

# REDMOND COMMUNITY FOUNDATION

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## Executive Summary

The City of Redmond tasked this group with researching whether a community foundation is possible in Redmond. Good news: it is! The following sections detail best practices and how-tos, but the key takeaway from our research is that there is no one-size fits all model for starting a community foundation.

Redmond is poised for growth and expansion, and based on previous projects like Hope playground, seems to have energized citizens who likely would support a community foundation. Our research found that cities across the country use a variety of models and structures that work for their city's unique characteristics, and Redmond's future community foundation will be the same -- unique to the city of Redmond. Based on our research, we found that starting a community foundation does not necessarily require a lot of money, and there are many different paths communities can take to start a successful foundation. In all, we conclude that a community foundation is absolutely feasible for Redmond.

We begin our report with an overview of the project, a description of the scope and research methodology, and a summary of our findings that show a variety of funding and staffing structures. Then, we provide a snapshot of four case studies from our research that we found particularly relevant to Redmond. Then, we discuss our recommendations: procure initial funding of \$100,000, create a long term fundraising plan, create strong organization with dedicated board members and a solid mission, and start the community foundation as an all-volunteer organization. Next, we outline the legal and filing requirements necessary to establish a community foundation. Finally, we close the report with alternatives to establishing a city-supported community foundation.

This report is intended to serve as guide to the City of Redmond as they explore their options for establishing a community foundation.

## Overview

Redmond is a thriving town known as the "hub" of central Oregon because of the intersection of Oregon Highway 126 with U.S. Route 97. Redmond-Bend is currently among the fastest growing metro areas in the United States. Redmond has a population of more than 27,000 residents, and is primed for growth as the community works to attract new businesses and grow its underutilized industrial zone. All of which might help boost interest in the community, and attract tourists to the area.

Residents from the smaller towns of Prineville and Madras drive to Redmond for its restaurants, breweries, and shopping. People who live in Bend drive to Redmond to visit Hope Park and other attractions. Oregon State University-Cascades campus in nearby Bend is growing; a new academic building will open in Fall 2016, and more buildings will open in winter 2017<sup>1</sup>, attracting more people to the central Oregon area to study and work. Given the comparatively lower housing prices in Redmond compared to Bend (\$236,400 versus \$344,500, respectively<sup>2</sup>), some people will undoubtedly move to Redmond and commute to Bend. Therefore, it is no wonder that the city is preparing for that growth by exploring more ways to make Redmond exceptional.

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<sup>1</sup> <http://osucascades.edu/4/new-campus>

<sup>2</sup> Median home values in April 2016, according to zillow.com

The City of Redmond recently completed a very successful community project, Hope Park. City officials reported that the community rallied around the effort, and many individual donors and local businesses stepped up to support the project. On the heels of this successful public-private partnership, city officials wanted to explore the possibility of starting a community foundation, and what it would take to get the project started. Our team served as consultants to the City of Redmond, and this report provides information that will help the city decide to move forward.

The city expressed a willingness to use its resources to help launch a community foundation that would harness the sense of community in a formal capacity, and allow for many more successful projects, like the playground, that would benefit the citizens of Redmond for many years to come.

## **Scope of Work**

Knowing the City of Redmond has a city-initiated community foundation<sup>3</sup> in mind as the ultimate goal, the scope of our project has been three-fold. First, based on our research, we make recommendations for mission, vision, service area, initial funding, and structure for a community foundation. Second, we describe alternative models that we encourage the city to explore in its analysis of whether to start a community foundation. Third, we provide legal and filing requirements as an overview showing what it takes to create launch a community foundation.

## **Methodology**

Our research questions were developed with the idea that we needed to understand the various ways in which a community foundation is created, funded, operated, managed, and what projects they support. We began our research with various interviews with the City of Redmond in order to understand what their hopes and expectations were regarding a community foundation. From this meeting, we were able to outline the deliverables and begin our research.

Our group progressed with researching community foundations nationwide and conducting interviews. We were able to speak to foundations from a variety of cities and create case studies from our findings. Our questions for community foundations covered the important details of a foundation, specifically targeting areas of: creation and initial funds, mission and coverage population/size, structure of foundation, and financial structure of the foundation.

