

# **Town of Yountville Community Foundation Bylaws**

**Adopted 3/30/18**

## **Article I—Name**

The name of this organization shall be the Town of Yountville Community Foundation (hereinafter “TOYCF”). The TOYCF shall be a non-profit organization organized and operated exclusively for public and charitable purposes in accordance with the laws and regulations of the State of California and the Federal Internal Revenue Service governing non-profit organizations.

## **Article II—Principal Office**

The principal office of the TOYCF for transaction of business is located in the Yountville Town Hall at 6550 Yount Street, Yountville, CA 94599. The Board of Directors has full power and authority to change the principal office of the TOYCF from one location to another within the Town of Yountville, California.

## **Article III—Background and Purpose**

The Town of Yountville (hereinafter “the Town”) operates a number of community-based programs and services. These programs are administratively supported and managed by the Town under the oversight and direction of Town Council, Town staff, the resident members of the Parks and Recreation Advisory Commission and Yountville Arts Commission.

The Town is not always financially able to fully fund these various programs at the level individual participant’s desire or the community as a whole might prefer. The Town would like to expand cultural arts programs, develop a music, visual and performing arts component and provide a structure to support youth and senior services. Additionally, a number of philanthropic residents, existing non-profit organizations and businesses have encouraged the Town to establish a foundation to allow donations to augment available community resources in these areas.

The purpose of the TOYCF is to promote and raise funds to support community-based programming to benefit and serve the residents of the Town including, but not limited to:

- Youth recreation and education programs
- Community based wellness and enrichment programs
- Senior recreation, leisure, education programs and support services
- Parks and facilities improvements
- Cultural arts programs such as the Public Art Walk, the Gallery at the Community Hall, literary programs, visual and performing arts programs.
- Initiatives for events and programs staffed by community volunteers
- Potential for other community organizations to partner with the foundation subject to development of a partnership agreement and approval by the Foundation Board of Directors of the partnership agreement as outlined herein.

The TOYCF is intended to operate as an administrative organization providing the financial and administrative support for various areas of specified interest, such as the Yountville Arts Fund and the Youth Subsidy Fund. The TOYCF will serve to facilitate local fund-raising and provide a structure for collection and distribution of funds consistent with the provisions of these Bylaws.

The Town, at its expense, will provide administrative support in order to relieve the programs of their administrative costs (e.g. TOYCF D&O insurance, managing fund investments and banking, providing copying, furnishing legal resources, etc.).

## **Article IV—Nonpartisan Activities**

The TOYCF exists for the purposes described in Article III and shall be nonpartisan. None of the activities of the TOYCF shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the TOYCF shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

## **Article V—Membership**

The TOYCF shall have no members other than the persons constituting its Board of Directors. The Board of Directors shall, under any statute or rule of law, be the members of this corporation and shall have all the rights and powers members would otherwise have.

## **Article VI—Board of Directors**

**Section 1. Composition.** The Board of Directors shall consist of no less than five (5) and no more than nine (9) members, to be known individually as Directors and collectively as the Board of Directors (hereinafter “the Board”).

One (1) Director, providing there is a willing applicant, should be a member of the Town of Yountville Parks and Recreation Advisory Commission.

One (1) Director, providing there is a willing applicant, should be a member of the Yountville Arts Commission.

One (1) Director, providing there is a willing applicant, should be a member of the Yountville Chamber of Commerce.

One (1) Director, providing there is a willing applicant, should be member from each community partner organizations that may enter into a partnership agreement with the TOYCF. Nothing shall prohibit additional representatives from such programs also being Directors.

The balance of the remaining Directors shall be residents of the Town of Yountville.

**Advisory Board Members:** The Town of Yountville Town Manager and the Parks and Recreation Director or his/her designee shall serve as an ex officio member of the Board, and shall be invited to all board meetings as a non-voting advisor to the TOYCF.

In addition and at its discretion, the Board may invite community members and business owners to participate as non-voting advisors to the TOYCF.

