notice to the President and the appointive authority, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future date, the

appointive authority may select a successor to take office when the resignation becomes effective.

c. Filling of Vacancies

Vacancies on the Board may be filled by the appointive authority under the procedures established by it for that purpose. A vacancy shall be deemed to have occurred if any director has two (2) consecutive unexcused absences from any properly noticed meeting of the Board during any fiscal year.

d. Authority to Remove Directors

1. Appointive Authority

The appointive authority shall have the power and ability to remove a director and declare his or her office vacant with or without cause. Any Board seat shall be deemed vacant by operation of law in any of the following events:

- i. The director has been declared of unsound mind by a final order issued in a competent court;
- ii. The director has been convicted of a felony; or
- iii. The director has been found by a final order or judgment of any court to have breached any duty under sections 5230 through 5237, relating to the Standards of Conduct of Directors, of the California Nonprofit Public Benefit Corporation Law.

2. The Board

The Board shall have the power and ability to remove a director and declare his or her office vacant only for the following causes:

- i. Failure to uphold and abide by the bylaws and policies of the Corporation;
- ii. Failure to file a Conflict of Interest Policy with the Program Office; or
- iii. Failure to attend two (2) consecutive meetings, of any nature, without an excused absence.

The removal of a director must occur in accordance with the appeal process defined in Article 13.

ARTICLE 5 BOARD MEETINGS

Section 5.1 Place of Meetings

Regular, Workshop, and Special meetings of the Board of Directors may be held at any place within the County of El Dorado, California that has been designated from time to time by resolution of the Board and stated in the notice of meeting. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. All meetings shall be conducted in accordance with the provisions of the California Open Meeting Law, commonly known as the Ralph M. Brown Act. An annual meeting shall be held during the month of January of each year for the purpose of organization, election of officers, and the transaction of other proper business. The date, time, and location of the meeting shall be set forth in the notice thereof issued in accordance with Sections 5.4 and 5.5, and the California Open Meeting Law.

Section 5.2 Workshop Meetings

Workshop meetings of the Board shall be held from time to time as fixed by the Board and noticed according to the California Open Meeting Law. Notice of the date, time, and

place of the Workshop must be noticed to the public and each individual director not less than 72 hours prior to the meeting.

Section 5.3 Special Meetings

Special meetings of the Board for any purpose may be called at any time by the President of the Board, the Vice President/Secretary of the Board, or any two (2) directors in accordance with the California Open Meeting Law.

Section 5.4 Notice of Meetings

a. Manner of Notification

Notice of date, time, and place of regular, workshop, special, or annual meeting of the Board shall be given to each director by one (1) of the following methods:

1. Personal delivery of written notice;
2. First class United States' mail, postage prepaid;
3. Telephone communication, either directly to the director or to any person at the director's home or office who would reasonably be expected to communicate such notice promptly to the director; however, this method of notice must have written pre-approval by the director;
4. Electronic format; or
5. Fax; however, this method of notice must have written pre-approval by the director.

All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation. Notice of a meeting need not be given to any director who signs a written waiver of notice, who signs a written consent to holding the meeting, who approves of the minutes thereof, whether before or after the meeting, or who attends the meeting without protest to the lack of notice prior to the commencement of the meeting. All such waivers, consents, and approvals shall be filed with the Corporation records as part of the minutes.

b. Time Requirements

Except as provided above, notices sent by first class United States' mail shall be deposited into a United States mailbox at least three (3) business days before the date of the meeting. Notices given by personal delivery, telephone, fax, or telegram shall be delivered, telephoned, or given to the telegraph company at least 72 hours before the date of the meeting.

c. Notice Contents

The notice shall state the date, time, place, and agenda items of the meeting.

Section 5.5 Quorum

- a. A majority of the number of the qualified directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.6. Said quorum must contain at least one (1) representative of the City of South Lake Tahoe and one (1) representative of the County of El Dorado.
- b. Except as otherwise provided herein or within the California Nonprofit Public Benefit Corporation Law, every act or decision done or made by a majority of the qualified directors present at a meeting duly held where a quorum is present shall be regarded as the act of the full Board of Directors.

Section 5.6 Adjournment

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another date, time, and place; or they may adjourn for the purpose of reconvening in closed session to discuss and vote upon personnel matters, matters concerning litigation that may potentially involve the Corporation or of which the Corporation is already involved, or any matters of similar nature.

