

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

**Event/Project/Organization**

**for which funds are requested:** Run for the Hills – Inaugural Five-Mile Fun Run

**Event/Project Location:** El Dorado Hills Community Park and adjacent hills

**Name of Organization:** El Dorado Hills Community Services District Foundation

**Address of Organization:** 1021 Harvard Way, El Dorado Hills, CA 95762

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**Website:** www.edhcsdfoundation.org

**Name of Contact Person:** Susan P. Hawkes, Chair, Foundation Grants Committee

**Telephone Number:** 415-789-8741

**E-mail address:** hawkes@bayborders.com

**Total Amount Requested:** \$5,000

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

This event is the inaugural community fun run presented by the newly formed El Dorado Hills Community Services District Foundation. Run for the Hills provides an opportunity to show our generosity of spirit and giving by offering a 5-mile run and a 1-mile youth fun run. The event kicks off on Saturday, March 28, 2015, at the El Dorado Hills Community Services District Pavilion. Food trucks and vendor booths, along with live music and a Bier Garten follow the event. The EDHCSD Foundation works with donors and non-profits to promote philanthropy as a tool for community development and long term planning for enhancing quality of life in our area. Funds generated by this event will support the Foundation's mission. See Appendix for event promotional advertisement, site plan and 5-mile route.

**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 Hills Community Services District (EDHCSD) Foundation was created in 2013 to fulfill the vision of the District Board of Directors to establish a non-profit endowment fund to support the mission of the CSD. The Foundation has a 7-member board (see cover letter) who serve as voluntary leadership to set policies, develop strategic plans and nurture philanthropic support of the Foundation. It is recognized by the State of California and the Federal IRS as a tax exempt 501(c) (3) non-profit organization and all donations to the Foundation are tax deductible to the extent allowed by law. The Foundation is supported by an Advisory Council comprised of individuals interested in actively participating in Foundation events, campaigns and special initiatives. Currently 3 members serve in this capacity (see cover letter). Committees that support the Foundation activities include: Philanthropy, Finance, Grants, Special Events, and Strategic Initiatives. The Foundation bylaws, State of California and IRS tax-exempt status letters are attached in the Appendix.

**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:**

All (100%) of the funds requested in this Cultural and Community Development grant application will be used for regional marketing, event promotion and branding (see page 3 #8 for additional details).

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

The event is scheduled for Saturday, March 28, 2015. Early, mass promotion will begin in late January. The Cultural Community and Development funds, if awarded, would be utilized for regional marketing and event promotion and dispersed from January through March 2015.

**5. What is the target market for the advertising/promotional efforts and how will this target market be reached (pleased 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 encompasses El Dorado, Sacramento, Yolo and Placer Counties' running community, health enthusiasts, and high school and collegiate running teams. Outreach will be accomplished via the EDHCSD Foundation and EDHCSD websites, the CSD Activity Guide, electronic blasts, flyers, banners, and a 50,000 person email list supplied by Capital Road Race Management who will be managing various aspects of the run. This list extends to runners outside the 4 counties listed above and will be a particularly good source of out-of-County participants. The Foundation will also seek advertising and publicity from the Sacramento Bee, Mountain Democrat, Village Life, Style Magazine and Zoom publication, the KCRA TV station and the EDH Chamber of Commerce. Cross marketing with participating vendors is also anticipated.

**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.**

This fun run is expected to attract participants from the Four-County region in addition to running enthusiasts from more distant California locations with a first-year projection of 500-1,000 runners in the 5-mile run and several hundred youth in the 1-mile fun run, along with an estimated 500 spectators, 100+ volunteers and 10-20 vendors. There will be a strong appeal for runners participating in an inaugural race and the health and fitness orientation of this event will reinforce the quality of life and family- friendly community that is central to the El Dorado County lifestyle. This will also be the first public introduction of the EDHCS Foundation and its mission to the County and is expected to generate excitement.

**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:**

It is estimated that up to 5% of participants traveling from a distance would be likely to stay overnight on Friday March 27<sup>th</sup> in order to pick up registration packets and be ready for the early start of the race (registration 7:00 am). Hotels, restaurants, shops and gas stations would be expected to benefit from the influx of out-of-town participants. Event vendors, including those local food and beverage vendors servicing the event, will realize financial gain from their participation.

We propose to seek the help of Community partners like the EDH Chamber of Commerce to measure the economic impact of this event. Registration details will provide demographic information that can be used retroactively to assist in this determination.

**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:**

El Dorado County will be recognized as a 'Presenting Sponsor' of Run for the Hills. The EDC logo and support from the county will be recognized in all promotional materials: EDHCS Foundation and CSD website presence, on participant T-shirts as part of the registration package, e-blasts, flyers, banners, messaging to 50,000 runner email addresses, runners' web boards and media advertising and articles (see also #5, page 3).

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

The Foundation is offering four levels of Sponsorship: Presenting Sponsor (\$5,000), Gold Level (\$1,000), Silver Level (\$500) and Bronze Level (\$250).

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

The El Dorado Hills CSD will be matching \$5,000 in-kind by support, services and facilities.

## HISTORY OF EVENT/PROJECT/ORGANIZATION

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

The 5-mile Run for the Hills is the inaugural event for the newly formed EDHCSD Foundation which was created in 2013 and was recently recognized as a non-profit, tax-exempt 501 c (3) organization by the State of California and the Federal IRS.

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

No historical record

Anticipated attendance for 2015:

Adult participants: 500-1,000  
Youth participants: 250  
Volunteers: 100  
Spectators: 500  
Vendors/Sponsors: 10-20

### 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. This application is the first funding request.

## 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:**

<b>Source</b>	<b>Amount</b>
Gold Level Sponsors: El Dorado Disposal and Umpqua Bank	\$2,000
Design and Marketing Services – donated in-kind	\$5,000
Facilities, support and services (EDHCSD) to be donated in-kind	\$5,000
<b>Total:</b>	<b>\$12,000</b>

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

<b>Type</b>	<b>Amount</b>
Participant registration fees	\$27,500
Youth registration fees (\$10) 250	\$2,500
Vendor booth fees (20 x \$75)	\$1,500
<b>Total:</b>	<b>\$31,500</b>

**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:**

Design and Marketing Services – donated in-kind by Julie Petrone - \$5,000  
 Facilities, support and services (EDHCSD) to be donated in-kind - \$5,000  
 Food & Beverages by local grocery stores and vendors  
 Oak Ridge High school student volunteers  
 Boy Scout volunteers  
 Community volunteers  
 First Aid attendants  
 EDH Chamber of Commerce

**Expenditures**

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

<b><u>Expenditures</u></b> <b>Item or service</b>	<b><u>Cost:</u></b>	<b><u>Funded By</u></b>
Media Ads	\$3,000	Media Partners Support
Logo & Website Graphics	\$5,000	In-kind Donation
Sponsor Banners	\$1,500	Sponsor Fees
Promo T-shirts for event (1,100 @ \$10 each)	\$11,000	Registration Fees
Event promo medals for runners	\$1,000	Registration Fees
<b>Total:</b>	\$21,500	

**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: Susa P. Hawkes

Title: Susan P. Hawkes – EDHCSD Foundation

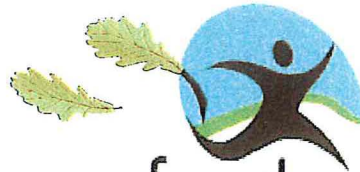
Applicant Organization: El Dorado Hills Community Services District Foundation

Date: 11/21/15

## APPENDIX

El Dorado Hills Community Services District Foundation

Grant Application



# run for the hills

A Run to Benefit the El Dorado Hills Community Services District Foundation

running  
STRENGTHENS YOUR heart,  
giving strengthens your  
COMMUNITY

1. Bylaws of Foundation
  2. Letter of Determination from IRS
  3. State of California Tax Exempt Determination
  4. Financial Statement
  5. Budget
  6. Activity Guide Ad
  7. Route of 5-mile Run
  8. Event Site Map
- Letters of Support
- A. Capital Road Race Management - Rich Hanna
  - B. EDH Chamber of Commerce - Debbie Manning
  - C. Holiday Inn Express - Jenna Hoyt
  - D. Rob Fenske - West Sacramento
  - E. Email from Gary Ellis, Cameron Park
  - F. Denise Burns, El Dorado Hills



**BYLAWS OF  
EL DORADO HILLS COMMUNITY SERVICES DISTRICT FOUNDATION**

# EL DORADO HILLS COMMUNITY SERVICES DISTRICT FOUNDATION

## Table of Contents

	<u>Page</u>
ARTICLE 1 PRINCIPAL OFFICE	1
Section 1.1 Name of Organization	1
Section 1.2 Principal Office	1
ARTICLE 2 PURPOSE, POWERS AND LIMITATIONS	1
Section 2.1 General Purposes	1
Section 2.2 Specific Purposes	1
Section 2.3 Powers	1
Section 2.4 Limitations	1
Section 2.5 Dissolution of Foundation; Irrevocable Charitable Dedication	2
ARTICLE 3 MEMBERS	2
Section 3.1 Members	2
Section 3.2 Members Accepted	2
ARTICLE 4 DIRECTORS	2
Section 4.1 Powers	2
Section 4.2 Number of Directors; Term of Office; Composition of the Board	4
Section 4.3 Restriction on Interested Persons as Directors	4
Section 4.4 Resignation of Director	5
Section 4.5 Vacancies in the Board of Directors	5
Section 4.6 Removal of Directors	5
Section 4.7 Non-Liability of Directors	6
Section 4.8 Place of Meetings; Brown Act	6
Section 4.9 Contents of Notice	6
Section 4.10 Waiver of Notice	6
Section 4.11 Meetings by Telephone or Other Telecommunications Equipment	6
Section 4.12 Quorum	6
Section 4.13 Transactions of Board of Directors	6
Section 4.14 Conduct of Meetings	7
Section 4.15 Adjournment	7
Section 4.16 Action without Meeting	7
Section 4.17 Fees and Compensation	7
ARTICLE 5 COMMITTEES	7
Section 5.1 Creation and Powers of Committees	7
Section 5.2 Nominating Committee	8
Section 5.3 Audit Committee	8

Section 5.4	Advisory Committee	8
Section 5.5	Investment Committee	8
Section 5.6	Special or Ad Hoc Committees	9
Section 5.7	Meetings and Action of Committees	9
ARTICLE 6 OFFICERS		11
Section 6.1	Election of Officers	11
Section 6.2	Titles	11
Section 6.3	Subordinate Officers	11
Section 6.4	Removal of Officers	11
Section 6.5	Resignation of Officers	11
Section 6.6	Vacancies in Office	11
Section 6.7	President	12
Section 6.8	Secretary	12
Section 6.9	Treasurer	12
ARTICLE 7 INDEMNIFICATION		13
Section 7.1	Indemnification	13
Section 7.2	Insurance	13
ARTICLE 8 RECORDS AND REPORTS		14
Section 8.1	Maintenance of Corporate Records	14
Section 8.2	Maintenance of Articles of Incorporation and Bylaws	14
Section 8.3	Inspection by Directors	14
Section 8.4	Annual Report	14
Section 8.5	Annual Statement	14
Section 8.6	Report to the Secretary of State	15
Section 8.7	Fiscal Year	15
Section 8.8	Supporting Organization Restrictions	15
ARTICLE 9 AMENDMENTS		16
Section 9.1	Amendment by Directors	16
Section 9.2	Record of Amendments	16
ARTICLE 10 SELF-DEALING TRANSACTIONS		16
Section 10.1	Definition	16
Section 10.2	Contracts with the Directors	16
Section 10.3	Contracts with Non-Director Designated Employees	17
Section 10.4	Loans to Directors and Officers	17

ARTICLE 11 GIFTS TO THE FOUNDATION	17
Section 11.1 Approval of Gifts	17
Section 11.2 Generally	18
Section 11.3 Terms of Gifts	18
Section 11.4 Powers of Board	18
ARTICLE 12 GENERAL MATTERS	18
Section 12.1 Checks; Drafts; Evidences of Indebtedness	18
Section 12.2 Corporate Contracts and Instruments: How Executed	18
Section 12.3 Construction; Definitions	19
Section 12.4 Amendments to Law	19

**BYLAWS OF  
EL DORADO HILLS COMMUNITY SERVICES DISTRICT FOUNDATION**  
a California nonprofit public benefit corporation

**ARTICLE 1  
PRINCIPAL OFFICE**

1.1. Name of Organization. The name of this foundation is EL DORADO HILLS COMMUNITY SERVICES DISTRICT FOUNDATION (the "Foundation").