The group determined the case studies were most useful for our final recommendation to Redmond. Our team then picked the best attributes from the various studies to create a recommendation for a Redmond Community Foundation model. This includes the structure, start-up budget approximations, staffing, and additional ideas to which the city could refer. Relevant case studies were kept in the final report for reference. We also spoke with an attorney to better understand some of the legal components involved with starting a community foundation, which will be reflected in this report.

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<sup>3</sup> A community foundation is a tax exempt, non-profit, publicly supported philanthropic organization with the long term goal of building permanent, named funds, for the broad-based public benefit of the residents in a given area.

## Findings

Our findings indicate a common theme among successful organizations we researched: each had significant initial funding to get started, and an active working board. Furthermore, our research indicates that there are various approaches to starting a foundation even with limited resources. These case studies illustrate the variation of community foundations in creation, structure, and size (assets under management). The table below highlights four case studies that are relevant to this report. For more detailed case study findings please see Appendix A.

City & Community Foundation	Population	Median Income <sup>4</sup>	Initial Funding (Amount and Source)	Assets Under Management Now
Crawford County, OH	40,000	\$39,034	\$100,000 Challenge, Timken Foundation  Community raised \$150,000	\$14,000,000
Pleasant Hill Community Foundation, Pleasant Hill, CA	34,000	\$77,664	\$2,000 in 1987	\$409,000
Orcas Island, WA	5,000	\$55,148	Small donor group gave \$100,000 in 1995 to start endowment. Investment under Seattle Foundation umbrella.	\$12,000,000
Richmond, CA	100,000	\$54,638	A \$12,000,000 settlement as the result of a lawsuit.	\$14,000,000

## Case Studies

To elaborate further on these community foundations, this section provides a brief narrative of each one, describing some takeaways we found relevant to the City of Redmond's intentions to build its own community foundation.

Community Foundation for Crawford County (CF4CC) is located in Bucyrus, Ohio, the county seat for Crawford County. A rural farming region in North Central Ohio, Crawford County has 40,000 residents. The CF4CC was created in 1984 after the Timken Foundation, the Timken Company's corporate foundation, offered a \$100,000 challenge gift to the community if they could raise \$100,000. The community responded by raising \$150,000, for a total of \$250,000 in initial funding. The Board of Trustees operated the CF4CC for many years before hiring a part-time executive director about 10 years ago. The foundation now has a one full-time Executive Director, and three part-time employees (a total of about 1 FTE) who provide administrative help. The Board of

<sup>4</sup> As listed for the year 2013 on <http://www.city-data.com>

Trustees remain very engaged with day-to-day operations, and provide pro bono professional services like legal aid and accounting services. The CF4CC's assets have increased steadily since its inception, and the foundation currently has \$14 million under management. They manage 60 different funds within their endowment, many of which are scholarship funds benefitting local youth.

Pleasant Hill Community Foundation (PHCF) is located in Pleasant Hill, California, a bedroom community to San Francisco. The city's population is about 34,000, similar to the size of Redmond, Oregon. Pleasant Hill Community Foundation was founded in 1987 with only \$2,000, and an all-volunteer staff. To this day, the foundation is run completely by dedicated volunteers, notably by a working board of twelve members -- two of whom are city staff -- resulting in very minimal operating costs (about \$2,000, annually). Current assets held by the foundation are more than \$400,000, reflecting the combined assets of several partnering agencies in the area that house their endowments with PHCF (whose own assets are about \$100,000). Early in the organization's existence, management of all the funds were outsourced to East Bay Community Foundation, a larger organization that has the capacity to invest expertly and transparently. PHCF's nearly three-decade-long history of being volunteer-based while being able to grant funds annually towards local causes demonstrates the success of building a community foundation with little initial funding and big community support.

Orcas Island is a small wealthy island community north of Seattle, Washington. A community of 5,000 people - mostly retirees, the community identifies as affluent despite household median income averaging to \$55,148. In 1995 five families pooled together \$100,000 to start a community foundation to address the needs of the community. Acknowledging their lack of expertise in managing a foundation, Orcas Island Community Foundation turned to the Seattle Foundation for assistance. The Seattle Foundation (at the time) was focused on helping build community foundations throughout Washington. The Seattle Foundation offered foundations, like Orcas Island, to house their initial funding in their own autonomous account under the Seattle umbrella. In doing so, Orcas Island learned to manage a foundation without having initial administrative costs. After ten years of growth through additional endowments, small fundraising events, and fund management fee growth, Orcas Island was able to hire a full-time Executive Director and pull their funds out from the Seattle Foundation's umbrella. Now with assets under management of \$12 million, the Orcas Island Community Foundation serves their community's nonprofits by offering technical expertise of funds management, board governance, grant applications, and meeting management. Through a partnership with these same nonprofits, they collaborate to address community needs through an annual community assessment and plan out the upcoming years project(s) to address those needs.