If the meeting is adjourned for more than Twenty-Four (24) hours, notice of adjournment to any other date, time, or place shall be given to the directors who were not present at the time of the adjournment at least Seventy-Two (72) hours prior to reconvening the adjourned meeting; the adjourned meeting must also be noticed to the public in accordance with the California Open Meeting Law.

Section 5.7 Compensation

Directors, Officers of the Board, and members of committees shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board of Directors to be just and reasonable. Expenses shall be supported by an invoice or voucher acceptable to the Board.

ARTICLE 6 DUTIES AND POWERS OF THE BOARD

Section 6.1 Specific Powers

Without prejudice to the general powers of the Board of Directors as set forth herein, the directors shall have the power to:

- a.** Exercise all powers vested in the Board under the laws of the State of California;
- b.** Appoint and remove all Officers of the Board of the Corporation, the Program Management Team/Executive Director, if any, and other Corporation employees;
 1. Prescribe any powers and duties for such persons that are consistent with law, the Articles of Incorporation, and these Bylaws; and
 2. Fix their compensation.
- c.** Appoint such agents and employ such other employees, including attorneys and accountants, as it sees fit to assist in the operation of the Corporation, and to fix their duties, and to establish their compensation.
- d.** Bring and defend actions on behalf of the Corporation so long as the action is pertinent to the operations of the Corporation, and assess the members for the cost of such litigation.

Section 6.2 Limitations on Powers

a. Self-Dealing Transactions

This Corporation shall not engage in any transactions that meet the definition of a "self-dealing transaction" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

b. Transactions Between Corporations Having Common Directorships

Unless it is established that the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified, this Corporation shall not enter into a contract or transaction with any other corporation, association, or entity in which one (1) or more of the Corporation's directors are the directors unless the material facts as to the transaction and the director's

common directorship are fully known or disclosed to the Board. The Board must approve, authorize, or ratify any such contract or transaction in good faith and by a vote sufficient without counting the vote of the common director(s).

c. Loans to Directors or Officers of the Board

This Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or Officer of the Board. This provision shall not apply to any reasonable advance on account of expenses anticipated to be incurred in the performance of the director's or Officer of the Board's duties.

d. Standards for Investment

Except as provided in Sections 5240 (c) and 5241 of the California Nonprofit Public Benefit Corporation Law in the investment, reinvestment, purchase, acquisition, exchange, sale, and management of the Corporation's investments, the Board shall do the following:

1. Avoid speculation; the Board shall be looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Corporation's capital; and
2. Comply with additional standards, if any, imposed by the Articles of Incorporation, these Bylaws, or the express terms of any instrument or agreement pursuant to which the invested assets were contributed to the Corporation; and
3. Receive prior approval of the investment portfolio from the City of South Lake Tahoe before the investment transaction is commenced.

Section 6.3 Standing Committees

The Board of Directors, upon recommendation of the president or a majority of the quorum of the Board, shall appoint standing committees or ad hoc committees as they are necessary to carry out the business of the Corporation. The president is an ex-officio member of all committees.

Section 6.4 Permanent Invited Guest

From time to time, the Board may recognize the importance of the contribution a community member can bring to the success of the Corporation in attaining the goals of its mission statement. The Board, by majority vote of the quorum, may designate any individual, or organization, or business to join its public deliberations as a member of the Board holding the title of Permanent Invited Guest.

A permanent invited guest may hold the same rights and privileges of any Board member except:

1. They cannot vote;
2. They cannot participate in closed session deliberations.

ARTICLE 7 OFFICERS OF THE BOARD

Section 7.1 Officers of the Board

The officers of the Corporation shall be President, Vice President/Secretary and Treasurer/Chief Financial Officer. The Corporation may also have, at the discretion of the Board, one (1) or more assistant secretaries, one (1) or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 7.3. One

(1) person may hold two (2) consecutive offices, except that neither the secretary nor the chief financial officer may serve concurrently as president.

Section 7.2 Election of Officers

The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 7.3, shall be chosen from amongst the qualified Board members during the annual meeting of the Board by majority vote of the quorum. The officers will hold their positions for the current fiscal year or until he or she resigns, is disqualified, or is removed by their appointive authority.