1.2. Principal Office. The principal office for the transaction of the activities and affairs of this Foundation is located at El Dorado Hills Community Services District, 1021 Harvard Way, El Dorado Hills, in El Dorado, California (the "Principal Office"). Any change of location of the Principal Office shall be noted by the Secretary on these Bylaws opposite this Section or this Section may be amended to state the new location.

**ARTICLE 2  
PURPOSE, POWERS AND LIMITATIONS**

2.1. General Purposes. This Foundation is a nonprofit public benefit corporation organized exclusively for public and charitable purposes within the meaning of Section 23701 of the California Revenue and Taxation Code and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). This Foundation may have such other purposes and activities that are consistent with and provided under Section 23701 of California Revenue and Taxation Code and Section 501(c)(3) of the Code.

2.2. Specific Purposes. The specific purpose of this Foundation is to benefit the El Dorado Hills Community Services District ("EDHCSD") by aiding, sponsoring, promoting, advancing and assisting the provision of public parks, facilities, health and welfare, education, and recreation within the EDHCSD, and by receiving and utilizing funds obtained through fundraising, donations, grants, gifts, bequests and other solicitations for said purpose.

2.3. Powers. In its exercise of the above purpose, the Foundation shall have the powers, subject to those limitations set forth in these Bylaws, to do and perform all things whatsoever set out in this Article 2 and necessary or incidental to the accomplishment of said purposes; provided, however, that notwithstanding any provisions of these Bylaws, the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

2.4. Limitations. No part of the income or assets of the Foundation shall inure to the benefit of, or be distributable to, any Director of the Foundation, Officer of the Foundation or any private individual, and no Director or Officer of the Foundation or any

private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

2.5. Dissolution of the Foundation; Irrevocable Charitable Dedication. All property of this Foundation is irrevocably dedicated to charitable purposes. Upon the winding up and dissolution of the Foundation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Foundation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of El Dorado County, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE 3 MEMBERS**

3.1. Members. The Foundation shall have no members. Any action for which there is no specific provision in the California Nonprofit Public Benefit Corporations Law applicable to a corporation which has no members and which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors of the Foundation (the "Board" or "Board of the Foundation"). All rights which would otherwise vest in the members shall vest in the Board.

3.2. Members Accepted. The Directors may appoint individuals who shall carry the title of "member," but who shall have none of the rights or obligations of a member under California Corporations Code Section 5110 *et. seq.* Any person so appointed shall be appointed without regards to race, color, religious or political affiliation, creed, ancestry, national origin, ethnicity, disability, marital status, sex, or sexual orientation.

### **ARTICLE 4 DIRECTORS**

4.1. Powers. Exercise of any or all of the following powers by the Directors of the Foundation is subject to its limitation to enter into any action that would adversely affect the tax-exempt status of the Foundation.

4.1.1. General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporations Law and any other applicable laws and to any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the Foundation shall be managed and all corporate powers shall be

exercised, by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the business of the Foundation to a management company or other person provided that the business and affairs of the Foundation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

4.1.2. Specific Powers. Without prejudice to the general powers set forth in Section 4.1.1. of these Bylaws, but subject to the same limitations, the Directors of the Foundation shall have the power to:

(a) Take any and all steps necessary to promote the purposes of this Foundation as set forth in Article 2 of these Bylaws, which shall include but not be limited to accepting monetary or real property donations and other similar contributions or financial support;

(b) Appoint and remove, at the pleasure of the Board, all of the Foundation's Officers, agents, and employees, except as otherwise provided herein; prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and require from them contractual security for faithful performance of their duties;

(c) Cause the Foundation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California, unless otherwise provided herein;

(d) Assume obligations, enter into contracts, borrow money and incur indebtedness on behalf of the Foundation and cause to be executed and delivered for the Foundation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;

(e) Acquire, mortgage, encumber, hold title to, pledge, sell, release, or otherwise dispose of real or personal property and interests therein when and upon such terms as the Board determines to be in the best interest of the Foundation;

(f) Facilitate any merger, consolidate, liquidate, plan of exchange, acquisition of stock, or the reorganization or transfer of a substantial portion of the assets of the Foundation;

(g) Amend the Articles of Incorporation or these Bylaws;

(h) Adopt operating and capital budgets and authorize expenditures outside of such budgets;

(i) Approve and amend the Foundation's business and strategic plans;

(j) Create corporate subsidiaries and/or establish or participate in corporate joint ventures and/or non-corporate joint ventures;

(k) Acquire shares of or any interest in any corporation or other legal entity or business enterprise, or create any partnership or other legal entity which the Foundation is or will be a partner, shareholder or member of similar participant;

(l) Change or reorganize the Foundation into any other legal form permitted by law; and

(m) Adopt and use a corporate seal, and alter the form of the seal.

4.2. Number of Directors; Term of Office: Composition of the Board. The authorized number of Directors shall be not less than three (3) and not more than nine (9), unless changed by amendment to these Bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors.

The first Board members shall consist of those nine (9) persons named by the Foundation's incorporator (the "Initial Directors"). To permit for the staggering of terms, the incorporator shall designate that the term of office for four (4) of the Initial Directors be one year, and that the term of office for five (5) of the Initial Directors be two years. Each Initial Director shall hold office until the annual meeting when his or her term expires and until his or her successor has been elected and qualified.

Thereafter, Board members shall serve two-year terms, and shall hold office until the annual meeting when his or her term expires and until his or her successor has been elected and qualified.

A majority of the Directors of this Foundation shall consist of the members of the governing board of the EDHCSD. The remaining Directors of the Foundation shall consist of interested members of the public.

4.2.1. General Manager as Ex-Officio Board Member. The General Manager of the EDHCSD or his or her designee shall be an Ex-Officio member of the Board of Directors, shall be invited to all Board meetings, and shall not have the right to vote.

4.3. Restriction on Interested Persons as Directors. No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the Foundation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee or independent contractor; and (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 such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Foundation.



4.4. Resignation of Director. Any Director may resign effective upon giving oral or written notice to the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. Except on notice to the Attorney General of the State of California, no Director may resign if the Foundation would be left without a duly elected Director.

4.5. Vacancies in the Board of Directors.

4.5.1. Causes. A vacancy or vacancies in the Board shall be deemed to exist in the event of the death, resignation, or removal of any Director or if the authorized number of Directors is increased.

4.5.2. Filling Vacancies. Vacancies in the Board may be filled by the Board of Directors. Each Director elected to fill a vacancy shall hold office until the expiration of the term of the replaced Director.

4.5.3. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

4.6. Removal of Directors.

4.6.1. Removal For Cause. Subject to approval by the governing board of the EDHCSD, the Board may remove a Director "for cause" upon the occurrence of any of the following events:

(a) The Director has been declared of unsound mind by a final court order;

(b) The Director has been convicted of a felony while serving on the Foundation's Board;

(c) The Director has been convicted of any offense involving a breach of his or her official duties; or

(d) The Director has had three (3) consecutive, unexcused absences from official Board meetings.

4.6.2. Removal Without Cause. Subject to approval by the governing board of the EDHCSD, any Director may be removed by the Board of Directors at any time, without cause, if such removal is approved by a majority of the Board of Directors.

4.7. Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Foundation.

4.8. Place of Meetings; Brown Act. Meetings of the Board shall be held at any place within the boundaries of the EDHCSD, which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Foundation. All meetings of the Board shall be called, held, and conducted in accordance with the terms and provisions of the Brown Act. A copy of the Brown Act is attached as Exhibit A to these Bylaws.

4.8.1. Annual Meeting. The Board shall hold an annual meeting for the purpose of organization, appointment of Directors, selection of Officers and the transaction of other business.

4.8.2. Regular Meetings. Regular meetings of the Board shall be held every month to discuss and decide on issues pertaining to the specific purposes for which this Foundation is formed.

4.8.3. Special Meetings; Notice. A special meeting of the Board may be called upon the written request to the President or quorum of Directors.

4.9. Contents of Notice. Notice of all meeting shall be in accordance with the Brown Act.

4.10. Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent of the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

4.11. Meetings by Telephone or Other Telecommunications Equipment. Board meetings may be conducted by conference telephone, video screen communications, or other communications equipment so long as they are conducted in compliance with the Brown Act.

4.12. Quorum. A majority of the authorized number of members of the Board of Directors constitutes a quorum of the Board of Directors for the transaction of business, except as hereinafter provided.

4.13. Transactions of Board of Directors. Except as otherwise provided in the Articles of Incorporation, in these Bylaws, or by law, every act or decision done or made by a majority of Directors present at a duly held meeting at which a quorum is present is the act of the Board of Directors, subject to the more stringent provisions of the California

Nonprofit Public Benefit Corporations Law, including, without limitation, those provisions relating to:

- (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest;
- (b) Approval of certain transactions between Foundations having common directorships; and
- (c) Indemnification of Directors.

4.14. Conduct of Meetings. Any member of the Board selected by the Directors present shall preside at meetings of the Board. The Secretary of the Foundation or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary of the Board.

4.15. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place, so long as said adjournment (and notice of the adjournment) is conducted in compliance with the Brown Act.

4.16. Action Without Meeting. No action may be taken without a meeting.

4.17 Fees and Compensation. No Director shall be compensated for his or her services as Director. However, Directors may receive reimbursement for expenses, as may be fixed or determined by the Board.