Richmond, California is situated between two larger, affluent communities. The Silicon Valley and Marion County have become the heart of the tech industry, while the working community of Richmond historically relied on its oil industry. After an environmental disaster in the area, Richmond was left with almost \$12 million to use as a community development tool. After founding a charter school, the community members saw an opportunity to serve a wider area with a community foundation. The Richmond Community Foundation was established in 2000, and in the last two years have increased their assets under management by ten. This is mainly through moneymaking projects and strategic partnerships. One project is a Social Interest Bond program. This program allows community members to invest in local bonds, which are then used to address the blighted housing issue in the area. Richmond Community Foundation purchases the homes with

the bond income, refurbishes them and sells them at a low cost to low-income families. This allows a profit to still be made and creates an opportunity for community members to play an active role in the advancement of their city.

## **Recommendations**

Based on the different foundations our team researched, data and information supplied by the City of Redmond staff, and the knowledge we have acquired in the University of Oregon's Master of Nonprofit Management program, we have provided an overview of what our group feels should be Redmond's top priorities as they set the community foundation up for long-term success. They include securing initial funding; selecting and establishing your Board of Directors; determining your staffing structure, and establishing your mission and bylaws.

### ***Start-up/Initial Funding***

In our research, we found that all community foundations had initial funding in order to begin operations. Most community foundations begin with a large donation from one donor, or a small group of individuals. We believe this is the most important early step to beginning a successful community foundation, and we recommend that Redmond develop a plan to raise \$100,000 or more from a small group of people before deciding to start a foundation. If Redmond is successful raising a significant sum of money from a small group of donors, this will serve as a powerful signal to those in the community that starting a foundation is a worthy cause, and smaller level donors will be more likely to contribute.

It is important to note that while \$100,000 is a good start, Redmond will have to develop a long-term fundraising strategy that will set the organization up for success for years to come.

### ***Selecting and Establishing the Board of Directors***

Board governance is the heart of how your organization will function. Boards provide strategic leadership to the organization. Board governance encompasses setting direction, making policy and strategy decisions, overseeing and monitoring organizational performance, and ensuring accountability.<sup>5</sup> More information about the legal requirements of your board members will be outlined later in this report.

### ***Staffing & Structure***

We recommend that Redmond operates its foundation without paid staff initially, but instead use volunteer Board members to serve this function. Most of the organizations we studied did not have paid staff in the beginning. This allowed the foundation to keep costs down and permitted the endowment to grow. In our research, we found that some foundations operate with additional volunteers outside of the board to assist in daily functions like accounting and fundraising. For examples of relevant Board job descriptions, please see various examples within Appendix D.

In many cases, it took many years for the foundations became financially stable enough such that they were able to consider hiring staff. Most start with an Executive Director, and a part-time

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<sup>5</sup> Renz, David O. (2007). Nonprofit governance and the work of the board. Accessed at <http://bloch.umkc.edu/mwcnl/resources/documents/overview-nonprofit-governance.pdf> May 9, 2016.

Accountant and Administrative Assistant. Larger foundations will hire more staff such as Communication Specialist, Funds and Grants Administrator, Office Manager, Development Director(s), and Marketing positions. Alternatively, some foundations do not hire staff for many years as the foundation grows and matures.

### ***Establishing Your Mission and Bylaws***

Organizations that operate with a shared sense of why they exist and how they plan to achieve desired goals are much more likely to succeed than organizations that do not. In the nonprofit world, this shared sense of being comes in the form of the mission and vision of the organization, and the strategic plan is the roadmap to achieving its goals.