Section 7.3 Subordinate Officers

By resolution during its annual meeting, the Board may appoint and may empower the president to appoint such other officers as the affairs of the Corporation may require. The subordinate officers shall hold office for such a period, have such authority, and perform such duties as are determined by the Board.

Section 7.4 Removal of Officers of the Board

Subject to the rights, if any, of any contract, any Officer of the Board may be removed, either with or without cause, by majority vote of a quorum of qualified Board members at any regular or special meeting properly noticed according to the California Open Meeting Law. By resolution, the Board may confer to one (1) of its elected Corporate officers the authority to remove any subordinate officer.

Section 7.5 Resignation of Officers

Any Officer of the Board may resign at any time by giving written notice to the Board or to the president or to the secretary. Any such resignation shall take effect immediately regardless of the acceptance of the resignation by the Board. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract that the officer is a party to.

Section 7.6 Vacancies

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

Section 7.7 President

The president shall be elected by the Board from among the qualified directors. He or she shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction, and control of the affairs and officers of the Corporation. The president shall preside at all meetings of the Board, and shall have the general power and duties of management usually vested in the office of president of a corporation, together with such other powers and duties as may be prescribed by the Board or the Bylaws.

Section 7.8 Vice President/Secretary

The Vice President/Secretary shall be elected by the Board from amongst the qualified directors. In the absence or disability of the President, the Vice President/Secretary 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. Upon assumption of the presidential duties, the officer will relinquish his or her secretarial powers and duties to the Treasurer/Chief Financial Officer or any previously appointed subordinate secretary.

The Vice President/Secretary shall keep or cause to be kept at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board with the date, time, and place of the meeting, whether the meeting was regular, workshop, special, or annual in nature. If the Board met in a special meeting, the record must reflect how the meeting was authorized, the notice thereof given, the names of those persons present. The Vice President/Secretary, at the direction of the President, shall issue, or cause to be issued, the agenda of any meeting of the Board. The Vice President/Secretary shall give, or cause to be given, notice of all meetings of the Board as required by the California Open Meeting Law and the Bylaws. The Vice President/Secretary shall serve as the Filing Officer for the FPPC filing requirements. The Vice President/Secretary shall have such other powers and perform such other duties as may be prescribed by the Board and the Bylaws.

Section 7.9 Treasurer/Chief Financial Officers

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct 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 Treasurer shall provide for the deposit of all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall provide for the disbursement of the funds of the Corporation as may be ordered by the Board. The Treasurer shall render to the President and directors, whenever they request it, an account of all of his or her transactions as treasurer and of the financial condition of the Corporation. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board and the Bylaws. In the absence or disability of the President and the Vice President/Secretary, the Treasurer/Chief Financial Officer shall perform all the duties of the President and when doing so shall have all of the powers of and be subject to all the restrictions upon the President. Upon assumption of the presidential duties, the officer will relinquish his or her Treasurer/Chief Financial Officer powers and duties to any previously appointed subordinate treasurer or appoint a subordinate treasurer to perform the financial duties. If required by the Board, the Treasurer 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 or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

The books and records shall be open for inspection at the principal office on any regular work day and at any reasonable time during working hours to any director, the authorized representatives from the City of South Lake Tahoe and El Dorado County, and the public.

ARTICLE 8 FINANCES

Section 8.1 Fiscal Year

The fiscal year for the Corporation shall be October 1st through September 30th.

Section 8.2 Checks

All checks or demands for money and notes of the Corporation shall be signed with two (2) signatures by any of the three (3) elected Officers or existing Past President of the Board. The Board may deviate from this requirement only upon the annual passage of a resolution allowing such deviation and setting forth criteria.

Section 8.3 Operating Account

There shall be established and maintained a cash deposit account to be known as the "Operating Account" into which shall be deposited the general funds of the Corporation as fixed and determined for all directors and members. Disbursements from such account shall be for the general need of the operation including, but not limited to, wages, repairs, betterment, maintenance, and other operating expenses of the office and properties.

Section 8.4 Clean Tahoe Program Reserve Account

There shall be established and maintained a Clean Tahoe Program Reserve Account fund at a financial institution of the Clean Tahoe Board's choosing, into which may be deposited any year-end carryover funds, or any other amount of money determined by the Board. These funds shall be held for the purpose of capital outlay, emergency expenditures, or any other purpose deemed appropriate by the Board. The expenditure of Reserve Account funds requires a two-thirds (2/3) vote by a majority of the quorum at any regular, special or emergency Board Meeting, along with a statement detailing the specific uses of the money to be withdrawn. Withdrawals from the Reserve Account Fund require the signatures of both the Board President and Treasurer.