## **ARTICLE 5 COMMITTEES**

5.1. Creation and Powers of Committees of the Board. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors and no one who is not a Director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may do the following:

- (a) Fill vacancies on the Board or any committee of the Board;
- (b) Amend or repeal Bylaws or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable; and

(d) Create any other committees of the Board or appoint the members of committees of the Board.

5.2. Nominating Committee. The President shall appoint a committee to nominate qualified candidates for election to the Board at least sixty (60) days before the date of any election of Directors. The Nominating Committee shall make its report to the Board of Directors at least thirty (30) days before the date of the annual meeting, or at such other time as the Board may set, and the Secretary shall forward to each Board member a list of all candidates nominated by the Nominating Committee.

5.3. Audit Committee. At all time that the Foundation is required by applicable law to have an independent audit, or at any time the Foundation voluntarily chooses to do so, the Foundation shall have an audit committee consisting of at least two (2) Directors, and may include nonvoting advisors. The audit committee shall be subject to the requirements of Section 12586 of the California Government Code, and shall perform the duties and adhere to the guidelines set forth in the Foundation's audit committee charter as amended from time to time by the Board. Such duties include, but are not limited to:

(a) Assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary;

(b) Negotiating the auditor's compensation;

(c) Conferring with the auditor regarding the Foundation's financial affairs; and

(d) Reviewing and accepting or rejecting the audit.

Members of the audit committee shall not receive compensation for their service on the audit committee. If the Foundation has a finance committee, a majority of the members of the audit committee may not concurrently serve as members of the finance committee, and the chair of the audit committee may not serve on the finance committee.

5.4. Advisory Committee. The members of any advisory committee may consist of Directors or nondirectors. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the Foundation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. The advisory committees shall be subject to the supervision and control of the Board.

5.5. Investment Committee. When applicable, this Foundation shall have an investment committee comprised of not less than two (2) Directors. The investment committee shall act with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of like character and with

like aims to accomplish the purposes of the institution. Individual investments shall be considered as part of an overall investment strategy. The committee shall consider present and future financial requirements, expected total return, general economic conditions, appropriate level of risk, appropriate levels of income, growth and long-term net appreciation, and the probable safety of the funds. The committee may retain professional money managers, and shall develop an investment policy that shall be reconsidered at least annually, in light of the changing needs of the Foundation, economic conditions, and any other factors that may affect the Foundation's tolerance of risk and need for income. The committee may recommend the retention of property contributed by a donor (whether or not it produces income), and a donor's request should be a factor in making the determination of whether to sell a particular asset contributed by a donor.

5.6. Special or Ad Hoc Committee. The President of this Foundation may appoint such special or ad hoc committees as he or she finds necessary. Committee Chairpersons shall be appointed by and responsible to the President.

5.7. Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of this Section 5.7, except that the time for regular meetings of the committees and the calling of special meetings of the committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board does not adopt rules, the committee may do so. Any expenditure of Foundation funds by a committee shall require prior approval of the Board.

5.7.1. Location of Committee Meetings. Meetings of committees shall be held at any place within the EDHCSD designated by Board resolution, committee resolution, or committee meeting notices; and, if not so designated, shall be held at the principal office of the Foundation.

5.7.2. Meetings by Telecommunication. Committee meetings may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

(1) Each committee member participating in the meeting can communicate concurrently with all other members.

(2) Each committee member is provided the means of participating in all matters before the committee, including the capacity to propose, or to interpose an objection to, a specific action to be taken.

5.7.3. Regular Meetings. The Board of the Foundation or the committee members shall decide if regular meetings of a committee shall be held. If regular

meeting are held, such meetings shall be held every month to discuss and decide on issues pertaining to the specific purposes for which this committee is formed. At least seventy-two (72) hours before a regular meeting, the committee or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting, the time of the regular meeting, and the location of the regular meeting.

5.7.4. Special Meetings; Notice. A special meeting of a committee may be called upon the written request to the President, the Secretary, the Vice-President, or any two (2) Directors. The party calling a special meeting shall determine the place, date and time of the meeting.

Notice of the time and place of special meetings shall be given to each committee member by (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system, either directly to the committee member or to a person at the committee member's office who would reasonably be expected to communicate that notice promptly to the committee member; (4) facsimile; (5) electronic mail; or (6) other electronic means. All such notices shall be given or sent to the committee member's address or telephone number as shown on the Foundation's records. Notices sent by first-class mail shall be deposited in the mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least forty-eight (48) hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the Foundation's principal office. The notice need not specify the purpose of the meeting

5.7.5. Quorum. A majority of the authorized number of committee members shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the committee members present at a duly held meeting at which a quorum is present shall be an act of the committee. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some committee members from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

5.7.6. Waiver of Notice. Notice of a meeting need not be given to any committee member who, either before or after the meeting, signs a waiver of notice, a written consent of the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any committee member who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

5.7.7. Adjournment. A majority of the committee members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

5.7.8. Notice of Adjourned Committee Meeting. Notice of the time and place of holding an adjourned committee meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the committee members who were not present at the time of the adjournment.

## **ARTICLE 6 OFFICERS**

6.1. Election of Officers. The Directors will nominate prospective Officers from the Board and will elect Officers from those nominations. The Officers of the Foundation shall serve at the pleasure of the Board, and shall hold their respective offices until the expiration of their term as a Director of the Foundation; their resignation, removal or other disqualification from services; or until their respective successor shall be elected.

6.2. Titles. The Officers of the Foundation shall be a President, Secretary and Treasurer. Any number of offices may be held by the same person, except that neither a Secretary nor the Treasurer shall serve concurrently as the President.

6.3. Subordinate Officers. The Board may appoint, or may empower the President to appoint such other Officers as the business of the Foundation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

6.4. Removal of Officers. All Officers serve at the pleasure of the Board and any Officer may be removed, either with or without cause, by the Board at any Regular or Special meeting of the Board or by any Officer upon whom such power of removal may be conferred by the Board.

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

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

6.7. President. The President shall preside at all meetings of the Board, and shall exercise and perform such other powers and duties as may be assigned to him or her

by the Board. The President may also serve as the interim chief executive officer of the Foundation until such time as a chief executive office is hired by the Board. As the interim chief executive office, the President shall have, subject to the control of the Board, general supervision, direction, and control of the business and Officers of the Foundation; general powers and duties of management of the Foundation; and such other powers and duties as may be prescribed by the Board.

6.7.1. Vice-President. (Optional) The Vice-President shall, in the absence of the President, perform all duties of that office.

6.8. Secretary. The Secretary shall keep or cause to be kept, at the Principal Office of the Foundation or such other place as the Board may direct, a copy of the Articles of Incorporation and Bylaws, as amended to date, and a book of minutes of all meetings, proceedings, and actions of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The Secretary shall keep a record of the addresses of each Director and shall give or cause to be given, notice of all Board meetings as required. The Secretary shall keep the seal of the Foundation, if one is adopted, in safe custody and shall have such other powers and perform such other duties as may be required by law or as may be prescribed or required from time to time by the Board.

6.9. Treasurer. The Treasurer of the Foundation shall serve as the chief financial officer of the Foundation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of the properties and business transactions of the Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and retained earnings. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Foundation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Foundation as ordered by the Board, and shall render to the President and the Directors, on request, an account of his or her transactions as Treasurer and of the financial condition of the Foundation. The Treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these Bylaws.

If required by the Board of Directors, the Treasurer shall give the Foundation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Foundation of all of its books, papers, vouchers, money and other property of every kind in possession or under the control of the Treasurer on his or her death, resignation, retirement or removal from office.



## ARTICLE 7 INDEMNIFICATION

### 7.1. Indemnification.

7.1.1. Right of Indemnity. To the fullest extent permitted by law, this Foundation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section of the California Corporations Code and including an action by or in the right of the Foundation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

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

7.1.3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board, expenses and attorneys' fees incurred by any persons described in Section 7.1.1. in defending any civil or criminal action or proceeding for which indemnification is required pursuant to Section 7.1.2, or if otherwise authorized by the Board, shall be paid by the Foundation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the indemnified party to repay such amount if it shall ultimately be determined that the indemnified party is not entitled to be indemnified for those expenses.

7.2. Insurance. The Foundation shall have the power to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, Officers, employees, and other agents, against any liability asserted against or incurred by any Director, Officer, employee, or agent in such capacity or arising out of the Director's, Officer's, employee's, or agent's status as such.

## ARTICLE 8 RECORDS AND REPORTS

8.1. Maintenance of Corporate Records. The Foundation shall keep: (i) adequate and correct books and records of account; (ii) written minutes of the proceedings of its Board and committees of the Board; and (iii) a record of each Director's name and address.

8.2. Maintenance of Articles of Incorporation and Bylaws. The Foundation shall keep at its Principal Office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date.

8.3. Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect the Foundation's books, records and documents of every kind and to inspect the physical properties of the Foundation. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

8.4. Annual Report. The Foundation shall cause an annual report to be sent to all Directors not later than one hundred twenty (120) days after the close of the Foundation's fiscal year. The report shall be accompanied by any report of it of an independent accountant, or if there is no such report, the certificate of an authorized Officer of the Foundation that such statements were prepared without audit from the books and records of the Foundation. This requirement of an annual report shall not apply if the Foundation receives less than twenty-five thousand dollars (\$25,000) in gross receipts during the fiscal year; provided, however that the information specified in this Article 8 for inclusion in an annual report must be furnished annually to all Directors who requests it in writing. The report shall contain the following information, in appropriate detail, for the fiscal year:

(a) The assets and liabilities, including the trust funds of the 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 the Foundation, both unrestricted and restricted to particular purposes for the fiscal year;

(d) The expenses and disbursements of the Foundation for both general and restricted purposes, during the fiscal year; and

(e) Any information required by these Bylaws.

8.5. Annual Statement. If the following information is not included in the annual report, the Foundation shall mail or deliver to all Directors, within one hundred and

twenty (120) days after the close of its fiscal year, a "statement" of any transaction or indemnification of the following kind:

(a) Any transaction (i) in which the Foundation, or any subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) that involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either

(i) Any Director or Officer of the Foundation, or any subsidiary (but mere common directorship shall not be considered such an interest); or

(ii) Any holder of more than ten percent (10%) of the voting power of the Foundation, or any subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Foundation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the Foundation under Article 7 of these Bylaws.

8.6. Report to the Secretary of State. The Board shall cause to be filed with the Secretary of State an annual statement containing the following information: (a) the names and addresses of its President, Secretary and Treasurer; (b) the street address of its Principal Office; and (c) a designation of an agent for service of process. The statement shall be filed on the form prescribed by the Secretary of State.

8.7. Fiscal Year. The Foundation's fiscal period for financial and accounting purposes shall commence on July 1 and end on June 30 of each year.