All nonprofit organizations must have a mission statement, and community foundations are no exception. In general, a mission statement expresses the purpose of the organization's work and who the organization serves. In the case of community foundations, the "who" corresponds to the intended location of those being served (e.g., residents of Redmond). Writing a mission statement must be carefully thought-out by the founders to ensure it communicates clearly what the organization hopes to do, in terms that are broad enough to withstand environmental changes; it should be considered a (mostly) permanent statement that will remain relevant into the future. Good mission statements are concise expressions of the difference the organization hopes to make, focusing on the main goal, intended results, and uniqueness of the entity, and should use words that are inspiring, active, and reflect the organization's values.<sup>6</sup> It can be one sentence that is easy for stakeholders to remember, or longer more descriptive versions.<sup>7</sup> In our research, we found that most community foundations use the single-sentence method. One example of a well-written mission statement reads, "The Long Beach Community Foundation initiates positive change for Long Beach through charitable giving, stewardship and strategic grant-making."<sup>8</sup> See Appendix A for more examples from our case studies. Successful nonprofits use their mission statement as the guiding force driving all decisions and activities to avoid "mission-creep" (taking on endeavors that do not support the mission).

The vision statement should not be confused with the mission statement. The vision is an extension of the mission, described by Berman as "the current board's expression of its aspirations for what it hopes can be done and achieved."<sup>9</sup> The vision can be periodically updated by the board to reflect the changing environment.

The strategic plan is the roadmap for achieving mission and vision. It should reflect specific goals, objectives, action items, and performance measures to gauge progress. Effective organizations create a strategic plan and use it as a living, working document over time as a way to stay on task and promote accountability. A strong strategic planning process entails gathering input from stakeholders to identify strategic issues, creating strategies for addressing those issues, setting an implementation process, reviewing progress, and circling back to the beginning to reassess strategies and make them anew if necessary.<sup>10</sup>

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<sup>6</sup> Howard Berman, *Making a Difference: The Management and Governance of Nonprofit Enterprises* (Rochester: CCE Publications, 2010) 409.

<sup>7</sup> <http://www.idealists.org/info/Nonprofits/Gov1#One>

<sup>8</sup> <https://www.longbeachcf.org/>

<sup>9</sup> Berman 126.

<sup>10</sup> John M. Bryson, *Strategic Planning for Public and Nonprofit Organizations* (San Francisco: John Wiley & Sons, Inc., 2011) 46.



We recommend that the City of Redmond institute a strategic planning process after the start-up phase of the community foundation has been completed as an effective means to set and meet goals and foster collaboration between the board and community.

## **Legal and Filing Requirements**

As you begin to take the initial steps to establishing your community foundation, it is important to be aware of the legal steps you must take to establish your 501(c)3 status and ensure you are following the legal requirements of a community foundation. Please note that the following information should not be construed as legal advice, but is merely guidance. We recommend that you consult a legal professional for specific information relative to your organization.

### ***Board Development***

Because the board of directors will be the primary governing body of the City of Redmond's community foundation, the required board documents and suggestions for consideration are laid out as follows:

### ***Board Composition and Size***

Oregon law requires nonprofit organizations to have at least 3 board members. Some foundations have larger boards consisting of 15-25 members. Our research suggests that having a smaller board of directors in the beginning would facilitate the organization's growth without being administratively burdensome. A larger board might be more appropriate in the future, but can also be challenging to manage.

Some of the organizations studied have "reserved" or "required" spots for different members. For example, some organizations require that various community groups are represented (i.e., city staff or elected official, law enforcement, medical personnel, financial professional, a lawyer, and community members reflecting the population). A diverse board ensures that the foundation better represents the community it aims to serve.

The City of Redmond has indicated that it intends for one member of the Community Foundation's board to be a city employee. This should be reflected in the foundation's bylaws (see Bylaws section below).

### ***Articles of Incorporation***

Articles of Incorporation are the founding document of your organization. They should be very brief and state what your community foundation will do and who will be initially responsible for the management of the foundation<sup>11</sup>. All other items are more appropriate in the bylaws.

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<sup>11</sup>Cullinane, Mollie. (2012) *Nonprofit Law Basics: What Is The Difference Between Nonprofit Articles of Incorporation and Bylaws?* Cullinane Law Group, accessed at <http://cullinanelaw.com/nonprofit-law-basics-what-is-the-difference-between-nonprofit-articles-of-incorporation-and-nonprofit-bylaws/>

## ***Bylaws***

Bylaws are your organization's operating manual. We recommend that the bylaws contain language related to the following:

- Selection of directors. We recommend that the bylaws contain a clause reflecting that the City selects the directors.
- Term limits. We recommend both term limits (how many terms a director can serve) as well as term lengths (how long each term is) to reduce the risk of board stagnation.
- Removal of directors. We recommend that the bylaws contain a clause reflecting that the City has the power of removal.
- Amending the bylaws. We recommend that the bylaws contain a clause stating that the board may amend the bylaws by a vote of 2/3 of the directors in office, provided, however, that no amendment shall be effective without the formal approval of the City of Redmond.
- Quorum. The bylaws will dictate what constitutes a quorum, and what matters require the vote of a quorum to pass.
- Dissolution. Oregon law requires a section relative to the distribution of assets upon dissolution of the organization.