Section 8.5 Other Accounts

The Board shall maintain any other financial accounts it shall deem necessary for carrying out its mission statement.

Section 8.6 Budget and Financial Statements

The following financial statements and related information of the Corporation shall be regularly prepared; and the copies thereof shall be distributed to each director of the Corporation.

a. Budget

Prior to October 1st, a budget for each fiscal year consisting of at least the following information shall be distributed to the directors at the regularly scheduled annual Board meeting for the fiscal year.

1. Estimated revenues and expenses on an actual basis;
2. The amount of the total cash reserves of the Corporation currently available for the replacement or major repair of the Corporation's capital assets and for contingencies.

b. Year-End Report

At the annual meeting of the Board or within 120 days from the close of the fiscal year, a year-end report consisting of at least the following shall be distributed to the directors;

1. A balance sheet as of the end of the fiscal year;
2. An operating (income) statement for the fiscal year;
3. A statement of changes in financial position for the fiscal year;

4. Any information required to be reported under Section 6322 of the Corporation Code requiring the disclosure of certain transactions in excess of Fifty Thousand Dollars (\$50,000.00) per year between the Corporation and any director or Officer of the Board of the Corporation and indemnifications and advances to Officers of the Board or directors in excess of Ten Thousand Dollars (\$10,000.00) per year.

The annual report, if not prepared by an authorized accountant, shall be accompanied by the certificate of an authorized officer of the Corporation that the statement was prepared without an audit from the books and records of the Corporation.

c. Review of Accounts

On no less than an annual basis, the Board of Directors shall:

1. Review a current reconciliation of the operating accounts;
2. Review a current reconciliation of the reserve accounts;
3. Review the current year's actual reserve revenues and expenses compared to the current year's budget;
4. Review the latest account statements prepared by the financial institution(s) with whom the operating and reserve accounts are lodged; and
5. Review an income and expense statement for the operating and reserve accounts.

To the extent one (1) document provides the information required in more than one (1) of the above-listed items, any such requirements listed above may be satisfied by reviewing the same document.

Section 8.7 Approval of the Annual Budget

The budget for the Corporation shall be adopted each year at the October Board meeting by a majority of the quorum. The approved budget of the Corporation shall be forwarded to the City Council of South Lake Tahoe and the El Dorado County Board of Supervisors, during their respective annual budget processes, for approval. Each respective approval shall be on a pro-rata basis to the extent of the funds contributed by each agency. No funds shall be expended by the Corporation in the absence of such adoption and acceptance.

ARTICLE 9 DRUG-FREE WORKPLACE

Section 9.1 Purpose

The Board of Directors will comply with the Public Law #100-690, Subtitle D, Drug-Free Workplace Act of 1988. The law enacted by the Federal government requires all federal government grant recipients to take specific steps to insure a drug-free work environment. It is the responsibility of the Board of Directors to ensure that each director is given a copy of this policy and to uphold this policy within the Program. The policy is applicable to all directors.

Section 9.2 Objectives of Policy

- a. To eliminate the use of drugs, alcohol and other controlled substances that could impair a director's ability to safely and effectively perform the functions of his/her duties or threaten the safety of co-directors or Program employees; and

- b. To emphasize directors who demonstrate job performance problems as a result of the use of drugs, alcohol, or other controlled substances shall be subject to appropriate disciplinary action.

Section 9.3 Policy

All directors are subject to ongoing drug testing procedures as a condition of their continuous appointment. The drug-testing procedure shall be conducted by a Program-selected physician, and include a testing for amphetamines, barbiturates, cocaine, opiates, and marijuana. No director shall retain authority who tests positive for any of these substances.

Directors are expected and required to fulfill their duties in an appropriate mental and physical condition. It is the Program's intent and obligation to provide a drug-free, healthful, and safe work environment.

The manufacture, distribution, dispensation, possession or use of any unlawful drugs or other controlled substances is absolutely prohibited. The manufacture, distribution, dispensation, possession or use of alcohol on Program premises, in Program vehicles, or while conducting Program business off premises is absolutely prohibited.