8.8. Supporting Organization Restrictions. This Foundation shall not accept any contribution from any "prohibited person." For purposes of this Section, a "prohibited person" is: (a) a person who controls, directly or indirectly, either alone or with persons listed described in (b) and (c) below, the governing body of this Foundation or any successor organization; (b) a member of the family of an individual listed in (a) above; or (c) a corporation, partnership, trust, or estate more than thirty-five percent (35%) of which is actually or constructively controlled by persons described in (a) or (b) above. For purposes of this Section, a member of an individual's family includes his or her spouse, ancestors, children, grandchildren, great-grandchildren, and spouses of children, grandchildren, and great-grandchildren, as well as the individual's brothers and sisters, by whole or half blood, and their spouses.

## ARTICLE 9 AMENDMENTS

9.1. Amendment by Directors. Subject to approval by the governing board of the EDHCSD, the Board shall have the power to amend, restate or repeal these Bylaws or to adopt new Bylaws. Subject to approval by the governing board of the EDHCSD, the Board shall have the power to amend, restate or otherwise alter the Articles of Incorporation. The Board shall periodically review these Bylaws, the Articles of Incorporation, and other statements of policy and procedure, as needed. The Board may not extend the term of a Director beyond that for which the Director was designated.

Notwithstanding Section 9.1, this Foundation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation relating to the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Foundation has filed a "Statement of Information" pursuant to Section 6210 of the California Corporations Law.

9.2. Record of Amendments. Whenever an amendment or new Bylaw is adopted, it shall be copied in the book of minutes with the original Bylaws. If any Bylaw is repealed, the fact of repeal, with the date of the meeting at which the repeal was enacted or written consent was filed, shall be stated in said book.

## ARTICLE 10 SELF-DEALING TRANSACTIONS

10.1. Definition. A "self-dealing transaction" is a transaction to which the Foundation is a party and in which one or more of the Directors ("Interested Director(s)") has a material financial interest. Notwithstanding this definition, the following transactions are not self-dealing transactions and are subject to the Board's general standard of care: (a) a transaction which is part of a public or charitable program of the Foundation if the transaction is approved/authorized by the Foundation in good faith and without unjustified favoritism, and results in a benefit to one or more Directors or their families because they are in a class of persons intended to be benefited by the program; and (b) an action by the Board fixing any reimbursement of a Director as a Director or Officer of the Foundation.

10.2. Contracts with the Directors. No Director of this Foundation (nor any other corporation, firm, association, or other entity in which one or more of this Foundation's Directors are directors or have a material financial interest) shall have a direct or indirect interest in a contract or transaction unless:

(a) The material facts regarding the Interested Director's financial interest in such contract or transaction are fully disclosed in good faith and noted in the minutes, or are known to all of the Directors prior to the Board's consideration of such contract or transaction.

(b) The Interested Director recuses himself/herself from any participation whatsoever in the proposed contract or transaction (*i.e.*, the Interested Director who recuses himself/herself shall refrain from voting on the matter, and shall leave the room during Board discussions and when the final vote is taken).

(c) Such contract or transaction is authorized in good faith by a majority vote of the disinterested Directors by a sufficient vote for that purpose without counting the votes of the Interested Director.

(d) Before authorizing or approving the transaction, the Board shall consider and in good faith decide, after reasonable investigation, that the Foundation could not obtain a more advantageous arrangement with reasonable effort under the circumstances.

(e) The Foundation for its own benefit enters into the transaction, which is fair and reasonable to the Foundation at the time the transaction was entered into.

This Section does not apply to a transaction that is part of the Foundation's charitable program if it is approved and authorized by the Foundation in good faith and without unjustified favoritism, and results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the Foundation's charitable or educational program.

10.3. Contracts with Non-Director Designated Employees. The Foundation shall not enter into a contract or transaction in which a non-Director designated employee (*e.g.*, a key employee) directly or indirectly has a material financial interest unless all of the requirements in the Foundation's Conflict of Interest Code have been fulfilled.

10.4. Loans to Directors and Officers. The Foundation will make no loan of money or other property, or guarantee the obligation, of any Director or Officer of the Foundation without the approval of the California Attorney General; provided, however, that the Foundation may advance money to a Director or Officer of the Foundation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or Officer would be entitled to reimbursement for such expenses of the Foundation.

## ARTICLE 11 GIFTS TO THE FOUNDATION

11.1. Approval of Gifts. The Board reserves the right to approve the receipt as a gift of any real property, or of any other property which requires the Foundation to assume or satisfy any underlying loan secured by the property, or any monetary gifts which are

restricted by the donor in a fashion which could place a continuing obligation on the Foundation.

11.2. Generally. The Foundation is authorized to accept and administer gifts made to the Foundation by donors who name or otherwise identify the Foundation in the instrument of gift or transfer. Gifts shall vest in the Foundation upon receipt and acceptance by it (whether signified by the Board, an Officer, employee or agent of the Foundation). "Gift" includes the transfer of money or other property of any kind, real, personal or mixed, or any interest in property, and whether made by delivery, grant, conveyance, payment, devise, bequest, or any other method of transfer.

11.3. Terms of Gifts. Each donor by making a gift to the Foundation accepts and agrees to all the terms of the Articles of Incorporation, these Bylaws, and any gift acceptance policy adopted by the Board. Each donor further accepts and agrees that the fund so created by his or her gift shall be subject to (1) the Board's presumption of the donor's intent for modification of restrictions or conditions, and for amendments and termination of the donor's gift, and (2) all other terms of the Articles of Incorporation, the Bylaws, and any gift acceptance policy of the Foundation, each as from time to time amended.

11.4. Powers of Board. Notwithstanding any provision of these Bylaws or in any instrument of gift or transfer creating or adding to a fund of the Foundation, the Board shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes if, in the judgment and discretion of the Board, the purposes, objectives, restrictions or conditions specified in any donation become incapable or not reasonably susceptible of fulfillment, or are not in the best interest of advancing the charitable purposes of the Foundation.

## **ARTICLE 12 GENERAL MATTERS**

12.1. Checks; Drafts; Evidences of Indebtedness. From time to time, the Board shall determine by resolution which person or persons may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness that are issued in the name of, or payable to, the Foundation, and only the persons so authorized shall sign or endorse these instruments.

12.2. Corporate Contracts and Instruments; How Executed. The Board, except as otherwise provided in these Bylaws, may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Foundation; such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board or within the agency power of an Officer, no Officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

12.3. Construction; Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporations Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term 'person' includes both a corporation and a natural person.

12.4. Amendments to Law. Reference in these Bylaws to any provision of the California Foundations Code, specifically the Nonprofit Public Benefit Corporations Law, or the Internal Revenue Service Code shall be deemed to include all amendments thereof.

**EXHIBIT A**

**Brown Act**



THE  

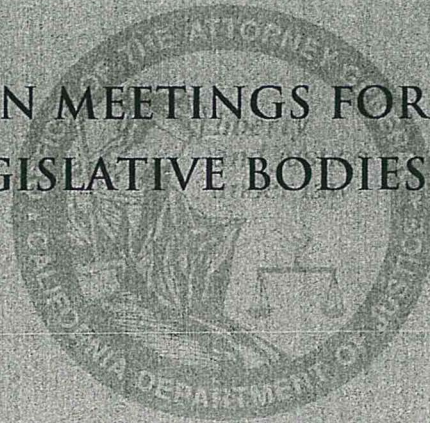
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BROWN  

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ACT

OPEN MEETINGS FOR  
LOCAL LEGISLATIVE BODIES



**2003**

CALIFORNIA ATTORNEY  
GENERAL'S OFFICE

**THE**  

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**BROWN**  

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**ACT**

**OPEN MEETINGS FOR  
LOCAL LEGISLATIVE BODIES**

Office of the Attorney General  
Bill Lockyer  
Attorney General

Prepared by the Division of Civil Law

Chief Assistant Attorney General Andrea Lynn Hoch  
Deputy Attorney General Ted Prim, Editor



State of California  
**Office of the Attorney General**

Bill Lockyer  
Attorney General

Throughout California's history, local legislative bodies have played a vital role in bringing participatory democracy to the citizens of the state. Local legislative bodies - such as boards, councils and commissions - are created in recognition of the fact that several minds are better than one, and that through debate and discussion, the best ideas will emerge. The law which guarantees the public's right to attend and participate in meetings of local legislative bodies is the Ralph M. Brown Act.

While local legislative bodies generally are required to hold meetings in open forum, the Brown Act recognizes the need, under limited circumstances, for these bodies to meet in private in order to carry out their responsibilities in the best interests of the public. For example, the law contains a personnel exception based on notions of personal privacy, and a pending litigation exception based upon the precept that government agencies should not be disadvantaged in planning litigation strategy. Although the principle of open meetings initially seems simple, application of the law to real life situations can prove to be quite complex.

The purpose of this pamphlet is to provide a brief description of the Brown Act, along with a discussion of court decisions and opinions of this office that add to our understanding by applying it in specific factual contexts. We hope this pamphlet will assist both public officials and those who monitor the performance of local legislative bodies to minimize and resolve disputes over interpretations of the Brown Act. In recent years, both the California Supreme Court and the courts of appeal have recognized the benefit of pamphlets issued by our office. This recognition by the courts, along with many favorable comments from members of the public, strengthens our resolve to continue producing reliable informational materials on the Brown Act and other California laws. Publication of these materials constitutes a tradition of service that we value greatly.

Ideas and suggestions for future editions of this pamphlet are welcomed and should be addressed to the editor.

Sincerely,

BILL LOCKYER  
Attorney General

## Table of Contents

	<u>Page</u>
INTRODUCTION	v
SUMMARY OF KEY BROWN ACT PROVISIONS	vi
I. PURPOSE AND SCOPE	1
II. BODIES SUBJECT TO THE BROWN ACT	2
1. Local Agencies	3
2. Legislative Bodies	4
A. Governing Bodies	5
B. Subsidiary Bodies	5
C. Private or Nonprofit Corporations and Other Entities	6
D. Hospital Lessees	7
III. MEETING DEFINED	8
1. Face to Face Meetings	8
A. Conferences and Retreats	9
B. Other Public Meetings	10
C. Meetings of Other Legislative Bodies	10
D. Social or Ceremonial Occasions	11
2. Serial Meetings	11
3. Individual Contacts Between Members of the Public and Board Members	13
4. Teleconference Meetings	14
5. Writings as Meetings	15

Table of Contents  
(Continued)

	<u>Page</u>
IV. NOTICE AND AGENDA REQUIREMENTS	15
1. Regular Meetings	16
A. Agenda Requirement	16
B. Exceptions to Agenda Requirements	18
C. Public Testimony	18
2. Special Meetings	20
3. Emergency Meetings	20
4. Closed Sessions	21
A. Agenda Requirement	21
B. Oral Announcement Prior to Closed Sessions	23
C. Report at the Conclusion of Closed Sessions	24
5. Adjournments and Continuances	25
6. Location of Meetings	26
7. Special Procedures Regarding Taxes and Assessments	27
V. RIGHTS OF THE PUBLIC	27
VI. PERMISSIBLE CLOSED SESSIONS	30
1. Introduction	30
A. Narrow Construction	30
B. Semi-Closed Meetings	31
C. Secret Ballots	31
D. Confidentiality of Closed Session	32