We recommend that you consult with a nonprofit professional to obtain advice relative to the appropriateness of any additional bylaws.

## ***Board Policies***

The IRS requires board policies relative to the following four areas: Conflict of Interest, Records Retention and Destruction, Whistleblower/Non-Retaliation, and Travel and Related Expenses. Sample board policies from other 501(c)(3) organizations are included in Appendix C.

We recommend that you consult with a nonprofit professional to obtain advice relative to the appropriateness of any additional board policies.

## **Initial Filing Requirements**

### ***IRS***

To obtain federal tax exempt status from the IRS, you need to complete and file the IRS Form 1023. You are eligible to file the Form 1023 EZ if the organization has assets of \$250,000 or less and annual gross receipts of \$50,000 or less. The Form 1023 EZ has a filing fee of \$400. Form 1023 has a filing fee of either \$400 or \$850 depending on the organization's average annual gross receipts (or projected gross receipts). These and other specific federal filing requirements are explained in detail in IRS Publication 557.

Along with the Form 1023, the IRS requires the following inclusions:<sup>12</sup>

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<sup>12</sup> U.S. Department of the Treasury, Internal Revenue Service. (Feb. 2016). Tax-Exempt Status for Your Organization, Publication 557. Accessed at <https://www.irs.gov/pub/irs-pdf/p557.pdf>

- **Employer identification number (EIN).**
- **Bylaws.**
- **Description of activities.** Your application must include a full description of your organization’s proposed activities, including each of the fundraising activities and a description of anticipated receipts and expenditures. When describing the proposed activities, you must include the standards, criteria, procedures, or other means that your organization adopted or planned for carrying out those activities.
- **Financial data.** Unless you are filing Form 1023 EZ, your application must include financial statements showing your receipts and expenditures and a balance sheet for the current year and the 3 preceding years (or for the number of years your organization has been in existence, if less than 4 years). If you have not yet begun operations, or have operated for less than 1 year, a proposed budget for 2 full accounting periods and a current statement of assets and liabilities is acceptable.

Note that if you file your IRS Form 1023 within 27 months of the date on which you filed your articles of incorporation, the organization is considered tax-exempt by the IRS from that date.

We recommend that the City of Redmond consult a tax professional to ensure compliance with all applicable federal regulations.

### ***State of Oregon***

The State of Oregon has an eight-step process for establishing a community foundation, described as follows:

1. Choose a board of directors. Oregon law requires that the board have a minimum of three individuals. Please see the section above relative to specific board governance.
2. Choose a name. Check with the Oregon business name database on the Secretary of State website to ensure your name is distinguishable from the name of any other business entity on record.
3. Develop bylaws. The bylaws contain the rules and procedures governing the organization’s functioning, including rules for holding meetings, electing officers and directors, and ensuring compliance with state and federal law.
4. File a certificate of incorporation with the Secretary of State, including:
  - a. Your nonprofit’s name
  - b. Whether your nonprofit is a public benefit corporation, mutual benefit corporation, or religious corporation
  - c. The address, including street and number, of your nonprofit’s initial registered office and the name of its initial registered agent at that location
  - d. The name and address of each incorporator
  - e. An alternate corporate mailing address (the nonprofit’s principal office)
  - f. Whether or not your nonprofit will have members, and
  - g. Provisions regarding the distribution of assets on dissolution

Note that under Oregon law, public benefit nonprofit corporations must include a clause in their articles of incorporation stipulating that on dissolution of the corporation, its assets will be distributed to another entity organized for a public or charitable purpose, to a religious corporation, to the federal government, to a state, or to another nonprofit organization.

See ORS 65.047 for additional provisions you may want to include in your articles.