All directors must, as a condition of appointment:

1. abide by the terms of the above policy; and
2. Notify the Board President (or in the case of the President, any co-board officer) of any conviction the director receives under a criminal drug statute for violations occurring on or off Program premises; and such report must be made within five (5) calendar days after the conviction.

The violation by a director of any portion of this policy shall result in the Program taking appropriate action up to and including a request for revocation of appointment by the appointing authority.

Section 9.4 Conditions for Drug Testing

The Clean Tahoe Program shall conduct drug testing upon the following occasions:

a. For Cause Testing

The Board shall require all directors to submit to a substance abuse test under circumstances that reasonably suggest that the director may be intoxicated or under the influence of drugs while performing duties of the Program. The criteria for justifying "Cause" is delineated in Addendum A. The Board President (or in the case of the President, any co-board officer) shall require the director to report for testing. Failure to report to the designated testing lab within one (1) hour from the time directed to report shall subject the director to disciplinary action.

Section 9.5 Exceptions to Drug Policy

A Permanent Invited Guest and all persons, other than employees, contracted to provide service to the Corporation are exempt from this policy.

ARTICLE 10 SMOKING POLICY

Section 10.1 General Smoking Policy

Smoking shall not be permitted in any area where the Board is conducting business of the Corporation. Smoking shall only be permitted outside of the building.

Section 10.2 Smoking in Vehicles

No smoking shall be allowed in the Corporation's vehicles. Private vehicles occupied by two (2) or more directors, while being used for Corporation business, are subject to the non-smoking ban unless express permission is given by the passenger(s).

ARTICLE 11 SEXUAL HARASSMENT POLICY

Section 11.1 Purpose

It is the intent of the Board to fully comply with Title VII of the Civil Rights Act of 1964 as it provides not only for employees, but also to the extent of governing the relationship of the Board members themselves. Harassment of a director on the basis of sex shall be considered a violation of this federal law.

Section 11.2 Guidelines

To help clarify what constitutes sexual harassment, the Federal Equal Employment Opportunity Commission and the State of California Fair Employment and Housing Commission have issued guidelines on the subject. Those guidelines state that unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature or visual form such as derogatory posters, cartoons, drawings, or pictures of a sexual nature shall constitute unlawful sexual harassment when;

- a.** Submission to sexual conduct is an explicit or implicit term or condition of a director's term of office; or
- b.** The submission to or rejection of sexual conduct by a director is the basis for any decision affecting that individual; or
- c.** When sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature or visual form, such as derogatory posters, cartoons, drawings, or pictures of a sexual nature have the purpose or effect of unreasonably interfering with a director's work performance or creates an intimidating, hostile, or offensive working environment.

Section 11.3 Complaint Procedure

The Corporation strongly disapproves of any form of sexual harassment in the workplace, including acts committed by directors. The Corporation encourages its directors to report acts of sexual harassment as set forth in the complaint procedure. Disciplinary action shall be taken promptly against anyone, director or employee, "found to be" engaging in sexual harassment.

- a.** Any director who feels he or she has been the victim of sexual harassment should contact the President within fourteen (14) calendar days of the incident. The complaint may be reported orally or in writing; however, a written and signed statement of the complaint must be submitted within five (5) business days of the initial report so an investigation can proceed.

- b. Within five (5) business days after receipt of the written complaint, the President shall contact the person who allegedly engaged in the sexual harassment, and inform that person he or she has seven (7) business days to respond to the complaint.
- c. Within five (5) business days after receipt of the response, the President shall determine whether sexual harassment has occurred. Both parties and the Board of Directors shall be notified in writing of the decision.
- d. If it is determined that sexual harassment has occurred, appropriate disciplinary action up to and including removal from office shall be taken. The severity of the discipline shall be determined by the severity and/or frequency of the offense.
- e. A director's failure to report the occurrence of sexual harassment within fourteen (14) calendar days shall be deemed a waiver of any Corporation action. Failure to file a written complaint within five (5) business days of the initial report shall be considered a withdrawal of that complaint. If the person against whom the complaint of sexual harassment is filed fails to respond to the complaint within seven (7) business days of notification, the complaint shall be taken as true, and the appropriate disciplinary measure shall be taken.

Section 11.4 Violation by the President

In the event the President should violate this policy, the responsibility for implementation of the policy shall fall upon the Vice President/Secretary.