Table of Contents  
(Continued)

	<u>Page</u>
2. Authorized Exceptions	33
A. Personnel Exception	33
B. Pending Litigation and the Attorney-Client Privilege	37
(1) Historical Background	37
(2) Pending Litigation Exception	37
C. Real Property Negotiations Exception	41
D. Labor Negotiations Exception	42
E. Public Security Exception	43
F. License Application Exception	43
3. Minute Book	43
VII. PENALTIES AND REMEDIES FOR VIOLATION OF THE ACT	44
1. Criminal Penalties	44
2. Civil Remedies	44
A. Injunctive, Mandatory or Declaratory Relief	44
B. Voidability of Action	45
C. Attorney Fees	47
APPENDIX A	49
TIME DEADLINES	49
APPENDIX B	50
THE RALPH M. BROWN ACT	51

**Table of Contents**  
**(Continued)**

	<b><u>Page</u></b>
TABLE OF AUTHORITIES	84
Cases	85
Statutes	88
Attorney General Opinions	92
Other Authorities	94

## INTRODUCTION

This pamphlet concerns the provisions of the Ralph M. Brown Act, which govern open meetings for local government bodies. The Brown Act is contained in section 54950 et seq. of the Government Code. Accordingly, all statutory references in this pamphlet are to the Government Code unless otherwise noted. The pamphlet contains a table of contents, which may also serve as a topical outline for the reader. The pamphlet also includes a brief summary of the main provisions of the Brown Act, along with references to the appropriate Government Code sections and chapters of the text. The text includes a discussion of the law along with tips on how the law should be applied in particular situations. Numerous references are made to legal authorities throughout the text. A copy of the Brown Act in its entirety is set forth in the appendix to the pamphlet. Lastly, the pamphlet contains a table of authorities so that the reader can determine all of the places in the text where references are made to a particular authority.

In preparing this pamphlet, we relied on a variety of legal resources. Appellate court cases were consulted and are cited throughout the pamphlet. While most of the more significant cases are discussed, this pamphlet is not intended to be a compendium of all court cases in this area. In addition, we drew upon published opinions and unpublished letter opinions issued by this office. Attorney General opinions, unlike appellate court decisions, are advisory only and do not constitute the law of the state. However, with respect to the Brown Act, the courts have frequently adopted the analysis of Attorney General opinions, and have commented favorably on the service afforded by those opinions and this pamphlet. (*Bell v. Vista Unified School Dist.* (2000) 82 Cal.App.4th 672; *Freedom Newspapers v. Orange County Employees Retirement System* (1993) 6 Cal. 4th 821, 829.)

Published opinions are cited by volume and page number (e.g., 32 Ops.Cal.Atty.Gen. 240 (1958)). Unpublished letter opinions are cited as indexed letters by year and page number (e.g., Cal.Atty.Gen., Indexed Letter, No. IL 76-201 (October 20, 1976).) Published opinions are available through law libraries and some attorneys' offices. As a general rule, indexed letters are available only in the Office of the Attorney General. Copies may be obtained by a request to the Public Inquiry Unit of the Office of the Attorney General.

If you have specific questions or problems, the statutes, cases and opinions should be consulted. You also may wish to refer the matter to the attorney for the agency in question, a private attorney or the district attorney.

The pamphlet is current through January 2003 with respect to statutes, case law, and Attorney General opinions.



## SUMMARY OF KEY BROWN ACT PROVISIONS

### COVERAGE

#### PREAMBLE:

Public commissions, boards, councils and other legislative bodies of local government agencies exist to aid in the conduct of the people's business. The people do not yield their sovereignty to the bodies that serve them. The people insist on remaining informed to retain control over the legislative bodies they have created.

54950 Ch. I

#### GOVERNING BODIES:

Includes city councils, boards of supervisors, and district boards. Also covered are other legislative bodies of local government agencies created by state or federal law.

54952(a) Ch. I & II

#### SUBSIDIARY BODIES:

Includes boards or commissions of a local government agency as well as standing committees of a legislative body. A standing committee has continuing subject matter jurisdiction or a meeting schedule set by its parent body. Less-than-a-quorum advisory committees, other than standing committees, are exempt.

54952(b) Ch. II

#### PRIVATE OR NONPROFIT CORPORATIONS OR ENTITIES:

##### Covered only if:

- a. A legislative body delegates some of its functions to a private corporation or entity; or  
54952(c)(1)(A) Ch. II
- b. If a legislative body provides some funding to a private corporation or entity and appoints one of its members to serve as a voting member of entity's board of directors.  
54952(c)(1)(B)

**MEETING DEFINED**

**INCLUDES:**

Any gathering of a quorum of a legislative body to discuss or transact business under the body’s jurisdiction; serial meetings are prohibited. 54952.2 Ch. III

**EXEMPTS:**

- (1) Individual contacts between board members and others which do not constitute serial meetings; 54952.2(c)(1) Ch. III
- (2) Attendance at conferences and other gatherings which are open to public so long as members of legislative bodies do not discuss among themselves business of a specific nature under the body’s jurisdiction; 54952.2(c)(2), (3) and (4)
- (3) Attendance at social or ceremonial events where no business of the body is discussed. 54952.2(c)(5)

**LOCATIONS OF MEETINGS:**

A body must conduct its meetings within the boundaries of its jurisdiction unless it qualifies for a specific exemption. 54954 Ch. IV

**TELECONFERENCE MEETINGS:**

Teleconference meetings may be held under carefully defined conditions. The meeting notice must specifically identify all teleconference locations, and each such location must be fully accessible to members of the public. 54953 Ch. III

**PUBLIC RIGHTS**

**PUBLIC TESTIMONY:**

Public may comment on agenda items before or during consideration by legislative body. Time must be set aside for public to comment on any other matters under the body’s jurisdiction. 54954.3 Ch. IV & V

NON-DISCRIMINATORY FACILITIES:

Meetings may not be conducted in a facility that excludes persons on the basis of their race, religion, color, national origin, ancestry, or sex, or that is inaccessible to disabled persons, or where members of the public may not be present without making a payment or purchase. 54953.2; 54961 Ch. V

COPY OF RECORDING:

Public may obtain a copy, at cost, of an existing tape recording made by the legislative body of its public sessions, and to listen to or view the body's original tape on a tape recorder or viewing device provided by the agency. 54953.5 Ch. V

PUBLIC VOTE:

All votes, except for those cast in permissible closed session, must be cast in public. No secret ballots, whether preliminary or final, are permitted. 54953(c) Ch. VI

CLOSED MEETING ACTIONS/DOCUMENTS:

At an open session following a closed session, the body must report on final action taken in closed session under specified circumstances. Where final action is taken with respect to contracts, settlement agreements and other specified records, the public may receive copies of such records upon request. 54957.1 Ch. IV, V & VI

TAPING OR BROADCASTING:

Meetings may be broadcast, audio-recorded or video-recorded so long as the activity does not constitute a disruption of the proceeding. 54953.5; 54953.6 Ch. V

CONDITIONS TO ATTENDANCE:

Public may not be asked to register or identify themselves or to pay fees in order to attend public meetings. 54953.3; 54961 Ch. V

PUBLIC RECORDS:

Materials provided to a majority of a body which are not exempt from disclosure under the Public Records Act must be provided, upon request, to members of the public without delay. 54957.5 Ch. V

## REQUIRED NOTICES AND AGENDAS

### REGULAR MEETINGS:

Agenda containing brief general description (approximately twenty words in length) of each matter to be considered or discussed must be posted at least 72 hours prior to meeting. 54954.2 Ch. IV

### SPECIAL MEETINGS:

Twenty-four hour notice must be provided to members of legislative body and media outlets including brief general description of matters to be considered or discussed. 54956 Ch. IV

### EMERGENCY MEETINGS:

One hour notice in case of work stoppage or crippling activity, except in the case of a dire emergency. 54956.5 Ch. IV

### CLOSED SESSION AGENDAS:

All items to be considered in closed session must be described in the notice or agenda for the meeting. A model format for closed-session agendas appears in section 54954.5. Prior to each closed session, the body must orally announce the subject matter of the closed session. If final action is taken in closed session, the body generally must report the action at the conclusion of the closed session. 54954.2; 54954.5; 54957.1 and 54957.7 Ch. IV

### AGENDA EXCEPTION:

Special procedures permit a body to proceed without an agenda in the case of emergency circumstances, or where a need for immediate action came to the attention of the body after posting of the agenda. 54954.2(b) Ch. IV

**CLOSED-SESSION MEETINGS**

PERSONNEL EXEMPTION:

The body may conduct a closed session to consider appointment, employment, evaluation of performance, discipline or dismissal of an employee. With respect to complaints or charges against an employee brought by another person or another employee, the employee must be notified, at least 24 hours in advance, of his or her right to have the hearing conducted in public. 54957 Ch. VI

PUBLIC SECURITY:

A body may meet with law enforcement or security personnel concerning the security of public buildings and services. 54957 Ch. VI

PENDING LITIGATION:

A body may meet in closed session to receive advice from its legal counsel concerning existing litigation, initiating litigation, or situations involving a significant exposure to litigation. The circumstances which constitute significant exposure to litigation are expressly defined in section 54956.9(b)(3). 54956.9 Ch. VI

LABOR NEGOTIATIONS:

A body may meet in closed session with its negotiator to consider labor negotiations with represented and unrepresented employees. Issues related to budgets and available funds may be considered in closed session, although final decisions concerning salaries of unrepresented employees must be made in public. 54957.6 Ch. VI

REAL PROPERTY NEGOTIATIONS:

A body may meet in closed session with its negotiator to consider price and terms of payment in connection with the purchase, sale, exchange or lease of real property. 54956.8 Ch. VI

**REMEDIES AND SANCTIONS**

CIVIL REMEDIES:

Individuals or the district attorney may file civil lawsuits for injunctive, mandatory or declaratory relief, or to void action taken in violation of the Act. 54960; 54960.1 Ch. VII

Attorneys' fees are available to prevailing plaintiffs. 54960.5

CRIMINAL SANCTIONS:


The district attorney may seek misdemeanor penalties against a member of a body who attends a meeting where action is taken in violation of the Act, and where the member intended to deprive the public of information which the member knew or has reason to know the public was entitled to receive. 54959 Ch. VII

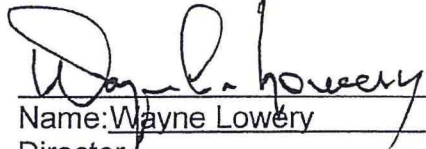
**Return to Main Body**

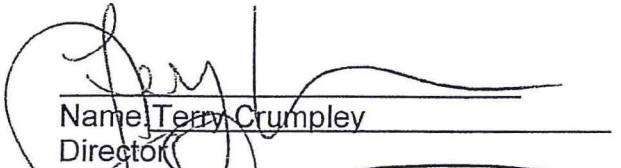
**WRITTEN CONSENT OF DIRECTORS ADOPTING THESE BYLAWS**

We the undersigned, are the Directors of El Dorado Hills Community Services District Foundation, a California nonprofit public benefit corporation, and pursuant to the authority granted to the Directors hereby adopt the foregoing Bylaws, consisting of \_\_\_ pages, as the Bylaws of this Foundation. We each acknowledge receipt of a copy of these Bylaws.