5. Apply for your Employer Identification Number. Complete IRS Form SS 4<sup>13</sup> to obtain your EIN. The EIN is necessary to file for federal tax exempt status from the IRS.
6. File for federal tax exempt status from the IRS. Depending on the size of the organization, file either IRS Form 1023 or Form 1023 EZ, which are explained in more detail above.
7. Register with The Charitable Activities Section of the Oregon Department of Justice.
8. Obtain Oregon state tax exemptions. Nonprofits that receive 501(c)(3) tax-exempt status from the IRS are generally exempt from Oregon's income tax. For information and filing requirements for exemptions from other state taxes, including sales or use and property taxes, check with the Oregon Department of Revenue.

Incorporating a nonprofit organization in Oregon takes approximately 3-5 days.

## **Annual Filing Requirements**

### ***IRS***

Your organization must file a Form 990 annually with the IRS. Be aware of the three different form 990 filing options depending on annual gross receipts. Your organization must also file employment tax returns consistent with the Internal Revenue Code. Please consult a tax professional to ensure compliance with all federal requirements.

### ***State of Oregon***

Your organization must file an annual report with the Oregon Secretary of State on the anniversary of the filing of the Articles of Incorporation.

You must also file an annual financial report with the Oregon Department of Justice (DOJ), along with an annual fee. The annual report must be received by the DOJ within 4 months and 15 days of the end of the organization's fiscal year.

## **Alternatives to Establishing a Community Foundation**

Although we believe a community foundation is feasible for the City of Redmond, during our research phase, we encountered some alternatives Redmond might to consider instead of starting its own foundation. The city could establish a donor-advised fund with the charitable services arm of a private investment firm, establish a fund with an existing foundation, or partner with other organizations to accomplish goals.

### ***Donor-Advised Fund with an Investment Firm***

One option to consider is starting a **donor-advised fund** with the charitable services arm of an investment firm, such as Fidelity or Charles Schwab. In Redmond's case, we recommend that the

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<sup>13</sup> U.S. Department of Treasury, Internal Revenue Service. Form SS-4. Accessed at <https://www.irs.gov/pub/irs-pdf/fss4.pdf>

city start its own 501(c)3 to accept donations from the community, and in turn donate that money to the donor-advised fund held with the investment firm. Once the contribution is made, the investment firm has legal control over it; however, the Redmond advisory committee would review the grant applications from local organizations, and determine which organization(s) to fund.<sup>14</sup>

The benefit of a donor-advised fund is that the money is safe, invested by experts, and reported on timely and accurately through quarterly reports, which would dramatically cut down on the Redmond's time and resource commitments.

In some cases, once the fund has grown to a goal amount, the funds can be granted to the Redmond Community Foundation, once it achieves 501(c)3 status.

A standard donor-advised account can be opened with Schwab Charitable for a minimum of \$5,000. The minimum additional contribution is \$500, and the minimum granting amount is \$50. The annual fee is the greater of \$100 or 0.60% of the account balance up to \$500,000; the fees are lower, the higher the account balance.<sup>15</sup>

### ***Establish a Fund within an Existing Foundation***

Other community foundations, like Oregon Community Foundation (OCF), offer a number of options that would allow the City of Redmond to establish a fund to benefit the community. The determining factors would be the size of the fund and the amount of involvement the City desires. There are a number of different funds an organization can create through OCF, but two options we felt were relevant to Redmond are community funds, and endowment funds.

A **community fund** works much like a donor-advised fund in that it is managed and invested by OCF, and would be overseen by an advisory committee of the City's choosing (with OCF approval). OCF would then distribute the funds, 4.5% of the endowment principal, directly to the grantee(s). This would not require Redmond to start its own 501(c)3, and would likely be the easiest to implement.

Another option is open an **endowment fund** with OCF or another organization. The fund is managed and invested by the OCF, but this option would require the city to start its own nonprofit organization. The 4.5% endowment distribution would go directly to the city's 501(c)3. An added benefit is that that Redmond's nonprofit would be able to accept donations, and decide to send the funds to the endowment, or use the money in full for current projects.

OCF requires a minimum of \$50,000 to start either fund, but the fees and minimums with respect to donations and grants vary substantially.

A representative for OCF expressed a desire to work with the City of Redmond to help determine what option would be best. Please refer to the OCF materials provided to the city in hard copy on Wednesday, May 25, 2016 for more information.