ARTICLE 12 GRIEVANCES

Section 12.1 Application

To establish a mutually-satisfactory and timely method of settlement of grievances, either between directors or between directors and employees, the following procedure is available to all persons regardless of status.

Section 12.2 Definition

A grievance is defined as an alleged violation, misinterpretation or misapplication of the provisions of the *Clean Tahoe Program Bylaws*, or other rules and regulations adopted by the Clean Tahoe Program's Board of Directors that govern Board policies, practices, and working conditions.

No proposals to add, to amend, or to eliminate any portion of the Bylaws nor any issue arising out of or in connection with such a proposal may be considered under this grievance procedure.

Section 12.3 Representation

A director may be represented by any individual(s) of his or her choice at any and all stages of this grievance process. When the grievant has identified a representative or representatives, such representative(s) shall be noticed of all formal actions occurring on the grievance.

No director shall be subjected to restraint, coercion, or reprisal as a result of filing a grievance under this procedure.

Section 12.4 Time Limits

Failure of the director to act within the required time periods specified for any level of this procedure shall result in a resolution of the grievance at the last step pursued. Failure of the Corporation to act within the required time periods shall result in an automatic advancement of the grievance to the next step of the procedure. Time limits specified in this procedure may be extended by mutual written agreement between the grievant or his or her representative(s) and the Corporation.

Section 12.5 Procedures

Every attempt will be made by the parties to settle the issue at the lowest possible level. Only upon mutual written agreement between the parties involved may any stage of this grievance procedure be waived.

a. Step 1

Within thirty (30) days following knowledge of the event or action on which the grievance is based, the director shall notify the President orally or in writing of the nature of the grievance. Within ten (10) working days of being notified of the grievance, the President shall investigate the issues, meet with the grievant, and attempt to reach a satisfactory resolution of the grievance. No later than ten (10) working days after meeting with the grievant, the President shall issue a written response. Copies of the response shall be sent to all parties involved in the grievance, including the director, the director's representative(s), and the subject of the complaint.

b. Step 2

If the grievance is not resolved in Step 1, the grievant may submit a written grievance to the full Board within ten (10) working days of receiving the Step 1 response requesting the President to place upon the agenda the issue for the next regular meeting or the calling of a special meeting of the Board.

The written grievance shall contain the following information:

1. The name of the grievant(s);
2. The specific nature of the grievance;
3. The date, time, and place of the event or action on which the grievance is based;
4. The provision(s) of the bylaws, board policies and procedures, or rule(s) or laws alleged to have been violated;
5. The date of the discussion with the President, and a copy of the President's written response;
6. The request for a special meeting or an agenda item for the next regular meeting;
7. The action the grievant believes will resolve the grievance; and
8. The name of the representative(s), if any, chosen by the grievant to participate in the grievance procedure.

If the President believes the grievant has failed to provide this information, the President shall inform the grievant of the deficiency(ies) and the grievant shall be given five (5) working days to perfect and resubmit the grievance.

c. Step 3

The meeting of the full Board must be held in full compliance with the California Open Meeting Law with the appeal hearing agenda item as an Executive Session, personnel issue closed session item.

The hearing shall be conducted under the following rules:

1. All hearings shall be private, provided however, that the appellant may request a hearing open to the public;
2. Proceedings of the hearing shall be recorded, but not transcribed except at the request of either party. The party requesting the transcript shall bear the expense involved unless shared expenses are agreed to by both parties. Should either party request transcription, a copy shall be made available to the other party;
3. Either the Corporation or the grievant may call any individual as a witness and/or issue subpoenas by request of either party. If a witness(es) called is a Corporation employee, the Corporation agrees to grant paid release time from work for the period of the testimony. The grievant shall appear in person at the hearing, unless physically unable to do so;
4. The hearing need not be conducted in accordance with technical rules relating to evidence and witnesses, but hearings shall be conducted in a manner most conducive to determinations of the truth;
5. Each party shall have the following rights: to be represented by legal counsel or other person of his or her choice, to call and examine witnesses, to introduce evidence, to cross-examine opposing witnesses on any matter relevant to the issues, and to rebut the evidence against him or her;
6. Oral evidence shall be taken only on oath or affirmation;
7. The Board shall determine relevancy, weight, and credibility of testimony and evidence, and shall base their findings on the preponderance of evidence;
8. The Board shall render a decision in writing as soon after the conclusion of the hearing as possible; and
9. The Board may sustain or reject any or all of the charges alleged in the grievance.