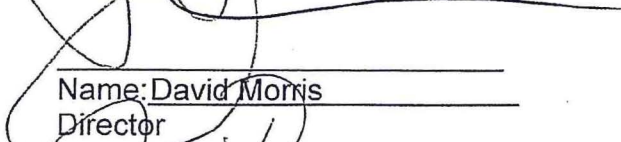
Dated: \_\_\_\_\_, 2013

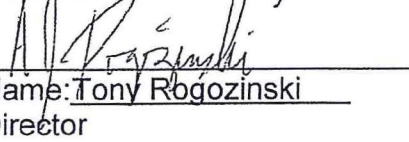
  
Name: Noelle Mattock \_\_\_\_\_  
Director

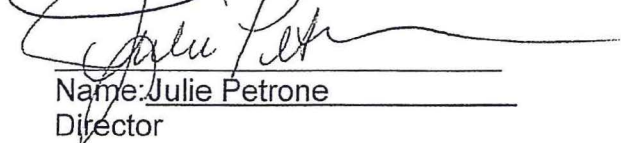
  
Name: Wayne Lowery \_\_\_\_\_  
Director

  
Name: Terry Crumpley \_\_\_\_\_  
Director

  
Name: Ryan Jantzen \_\_\_\_\_  
Director

  
Name: David Morris \_\_\_\_\_  
Director

  
Name: Tony Rogozinski \_\_\_\_\_  
Director

  
Name: Julie Petrone \_\_\_\_\_  
Director

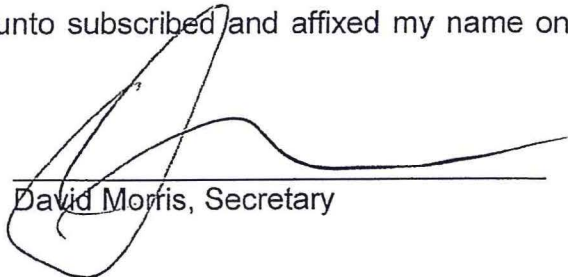
CERTIFICATE OF THE SECRETARY

I, the undersigned, do hereby certify that:

1. I am the Secretary of the Board of Directors of El Dorado Hills Community Services District Foundation, a California nonprofit public benefit corporation; and

2. The foregoing is a true and correct copy of the Bylaws of Foundation named in the title thereto and that the Bylaws were duly adopted by the Board of Directors on \_\_\_\_\_, 2013.

IN WITNESS WHEREOF, I have hereunto subscribed and affixed my name on \_\_\_\_\_, 2013.

  
\_\_\_\_\_  
David Morris, Secretary



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

DEPARTMENT OF THE TREASURY

Date:

AUG 28 2014

EL DORADO HILLS COMMUNITY SERVICES  
DISTRICT FOUNDATION  
C/O BRENT DENNIS  
1021 HARVARD WAY  
EL DORADO HILLS, CA 95762

Employer Identification Number:  
46-3473319

DLN:  
17053035375014

Contact Person:  
CUSTOMER SERVICE ID# 31954

Contact Telephone Number:  
(877) 829-5500

Accounting Period Ending:  
June 30

Public Charity Status:  
509(a)(3)

Form 990 Required:  
Yes

Effective Date of Exemption:  
February 20, 2013

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.

Specifically, we have determined that you are a Type II supporting organization under section 509(a)(3). A Type II supporting organization is supervised or controlled in connection with one or more publicly supported organizations.

For important information about your responsibilities as a tax-exempt organization, go to [www.irs.gov/charities](http://www.irs.gov/charities). Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Sincerely,



Director, Exempt Organizations



EL DORADO HILLS COMMUNITY SERVICES DISTRICT FOUNDATION  
1021 HARVARD WAY  
EL DORADO CA 95762

Date: 03.14.14  
Case: 26610540200564330  
Case Unit: 26610540200564333  
In reply refer to: 760:FNL:F120

Regarding	: Tax-Exempt Status
Organization's Name	: El Dorado Hills Community Services District Foundation
CCN	: 3553094
Purpose	: Charitable
R&TC §	: 23701d
Form of Organization	: Incorporated
Accounting Period Ending	: 06/30
Tax-Exempt Status Effective	: 02/20/2013

### Exempt Determination Letter

We have determined the organization is tax-exempt from California franchise or income tax as stated in the above Revenue and Taxation Code (R&TC) section (§).

To retain tax-exempt status, the organization must be organized and operating for nonprofit purposes within the provisions of the above R&TC section. An inactive organization is not entitled to tax-exempt status.

We have based our decision on the information submitted and the assumption that the organization's present operations will continue unchanged or conform to those proposed in the organization's application. In order for us to determine any affect on the tax-exempt status, the organization must immediately report to us any change in:

- Operation
- Character
- Purpose
- Name
- Address

Our determination may no longer be applicable, if these changes occur:

- Material facts or circumstances relating to the organization application.
- Relevant statutory, administrative, or judicial case law.
- Federal interpretation of federal law in cases where our decision was based on such interpretation.

It is the organization's responsibility to be aware of these changes should they occur. This paragraph constitutes written advice, other than a chief counsel ruling, within the meaning of R&TC §21012(a)(2).

For filing requirements, get Pub. 1068, *Exempt Organizations - Filing Requirements and Filing Fees*. Go to [ftb.ca.gov](http://ftb.ca.gov) and search for **1068**.

This exemption is for state franchise or income tax purposes only. For information regarding sales tax exemption, contact the State Board of Equalization at 800.400.7115, or go to their website at [boe.ca.gov](http://boe.ca.gov).

Fonda N. Lewis  
Telephone: 916.845.4171  
Fax: 916.843.6177

cc: Marilyn L Jacobs

Form **990-EZ**

**Short Form**

**Return of Organization Exempt From Income Tax**

OMB No. 1545-1150

**2013**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

**Open to Public Inspection**

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-EZ and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Department of the Treasury  
Internal Revenue Service

**A** For the 2013 calendar year, or tax year beginning \_\_\_\_\_, 2013, and ending \_\_\_\_\_, 20

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>EI Dorado Hills Community Services District Foundation</b>		<b>D</b> Employer identification number <b>46-3473319</b>
	Number and street (or P.O. box, if mail is not delivered to street address) Room/suite <b>1021 Harvard Way</b>		<b>E</b> Telephone number <b>916-614-3237</b>
	City or town, state or province, country, and ZIP or foreign postal code <b>EI Dorado Hills, CA 95762</b>		<b>F</b> Group Exemption Number ▶ <b>n.a.</b>

**G** Accounting Method:  Cash  Accrual Other (specify) ▶ \_\_\_\_\_

**H** Check  if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

**I** Website: ▶ [www.irs.gov](http://www.irs.gov)

**J** Tax-exempt status (check only one) –  501(c)(3)  501(c) ( ) ◀ (insert no.)  4947(a)(1) or  527

**K** Form of organization:  Corporation  Trust  Association  Other \_\_\_\_\_

**L** Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ . . . . . ▶ \$ \_\_\_\_\_

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (see the instructions for Part I)  
Check if the organization used Schedule O to respond to any question in this Part I . . . . .

<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, and similar amounts received . . . . .	<b>1</b>	5,552.13
	<b>2</b> Program service revenue including government fees and contracts . . . . .	<b>2</b>	
	<b>3</b> Membership dues and assessments . . . . .	<b>3</b>	
	<b>4</b> Investment income . . . . .	<b>4</b>	
	<b>5a</b> Gross amount from sale of assets other than inventory . . . . .	<b>5a</b>	
	<b>b</b> Less: cost or other basis and sales expenses . . . . .	<b>5b</b>	
	<b>c</b> Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) . . . . .	<b>5c</b>	
	<b>6</b> Gaming and fundraising events		
	<b>a</b> Gross income from gaming (attach Schedule G if greater than \$15,000) . . . . .	<b>6a</b>	
<b>b</b> Gross income from fundraising events (not including \$ _____ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000) . . . . .	<b>6b</b>		
<b>c</b> Less: direct expenses from gaming and fundraising events . . . . .	<b>6c</b>		
<b>d</b> Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c) . . . . .	<b>6d</b>		
<b>7a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>7a</b>		
<b>b</b> Less: cost of goods sold . . . . .	<b>7b</b>		
<b>c</b> Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a) . . . . .	<b>7c</b>		
<b>8</b> Other revenue (describe in Schedule O) . . . . .	<b>8</b>		
<b>9</b> <b>Total revenue.</b> Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8 . . . . . ▶	<b>9</b>	5,552.13	
<b>Expenses</b>	<b>10</b> Grants and similar amounts paid (list in Schedule O) . . . . .	<b>10</b>	
	<b>11</b> Benefits paid to or for members . . . . .	<b>11</b>	
	<b>12</b> Salaries, other compensation, and employee benefits . . . . .	<b>12</b>	
	<b>13</b> Professional fees and other payments to independent contractors . . . . .	<b>13</b>	
	<b>14</b> Occupancy, rent, utilities, and maintenance . . . . .	<b>14</b>	
	<b>15</b> Printing, publications, postage, and shipping . . . . .	<b>15</b>	
	<b>16</b> Other expenses (describe in Schedule O) . . . . .	<b>16</b>	
<b>17</b> <b>Total expenses.</b> Add lines 10 through 16 . . . . . ▶	<b>17</b>	0.00	
<b>Net Assets</b>	<b>18</b> Excess or (deficit) for the year (Subtract line 17 from line 9) . . . . .	<b>18</b>	5,552.13
	<b>19</b> Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return) . . . . .	<b>19</b>	
	<b>20</b> Other changes in net assets or fund balances (explain in Schedule O) . . . . .	<b>20</b>	
	<b>21</b> Net assets or fund balances at end of year. Combine lines 18 through 20 . . . . . ▶	<b>21</b>	5,552.13

**Part II Balance Sheets** (see the instructions for Part II)

Check if the organization used Schedule O to respond to any question in this Part II

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments . . . . .	0.00	22 5,552.13
23 Land and buildings . . . . .		23
24 Other assets (describe in Schedule O) . . . . .		24
25 <b>Total assets</b> . . . . .		25
26 <b>Total liabilities</b> (describe in Schedule O) . . . . .		26
27 <b>Net assets or fund balances</b> (line 27 of column (B) <b>must</b> agree with line 21) . . . . .		27 5,552.13

**Part III Statement of Program Service Accomplishments** (see the instructions for Part III)

Check if the organization used Schedule O to respond to any question in this Part III

What is the organization's primary exempt purpose? **Public charity support of community recreation & parks**

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

**Expenses**  
(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others.)

28 <b>N.A. as the organization was just formed and recognized late in the fiscal year reporting.</b> . . . . .		
(Grants \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>	28a	
29 <b>See above</b> . . . . .		
(Grants \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>	29a	
30 <b>See above</b> . . . . .		
(Grants \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>	30a	
31 Other program services (describe in Schedule O) . . . . .		
(Grants \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>	31a	
32 <b>Total program service expenses</b> (add lines 28a through 31a) . . . . .	32	0.00

**Part IV List of Officers, Directors, Trustees, and Key Employees** (list each one even if not compensated—see the instructions for Part IV)

Check if the organization used Schedule O to respond to any question in this Part IV

(a) Name and title	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC) (if not paid, enter -0-)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
Noelle Mattock, President	2.0	0.00		
Terry Crumpley, Vice President	2.0	0.00		
David Morris, Secretary	2.0	0.00		
Wayne Lowery, Treasurer	2.0	0.00		
Tony Rogozinski, Director	2.0	0.00		
Julie Petrone, Director	2.0	0.00		
Ryan Jantzen, Director	2.0	0.00		
Robert B Dennis, Agent	4.0	0.00		

Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V) Check if the organization used Schedule O to respond to any question in this Part V

Table with columns for question number, question text, and Yes/No checkboxes. Includes questions 33 through 45b regarding organizational activities, financials, and compliance.