**Section 2. Powers of Directors.** Subject to the provisions of the California Nonprofit Corporation Law and any limitations in these Bylaws, the business and affairs of the TOYCF shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

The Board may delegate the performance of any duties or the exercise of any powers to such agents or committees as may be designated from time to time by resolution.

The Board has the power and authority to establish, approve, update and/or modify the following from time to time:

1. Administrative policy and procedures.
2. Operating procedures for an identified specific program, including those in the Exhibits attached hereto.
3. Grant funding application processes.
4. Internal processes for payment of funds to grantee(s).
5. Processes for review of fund-raising programs to ensure compliance with TOYCF's goals and objectives, including, but not limited to, rules for use of TOYCF nonprofit tax I.D. number in fund-raising efforts and donation receipt letters.
6. Establishment of Steering Committees and operating structures for subgroups, as needed.

**Section 3. Selection and Term of Office.** Eligible applicants may apply to the TOYCF when a vacancy exists on the Board. Members of the Board shall be approved by the Yountville Town Council and serve terms of two (2) years. An employee of the Town of Yountville shall be assigned to act as staff to the Board, but shall not be a Director. This Section 3 is not subject to amendment, change or alteration of its clauses or provisions without the consent of the Yountville Town Council.

**Section 4. Vacancies.** A vacancy in any Director position because of removal, death, resignation, expiration of term or otherwise, shall be filled by a three-fifths (3/5) vote of the Yountville Town Council.

**Section 5. Voting.** Each Director shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of the TOYCF.

**Section 6. Conflict of Interest.** A Director shall abstain from voting on any matter in which that Director has a direct or indirect financial interest. The foregoing shall not affect the right of a Director to make donations to the TOYCF.

**Section 7. Annual Presentation.** There shall be at least one written presentation provided to the Yountville Town Council annually at the first Town Council meeting in March. Such presentation shall summarize the TOYCF's activities and finances in the intervening one year period.

**Section 8. Meetings.** Regular meetings of the Board shall be held at least quarterly and shall be called by the Chairperson. Additional meetings of the Board for any purpose(s) may be called at any time by the Chairperson. The Chairperson shall be required to call a meeting upon the joint request of any two (2) Directors. All meetings of the Board shall be governed by Rosenberg' Rules of Order (in its most recent edition), except insofar as such rules are inconsistent with these Bylaws or with applicable law.

**Section 9. Place of Meetings.** Meetings of the Board of Directors shall be held at any place within the Town of Yountville that has been designated by resolution. In the absence of such designation, meetings shall be held at the Yountville Town Hall.

## **Section 10. Notice of Meetings.**

(a) Written notice of every regular meeting shall be given to each Director at least seven (7) days before each meeting. Notice may be delivered personally, by mail or by e-mail to the last known address of the addressee and, if mailed, is complete upon mailing. Written notice of any meeting shall also be given pursuant to this subsection to any person who requests such notice in writing.

(b) An agenda listing the matters to be considered at each meeting shall be given to each Director, and to any person so requesting, at least seven (7) days before the meeting.

(c) Notwithstanding anything in this Section 10 to the contrary, the Chairperson may call an emergency meeting of the Board without giving the normal notice, if such a meeting is necessary to discuss any unforeseen emergency condition. An emergency condition for the purpose of this subsection is any condition that, if not addressed by the Board promptly may result in a detriment to the TOYCF or to the Town of Yountville. Notice of any emergency meeting may be delivered personally, telephoned or e-mailed, and shall be received at least twenty-four (24) hours before the time of such meeting.

**Section 11. Open Meetings.** All meetings of the Board shall be subject to the Brown Act.

**Section 12. Quorum.** A majority of the Board then in office shall constitute a quorum for the transaction of business at each meeting. Except as expressly provided in these Bylaws, no business shall be conducted by the Board at any meeting at which a quorum is not present and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn. Every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present shall be regarded as the act of the Board.

**Section 13. Resignation of Directors.** Any Director may resign, which resignation shall be effective upon giving written notice to the Chairperson, Vice Chairperson or Secretary, unless the notice specifies a later time for the resignation to become effective. The vacancy so created shall be filled as described in Article VI, Section 3 herein.