A copy of the Board's decision shall be furnished to all parties to the grievance.

The Corporation and the grievant shall bear the cost of their respective expenses, including preparation, presentation, and post-hearing actions.

The decision of the Board shall be binding upon both parties to the grievance.

Section 12.6 Violation by the President

In the event the President should violate this policy, the responsibility for implementation of the policy shall fall upon the Vice President/Secretary.

Section 12.7 Goal of the Policy

It is the foremost goal of the Board to resolve the grievance to the satisfaction of all the parties and to restore harmony and good communications within the workplace. At each step of the grievance process, everyone should strive to reach a resolution that will attain and maintain this goal. A grievance resolution should strive to embrace a "win-win" resolution, not a "win-lose" resolution.

ARTICLE 13 DISCIPLINARY ACTION

Section 13.1 Disciplinary Action

Disciplinary Action means written reprimand, removal from office, or removal from the Board.

Section 13.2 Notice of Disciplinary Action

The Board may initiate disciplinary action against a director for just cause by:

- a. Serving upon the director and the director's appointive agency a written notice of the disciplinary action. The notice shall be served upon the director and the director's appointive agency either personally or by United States' mail and shall include:
 1. A statement of the nature of the disciplinary action;
 2. A clear and concise statement of the causes thereof;
 3. A statement in ordinary and concise language of the acts or omissions upon which the causes are based;
 4. Copies of all documents and materials upon which the action is based;
 5. A statement advising the director of his or her right to respond, orally or in writing or both, to the notice within five (5) working days of the date of service before disciplinary action is imposed; and
 6. A statement advising the director that if disciplinary action is imposed, he or she may appeal such action to the appointive agency within ten (10) business days of the effective date of the disciplinary action.

Section 13.3 Disciplinary Action Appeal Procedure

The disciplinary action appeal procedure of the appointive agency is at the full discretion of the appointive agency. Regarding an appeal of the removal from the Board, the appointive agency may elect to reappoint the director. If so, the Board must accept that individual provided he or she is qualified as described in Section 4.5.

Section 13.4 Time Limits

Failure of the director to file an appeal within the required time periods shall constitute an abandonment of the disciplinary action appeal.

ARTICLE 14 MISCELLANEOUS

Section 14.1 Inspection of Books and Records

a. Rules Regarding Exercise of Inspection Rights

The Board may establish reasonable rules with respect to:

1. Notice of inspection; and
2. Days of the week and the hours of the day when inspection may be made.

b. Inspection by Directors and Appointive Authorities

Every director and his or her appointive authority shall have an absolute right at any reasonable time to inspect all books, records, documents and minutes of the Corporation and the physical properties owned by the Corporation. The right of inspection by a director includes the right to make extracts and copies of the documents without the prior approval of the Board or the Program Management Team/Executive Director.

Section 14.2 Amendment or Repeal of Bylaws

Except as otherwise expressly provided herein, these Bylaws may only be amended or repealed, and new Bylaws adopted by the affirmative vote of a majority of a quorum of the Board, except those provisions relating to the appointment and removal of directors, the requirement for budget approval by the City and the County, and the provisions for the inspections of Corporate records.

Section 14.3 Notice Requirements

Any notice or other documents permitted or required to be delivered as provided herein shall be delivered either personally or by first class United States' mail in accordance with the notice requirements.

Section 14.4 Annual Statement of General Information

As and when required by Section 6210 of the California Nonprofit Public Benefit Corporation Law, the Corporation shall file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the authorized number of directors, the names and complete business or residential addresses of all incumbent directors, the names and complete business or residential addresses of the President, Vice President/Secretary, and Treasurer/Chief Financial Officer, the street address of its principal office in this state, together with a designation of the agent of the Corporation for the purpose of service of process.

Section 14.5 Construction and Definitions

Unless the context requires otherwise or a term is specifically defined herein, the general provision, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, and the singular number includes the plural and the plural number includes the singular.