46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I . . . . . 

46		<input checked="" type="checkbox"/>
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**Part VI Section 501(c)(3) organizations only**

All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI . . . . .

47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II . . . . . 

47		<input checked="" type="checkbox"/>
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48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . . 

48		<input checked="" type="checkbox"/>
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49a Did the organization make any transfers to an exempt non-charitable related organization? . . . . . 

49a		<input checked="" type="checkbox"/>
-----	--	-------------------------------------

b If "Yes," was the related organization a section 527 organization? . . . . . 

49b		<input checked="" type="checkbox"/>
-----	--	-------------------------------------

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and title of each employee	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
N.A.				

f Total number of other employees paid over \$100,000 . . . . . ▶ N.A.

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

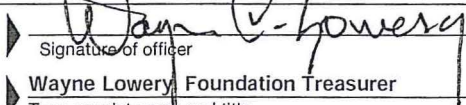
(a) Name and business address of each independent contractor	(b) Type of service	(c) Compensation
N.A.		

d Total number of other independent contractors each receiving over \$100,000 . . . . . ▶ N.A.

52 Did the organization complete Schedule A? **Note.** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A . . . . . ▶  Yes  No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

	Date <u>11/15/2014</u>
Signature of officer	
<b>Wayne Lowery</b> , Foundation Treasurer	
Type or print name and title	

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶				Firm's EIN ▶
Firm's address ▶				Phone no.

May the IRS discuss this return with the preparer shown above? See instructions . . . . . ▶  Yes  No



000 00011 01  
ACCOUNT:

PAGE: 1  
993009398 06/30/2014

EL DORADO HILLS CSD  
FOUNDATION  
1021 HARVARD WAY  
EL DORADO HLS, CA 95762-4353

2,818



<T> 30-5  
0  
0

=====  
OUR FUNDS AVAILABILITY POLICY CHANGES ON APRIL 1, 2014. IN A NUTSHELL:  
YOU CAN USUALLY ACCESS YOUR MONEY AS SOON AS YOU DEPOSIT IT, BUT THE  
BANK CAN, ON OCCASION, HOLD THE MONEY UNTIL THE SEVENTH BUSINESS DAY  
AFTER IT'S DEPOSITED. QUESTIONS? REVIEW YOUR DISCLOSURES OR CALL US.  
=====

=====  
COMMUNITY BUSINESS CHECKING ACCOUNT 993009398  
=====

MINIMUM BALANCE	5,552.13	LAST STATEMENT 05/30/14	5,552.13
AVERAGE BALANCE	5,552.13	CREDITS	.00
		DEBITS	.00
		THIS STATEMENT 06/30/14	5,552.13

- - - ITEMIZATION OF OVERDRAFT AND RETURNED ITEM FEES - - -

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*****
*                               |          TOTAL FOR          |          TOTAL          *
*                               |          THIS PERIOD        |          YEAR TO DATE    *
*-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|
* TOTAL OVERDRAFT FEES:      |          $ .00            |          $ .00          *
*-----|-----|-----|-----|-----|-----|-----|-----|-----|
* TOTAL RETURNED ITEM FEES:  |          $ .00            |          $ .00          *
*****
    