**Section 14. Removal of Directors.** Directors may be removed at any time, with or without cause, by a majority vote of the Board at a meeting in which a quorum is present, subject to the approval by a three-fifths (3/5) vote of the Town Council. The vacancy so created shall be filled as described in Article VI, Section 3 herein. This Section 13 is not subject to amendment, change or alteration of its clauses or provisions without consent of the Yountville Town Council.

**Section 15. Compensation.** The Directors shall not receive compensation. However, Directors can be reimbursed for expenses incurred in performance of their duties to the TOYCF, as approved and outlined in the applicable budget.

## **Article VII—Officers**

**Section 1. Officers.** The Officers of the TOYCF shall be the Chairperson, Vice Chairperson, Treasurer and Secretary.

**Section 2. Election.** The Board shall elect all Officers of the TOYCF for terms of one (1) year, or until their successors are elected and qualified. All Officers shall be drawn from the Board membership.

**Section 3. Chairperson.** The Chairperson shall preside at all meetings of the Board and shall serve as the official representative of the TOYCF in all public matters. The Chairperson shall have such other powers and duties as may be prescribed from time to time by the Board.

**Section 4. Vice Chairperson.** In the absence or disability of the Chairperson, the Vice Chairperson shall perform all the duties of the Chairperson. The Vice Chairperson shall have such other powers and duties as may be prescribed from time to time by the Board.

**Section 5. Treasurer.** The Treasurer shall supervise the keeping of the books of the TOYCF and shall have such other duties as pertain to the office or as prescribed by the Board of Directors. The Treasurer shall provide financial updates at Board meetings and shall ensure that TOYCF meets its tax reporting and other fiscal requirements. The Treasurer shall ensure deposits and reimbursements of TOYCF funds according to established fiscal procedures. The Treasurer shall be the chief financial officer of the TOYCF and, if so required by the Board of Directors, shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board shall deem appropriate.

**Section 6. Secretary.** The Secretary shall certify and keep or cause to be kept the original or a copy of these Bylaws and any amendments. The Secretary shall assist the Chairperson in the preparation of the agendas for the meetings, shall keep a full and complete record of the proceedings of all meetings of the Board and shall provide such meeting notices as may be necessary and proper. The Secretary shall submit the Annual Presentation as required by Article VI, Section 7 herein. In case of the absence or disability of the Secretary, or his/her refusal or neglect to act, such report may be provided by the Chairperson, or by the Vice Chairperson, or by another appointed representative from the Board.

**Section 7. Resignation of Officers.** Any Officer may resign his/her position by giving written notice at any meeting of the Board. A resignation from the Officer's role does not constitute a resignation from the Board.

**Section 8. Removal of Officers.** Any Officer may be removed, with or without cause, by a majority vote of the Board at a meeting in which a quorum is present. A removal from the Officer's role does not constitute a resignation from the Board.

## **Article VIII—Funds and Fiscal Operations**

**Section 1.** The fiscal year of the TOYCF shall begin July 1 and shall end June 30 annually.

**Section 2.** The TOYCF may sponsor fund-raising events for which a budget shall be developed and approved by the Board. The Directors may appoint steering committees to accomplish such events, if needed. When feasible, expenditures related to the event will be submitted for approval prior to making purchases or payments. Expenses related to events, such as advertising, printed promotional matter, purchasing or renting supplies and equipment, shall be paid out of that particular fund. An itemized valid receipt must be submitted at the next meeting after the expense has been incurred or billing received. The purposes of all fund-raising events are to be consistent with the TOYCF's current goals and objectives as described in Article III herein. It is the expectation that each program group in the Exhibits attached herein will develop and submit a work plan for Board approval, outlining its fund-raising and expenditure plans and budget annually. The TOYCF will provide funding to the group consistent with the approved annual work plan. All expenditures must be consistent with applicable administrative policies and procedures put into place for that purpose by the Board. As an illustration, the TOYCF would separately

manage the funds on deposit for the Yountville Arts Commission, which would develop its annual work plan and obtain approval from the TOYCF Board prior to expenditures. The members of the Yountville Arts Commission would be responsible for its fund-raising efforts and would submit an annual fund-raising plan for approval by the Board prior to starting any fund-raising, in order to be eligible for use of the TOYCF nonprofit 501(c)(3) tax exempt status. It is anticipated that each of the various umbrella groups in the Exhibits herein would work in a similar fashion for the funds that are held in the TOYCF for their purpose.