Section 14.6 Indemnification of Corporate Agents

a. Agents

Any person who is or was a director, Officer of the Board, employee, or other agent of the Corporation (collectively known as "agents") may be indemnified by the Corporation for any claims, demands, causes of action, expenses or liabilities arising out of, or pertaining to the agents' service to or on behalf of the Corporation to the full extent permitted by the California Corporation Code Section 5238.

b. Liability Insurance

The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation against liability asserted against or incurred by the agent in such capacity or arising out the agents' status as such whether or not the Corporation would have the power to indemnify the agents against such liability under Section 5238 of the California Corporation Code; provided however, the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 14.7 Monetary Liability for Failure to Discharge Duties

Except as provided in Section 5233 or 5237 of the California Nonprofit Public Benefit Corporation Law, there is no monetary liability on the part of, and no cause of action for damages that shall arise against, any non-paid director, including any non-paid director who is also a non-paid officer of this Corporation based upon any alleged failure to discharge the person's duties as a director or Officer of the Board if the duties are performed in a manner that meets all of the following criteria:

1. The duties are performed in good faith;
2. The duties are performed in a manner the director believes to be in the best interest of the Corporation; and
3. The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 14.8 Personal Liability of Volunteer Director or Officer of the Board for Negligence

- a. Except as provided in subparagraph c, there shall be no personal liability to a third party on the part of a volunteer director or volunteer Officer of this Corporation caused by the director's or Officer's negligent act or omission in the performance of that person's duties as a director or Officer of the Board, if all of the following conditions are met:
 1. The act or omission was within the scope of the director's or Officer's duties;
 2. The act or omission was performed in good faith;
 3. The act or omission was not reckless, wanton, intentional, or grossly negligent; and
 4. Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the Corporation, either in the form of a general liability policy or a director's and Officer's liability policy, or personally to the director or Officer of the Board. In the event that the damages are not covered by a liability insurance policy, the volunteer director or volunteer Officer of the Board shall not be personally liable for the damages if the Board and the person have made all reasonable efforts in good faith to obtain available liability insurance.
- b. For the purposes of this section, "volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by the way of salary, fee, or other consideration for services rendered; however, the payment of per diem, mileage, or other reimbursement expenses to a director or Officer of the Board does not affect that person's status as a volunteer within the meaning of this section.
- c. This section does not eliminate or limit the liability of a director or Officer of the Board from any of the following:
 1. As provided in Sections 5233 or 5237 of the California Nonprofit Public Benefit Corporation Law; or
 2. In any action or proceeding brought by the California Attorney General.

Section 14.9 Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose of the Corporation.

Section 14.10 Endorsement of Documents and Contracts

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instruments in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person when signed by the President and one (1) other Officer of the Board shall be valid and binding on the Corporation. Any such instruments may be signed by any other person or persons in such manner as from time to time shall be determined by the Board.

ARTICLE 15 DISSOLUTION

Section 15.1 Withdrawal of Funding

If either the City of South Lake Tahoe and/or the County of El Dorado withdraws or substantially reduces its or their funding commitments to the Clean Tahoe Program, the Board of Directors shall take one or more of the following steps:

- a. Dissolve the corporation and distribute the assets of the corporation to those two entities on a pro rata basis to the extent each entity has contributed to corporate operations since inception.
- b. Reduce the operations of the corporation to the extent of available funding and continue to provide litter and nuisance abatement services under contract to the funding entity(s).
- c. Seek other sources of funding, if available, to continue corporate operations. If no such funding is obtained, the corporation shall be dissolved and its assets distributed as set forth above.

ARTICLE 16 ADOPTION OF POLICY

Section 16.1 Signatures of Officers

This policy was adopted by the Board of Directors of the Clean Tahoe Program on October 22, 1998, as attested by the following signatures.

Jeff Bursha, President

Gina Dilts, Vice President/Secretary

**Ron Rumble,
Treasurer/Chief Financial Officer**

ADDENDUM A

CRITERIA FOR DETERMINING JUST CAUSE FOR DRUG TESTING

1. Physical evidence of the possession of alcohol or the illegal possession of a suspected controlled substance; or
2. Presence of an odor suspected to be of an illegally controlled substance or alcohol; or
3. Presence of diminished capacity to perform job duties, such as;
 - a. Slurred speech;
 - b. Dilation of eyes;
 - c. Combative demeanor;
 - d. Lethargic demeanor;
 - e. Unresponsive to normal conversation; or
 - f. Unable to care for self and others.

The presence of any one or more of these conditions must be witnessed and documented by two individuals, either Directors or employees or a combination of both, of the Program.