```





EDHCSD Foundation

**BUDGET**

"Run for the Hills" Event

**REVENUE**

Ticket sales: (500 runners x \$35)	\$17,500
(250 runners x \$40)	\$10,000
(250 youth runners x \$10)	\$ 2,500
Sponsorships: (\$2,000 pledged)	\$ 3,500
Vendor/Sponsor booths (20x \$75)	\$ 1,500
In-kind Donations (food, beverages, media marketing, facilities)	\$15,000

**TOTAL REVENUE****\$50,000****EXPENSES**

Race Management Fees	\$ 3,250
T-shirts for runners & volunteers (1,100 x \$10)	\$11,000
Medals (1,000)	\$ 1,000
Breakfast food for participants	\$ 5,000
Tents, tables, chairs, facility and staff support	\$5,000
CHP Traffic Control	\$400
Portable Toilets	\$500
Stage	\$1,500
Entertainment	\$1,000
Marketing (logo art, ads, press releases, email list, flyers, banners)	\$7500
Runner Wrist Bands	\$ 150
Breakfast Tickets	\$ 100
Beverages/Water	\$1,000
County Permits, Event Coordinator, Temporary Food Permit, State ABC liquor license -	\$100
Insurance Liability	\$500

**SUB-TOTAL EXPENSES****\$37,000****CONTINGENCY - 10%****\$3,700****TOTAL EXPENSES****\$40,700**



## **Inaugural Run for the Hills Fun Run**

**Saturday, March 28 • 8am-12pm**

**A 5 Mile Fun Run and 1 mile Youth Fun Run  
in support of the El Dorado Hills Community  
Services District Foundation**

CSD/Pavilion Parking Lot – 1021 Harvard Way,  
El Dorado Hills, CA 95762

**REGISTRATION:** Visit [www.edhcsdfoundation.com](http://www.edhcsdfoundation.com)  
to register or make donations.

Early Registration: 1/1- 3/1, 2015 – \$35 per person  
*Price includes T-Shirt, Medal and \$5 onsite food ticket*

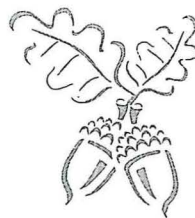
Late Registration: March 1-28, 2015 – \$40/person  
*Price includes T-Shirt, Medal and \$5 onsite food ticket  
(T-Shirt size not guaranteed)*

Packet Pick-up/Late Registration for convenience,  
Friday March 27, 2015 at the CSD Pavilion 4-7pm

5 Mile Run begins at 8am winding your way  
through our beautiful community.

1 Mile Youth Run (Ages 8-13) \$10 per person.

1 Mile Youth Run begins at 11am and will follow  
a course throughout the El Dorado Hills CSD  
Community Park. We encourage class groups, youth  
groups, cross-country runners/teams, and kids who  
simply enjoy running to come out and support our  
community.



**El Dorado Hills  
Community Services District Foundation**

*Planting seeds today for a better tomorrow*

**BOARD OF DIRECTORS**

President

Noelle Mattock

Vice President

Terry Crumpley

Treasurer

Wayne Lowery

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**ADVISORY COUNCIL**

Hal Erpenbeck

Helen Gunther

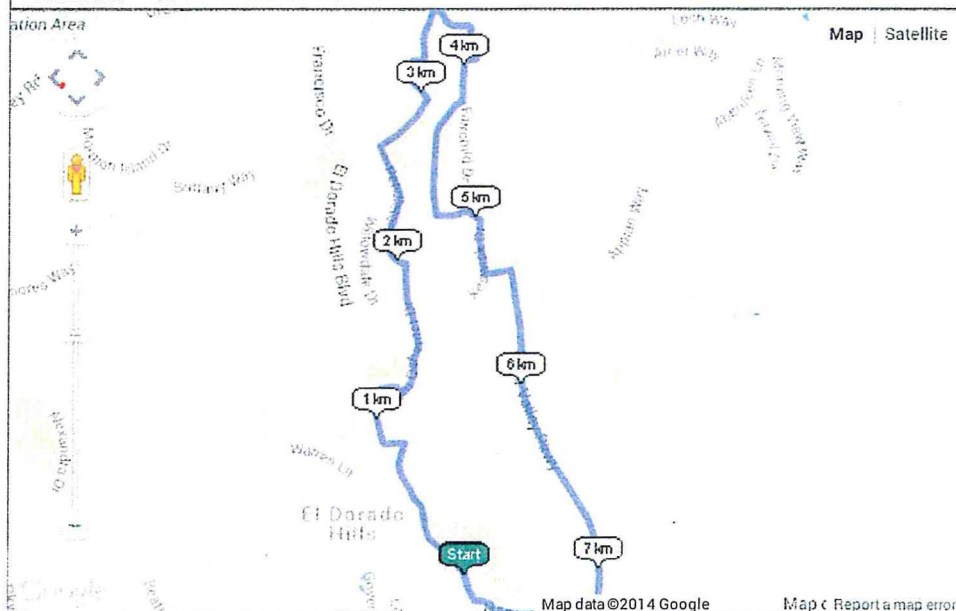
Sue Hawkes

**Run for The Hills I**

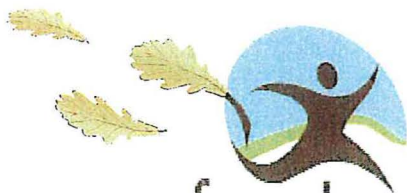
**Distance:** 4.98 miles / 8.01 km

**Location:** Start: Community Park  
El Dorado Hills, CA, US

**Attributes:** loop, mixed flat & hills, roads



1021 Harvard Way  
El Dorado Hills, CA 95762  
916-933-6224  
Mail@edhcsd.org



**run for the hills**

A Run to Benefit the El Dorado Hills Community Services District Foundation

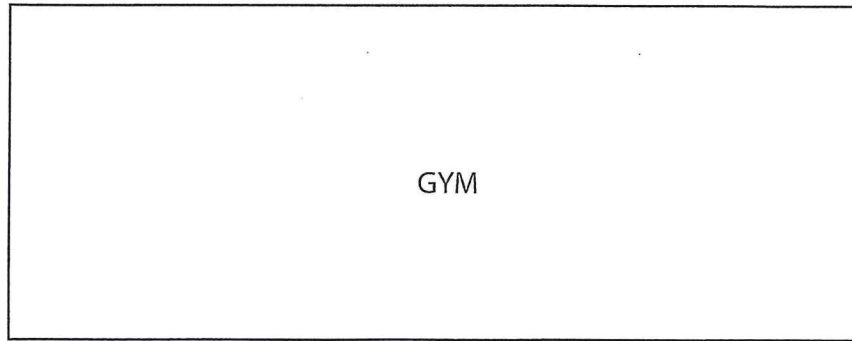
running  
STRENGTHENS YOUR heart.  
giving strengthens your  
COMMUNITY

pool entrance

8

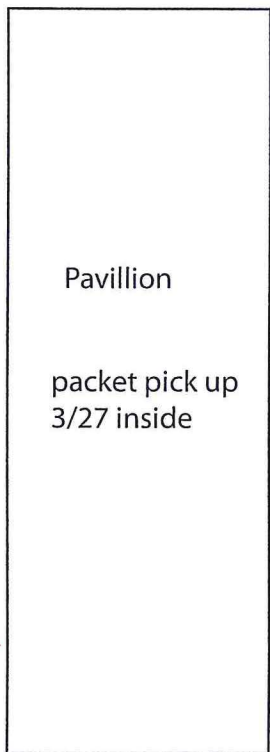
Road Closure

toilets  
↙



FOOD TRUCK 1

FOOD TRUCK 2



FIRST AID

Vendor /Sponsor

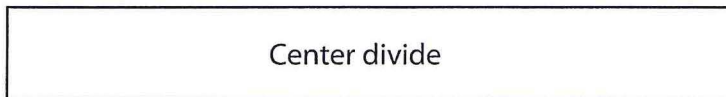
Vendor /Sponsor

Vendor /Sponsor

Vendor /Sponsor

Vendor /Sponsor

Vendor /Sponsor



Vendor /Sponsor

Vendor /Sponsor

Vendor /Sponsor

Packet pick up/  
Day of Registration  
Bier Garten/Music  
After Event

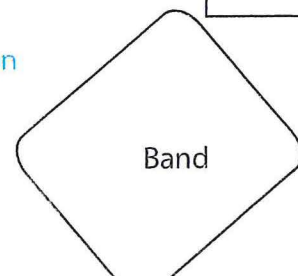
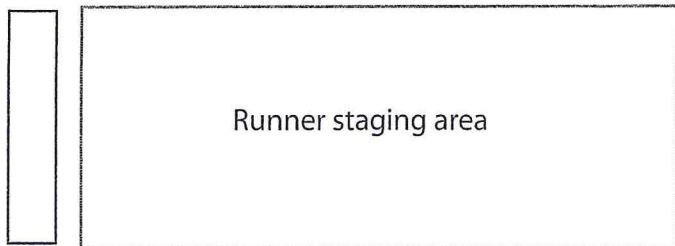


# run for the hills

A Run to Benefit the El Dorado Hills  
Community Services District Foundation



Run begins at first cross in other lot





November 18, 2014

To whom it may concern.

I am very happy to support the upcoming Run for the Hills, 5 mile fun run in El Dorado Hills. As an avid runner and race director, I always find these types of community events bring people together in solidarity and enjoyment.

Finishing a run is a great feat and feeling, and the same can be said when you are giving back to the community where one lives.

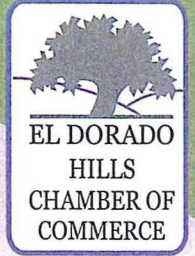
I support this race whole-heartedly and look forward to helping the El Dorado Hills Community Services District Foundation in their first year of what I hope to be many annual Run for the Hills.

I know the income made from this race will be put to good use for the betterment of the El Dorado Hills community.

Sincerely,

Rich Hanna

Capitol Road Race Management



B

November 20, 2014

Sue Hawkes, Grant Committee Chair  
"Run for the Hills" Special Events Committee Member  
El Dorado Hills CSD Foundation  
1030 St. Andrews Drive  
El Dorado Hills, CA 95762

RE: Chamber Support for the 2015 "Run for the Hills"

Dear Ms. Hawkes,

The El Dorado Hills Chamber of Commerce is a nonprofit membership organization that works with local businesses to improve the region's economy and business environment; and strives to provide leadership, advocacy and support for our members. I was pleased to welcome the newly formed El Dorado Hills Community Service District Foundation into our family of members this year.

The Chamber sees your March 28, 2015, inaugural "Run for the Hills" 5-Mile Run in Community Park as a great new complement to the many cultural and arts oriented events and programs that so enrich the lives of residents and visitors of El Dorado Hills and our beautiful surrounding area. Events such as this also greatly benefit our business community and are viewed as contributors to the economic vitality of county.

Seeing your event is an ideal candidate for the El Dorado County's Tom Sawyer grant program, encouraging tourism and economic development in our county while strengthening community identity, I would advocate and support your pursuit of County grant funding for your inaugural run.

Please let me know if the El Dorado Hills Chamber of Commerce can be of assistance in any way to help promote and support the run. I wish you the very best of success for the Foundation's "Run for the Hills" event.

Respectfully,

  
Debbie Manning  
President & CEO

Holiday Inn Express & Suites  
4360 Town Center Boulevard  
El Dorado Hills, CA 95762  
t: 916.358.3100  
f: 916.358.3111  
1.866.833.8773  
holidayinnexpress.com/eldoradohills



C

November 19, 2014

Sue Hawkes, Grant Committee Chair  
"Run for the Hills" Special Events Committee Member  
El Dorado Hills CSD Foundation  
1030 St. Andrews Drive  
El Dorado Hills, CA 95762

RE: Letter of Support for the El Dorado Hills CSD Foundation Inaugural "Run for the Hills"

Dear Sue,

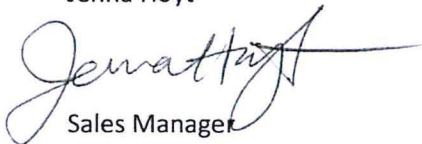
In recently learning more about the El Dorado Hills CSD Foundation at the Chamber Non-Profit Showcase and Mixer held at our hotel on October 8, 2014, I was pleased to hear that your organization has a tremendous health and fitness-related event in the works for the spring of 2015!

The Holiday Inn Express at Town Center in El Dorado Hills finds your planned inaugural "Run for the Hills" 5-Mile Run and 1-Mile Youth Fun Run set for March 28, 2015 in Community Park an exciting new event for our region and fully supports your efforts.

It goes without saying that special events can have a significant impact upon the attractive value of El Dorado Hills and our "gateway" into El Dorado County. Events such as regional runs tend to see participants making plans to extend their time in a community on both sides of the actual running event, so we would hope to extend our hospitality to meet the lodging needs of your event attendees and runners. The many quality restaurants and shops in our area will also find your event very appealing.

Please let me know if the Holiday Inn Express El Dorado Hills in Town Center can be of assistance in any way to help promote and support the run. I wish you great success in your inaugural "Run for the Hills" event.

Jenna Hoyt

A handwritten signature in black ink, appearing to read 'Jenna Hoyt', written over the printed name and title.

Sales Manager

916-358-3100

The Fenske Family  
1868 Spokane Rd.  
West Sacramento, CA 95691

November 19, 2014

El Dorado Hills CSD Foundation  
1030 St. Andrews Dr.  
El Dorado Hills, CA 95762

Dear "Run for the Hills" Committee,

I am so thrilled by the news I heard about your planned 5-mile run for next March 28<sup>th</sup>, especially the part where you are also including a one-mile fun run for kids. My family is always looking for this type of fitness style event that we can all take part in. Please send us the details when it is all available because we want to be a part of it. Knowing that it will be a first-time run, my children are pumped that they can be a small part of making history. We love El Dorado County as it is always a great family-fun destination to get away to on weekends or holidays.

I know that events like this always take a lot of work and getting the word out is an important part of a successful effort. I have a group of other families that enjoy these types of events so you can count on me to drum up the interest in my neighborhood and at work.

I'm looking forward to your "Run for the Hills" in the spring! Good luck in all of your planning and preparation. Have a happy Thanksgiving, too!

Best wishes,

A handwritten signature in black ink that reads "Rob Fenske". The signature is written in a cursive, slightly slanted style with a long horizontal stroke at the end.

RobFenske (and kids)



---

**From:** Gary Ellis <you2much@gmail.com>  
**Sent:** Wednesday, November 19, 2014 9:25 PM  
**Subject:** Run for the Hills - Sounds lovely!

Dear Sue,

I just heard about the upcoming foot-race in El Dorado Hills tonight, called "Run for The Hills". The course sounds great, with a flat start, a steep ascent/descent in the middle, and then a fast, flat finish. Runners will have an opportunity to look down on the community and recognize the results of their great efforts before returning to the valley floor. Although I am still recuperating from past running injuries myself, I will try to attend the event (perhaps even volunteer?) and will definitely tell my friends about it. Hope it is a huge success!!

Your friend,  
Gary Ellis in Cameron Park

Denise Burns  
8036 Damico Dr  
El Dorado Hills, CA 95762

November 18, 2014

I have recently moved to the area and am so thrilled with where we chose to live and raise our children as a family.

To be able to support this community with such a wonderful event as a Run for the Hills, community fun run makes me feel even more like we have chosen the perfect place to call home.

I am happy to support the El Dorado Hills Community Services District Foundation and plan to participate in their first inaugural race. I especially love that they are including the children in a race of their own! What a way to boost their self esteem with both accomplishing a race, but also in philanthropy.

Love the idea!



Denise Burns



El Dorado Hills  
Community Services District Foundation

*Planting seeds today for a better tomorrow*

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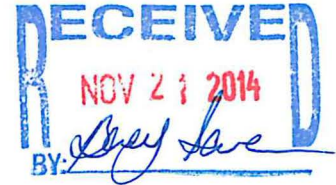
ADVISORY COUNCIL

Hal Erpenbeck

Helen Gunther

Sue Hawkes

1021 Harvard Way  
El Dorado Hills, CA 95762  
916-933-6224  
Mail@edhcsd.org



November 21st, 2014

El Dorado County  
Office of Economic Development  
330 Fair Lane Placerville, CA 95667

To Whom It May Concern:

Please find attached grant application for the Cultural and Community Development Program for FY2014-15. The newly formed El Dorado Hills Community Services District Foundation is requesting \$5,000 in support of our inaugural event, Run for the Hills, to be held in El Dorado Hills on March 28, 2015. Run for the Hills provides an opportunity to show our generosity of spirit and giving by offering a 5-mile run for adults through El Dorado Hills and a 1-mile fun run for youth at Community Park. This event should have wide support from the running community throughout Northern California and provide an excellent forum to introduce the new foundation to our region.

The EDHCSD Foundation works with donors and other non-profit organizations to promote philanthropy as a tool for community development and long term planning for enhancing quality of life in our area.

Sincerely,

Susan P. Hawkes  
Chair, Grants Committee  
EDHCSD Foundation

Brent Dennis  
Agent  
EDHCSD Foundation

Grant Application

to

El Dorado County Cultural and Community Development FY 2014-15

from

El Dorado Hills Community Services District Foundation

November 21st, 2014



run for the hills

A Run to Benefit the El Dorado Hills Community Services District Foundation

running  
STRENGTHENS YOUR heart,  
giving strengthens your  
COMMUNITY