**Section 3.** Funds raised and/or held by the TOYCF shall be used for the purpose of providing community-based programming to benefit the residents of the Town, as described in Article III herein. Notwithstanding the foregoing, funds raised and/or held by the TOYCF for a specific project or purpose must be used for that purpose and cannot be utilized for any other purpose. This Section 3 is not subject to amendment, change or alteration of its clauses or provisions without the consent of the Yountville Town Council.

## **Article IX—Non-liability of Directors**

The Board shall not be personally liable for the debts, liabilities or other obligations of the TOYCF, except as required by the laws of the State of California as pertaining to nonprofit corporations (see Article XI for indemnification provisions). Notwithstanding the foregoing, a Director is responsible for actions taken without Board approval.

## **Article X—Dissolution**

In the event of dissolution of the TOYCF, the Officers shall, after paying or making provision for the payment of all liabilities of the TOYCF, dispose of the remaining assets of the TOYCF exclusively for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future Federal Tax Code). The disposition of such assets shall be determined by a majority vote of the Board, but if no such majority decision can be reached, the disposition shall be decided by a three-fifths (3/5) vote of the Yountville Town Council.

## **Article XI—Defense and Indemnification**

The TOYCF shall indemnify and defend any Director who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action by or in the right of the TOYCF) by reason of the fact that the person is or was a Director or Officer of the TOYCF, or is or was serving at the request of the TOYCF as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding; if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the TOYCF and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the TOYCF and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

## **Article XII—Conflict of Interest**

No Director shall be financially interested in any contract or other transaction entered into by the Board, and any contract or transaction entered into in violation of this is void. No Director may utilize information obtained by reason of Board membership for personal gain, and the Board of Directors may recover any such gain realized.

## **Article XIII—Prohibited Activities**

No substantial part of the activities of the TOYCF shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the TOYCF shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office. The TOYCF shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article III. The TOYCF may not carry on any activity for the profit of its Directors or other persons or distribute any gains, profits or dividends to its Directors or other persons as such. Furthermore, nothing in Article III shall be construed as allowing the TOYCF to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## **Article XIV – Potential for Community Partners and Partnership Agreements**

TOYCF was established with the thought that it could possibly provide administrative and financial oversight support to other existing community organizations, committees or programs in Yountville (hereinafter “organizations”) that are not directly affiliated with the Town, should those organizations make such a request. Such “partner” organizations would need to develop and enter into a partnership agreement with TOYCF. The partnership agreement outline would include the following information: nature and mission of organization, how that nature and mission are consistent with Section 501(c)(3) of the Internal Revenue Code, organization scope and role while under umbrella of TOYCF, annual work plan, budget, fundraising and expenditures, commitment of organization to provide a board member, and expectations/process for leaving TOYCF. Partner organizations must agree to adhere to TOYCF fundraising and expenditure policies recognizing that the Town of Yountville serves as fiduciary agent for the TOYCF.

## **Article XV—Amendment of Bylaws**

Except as otherwise provided herein, these Bylaws may be amended at any regular meeting of the Board by a majority vote of the total voting membership of the Board, providing that the amendment has been submitted in writing at least ten (10) days in advance of the meeting.

### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected Secretary of **TOYCF**, a California nonprofit public benefit corporation; that these Bylaws are the Bylaws of this corporation as adopted by the Board of Directors on \_\_\_\_\_

Executed on (date): \_\_\_\_\_ at Yountville, California.

By: \_\_\_\_\_ Secretary