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<sup>14</sup> <https://www.irs.gov/Charities-&-Non-Profits/Charitable-Organizations/Donor-Advised-Funds>

<sup>15</sup> [http://www.schwabcharitable.org/public/charitable/donor\\_advised\\_funds/fees\\_and\\_account\\_minimums](http://www.schwabcharitable.org/public/charitable/donor_advised_funds/fees_and_account_minimums)

### ***Partner with Another Community Group to Accomplish Goals***

Many of the organizations we interviewed recommended partnering with other community organizations, especially in the startup phase, to maximize exposure, take advantage of expertise, and capitalize on the existing goodwill of an established nonprofit. Partnerships could be in the form of funds or volunteers to help Redmond get projects done.

One way to do this is through the local Rotary organization. Rotary clubs work with different organizations to accomplish projects that improve the quality of life in their community. While our team did not speak with the Redmond Rotary, it appears from its website that the Rotary Club of Redmond is active and vibrant, and could be an effective partner for the City of Redmond.

### **Conclusion**

We recommend that, if the City of Redmond chooses to establish a community foundation, it does so with significant initial funding, in consideration of its long-term goals, and by carefully crafting its articles of incorporation, bylaws, and board policies to support its mission and function within the community.

## Bibliography

Berman, Howard. *Making a Difference: The Management and Governance of Nonprofit Enterprises*. Rochester: CCE Publications, 2010.

Bryson, John M. *Strategic Planning for Public and Nonprofit Organizations*. San Francisco: John Wiley & Sons, Inc., 2011.

Cullinane, Mollie. (2012). *Nonprofit Law Basics: What Is The Difference Between Nonprofit Articles of Incorporation and Bylaws?* Cullinane Law Group, accessed at <http://cullinanelaw.com/nonprofit-law-basics-what-is-the-difference-between-nonprofit-articles-of-incorporation-and-nonprofit-bylaws/>

Renz, David O. (2007). Nonprofit governance and the work of the board. Adapted from a Chapter in *Philanthropy in the U.S.: An Encyclopedia*. (2004). American Library Association.

U.S. Department of the Treasury, Internal Revenue Service. (Feb. 2016). Tax-Exempt Status for Your Organization, Publication 557. Accessed at <https://www.irs.gov/pub/irs-pdf/p557.pdf>

U.S. Department of Treasury, Internal Revenue Service. Form SS-4. Accessed at <https://www.irs.gov/pub/irs-pdf/fss4.pdf>

## Appendices

### A. Case Studies

1. La Mirada Community Foundation
2. Long Beach Community Foundation
3. Crook County Community Foundation
4. Pleasant Hill Community Foundation
5. Richmond Community Foundation
6. Orcas Island Community Foundation
7. Crawford County Community Foundation

### B. Articles of Incorporation

1. National Park Service

### C. Board Development

1. Sample Bylaws
  - a) Orcas Island Community Foundation
  - b) Law Mirada Community Foundation
  - c) Eugene Parks Foundation
  - d) Nonprofit Association of Oregon
2. Sample Board Policies
  - a) Oregon Community Foundation Conflict of Interest Policy
  - b) Sample Records Retention and Destruction Policy
  - c) Sample Whistleblower/Non-Retaliation Policy
  - d) Sample Travel and Related Expenses Policy

### D. Job Descriptions

1. Executive Director
2. Financial Administrator

### E. Resource List

- F. Oregon Community Foundation Materials (in hard copy) (delivered in person on May 25)



# Appendix A

## **La Mirada Community Foundation**

<http://www.cityoflamirada.org/departments/community-services/community-foundation>

Steve Jones

City Councilor, City of La Mirada, 1999-2015

[smjljones@ca.rr.com](mailto:smjljones@ca.rr.com)

### **Mission and Activities**

La Mirada Community Foundation's (LMCF) mission is “to Improve the quality of life in La Mirada by supporting services and programs meeting the social, physical, developmental and recreational needs of local residents.” Their activities include supporting scholarships, historical preservation, an aquatics center, senior programs, and programs that support the overall community. The foundation raises much of its funds through a community carnival and golf tournament.

### **About the Area**

La Mirada, CA is located in southeast Los Angeles County, and is known as a “gateway city” because of its proximity to Los Angeles. The population in 2013 was recorded as about 49,000 people, and the median income was nearly \$80,000 that same year.<sup>5</sup> The city councilor interviewed said La Mirada is “about as middle-class as you can get.” The politics tend to be conservative, and the city is mostly residential with small shopping areas. Biola University, an evangelical Christian college, is the largest employer with almost 1,400 employees.<sup>6</sup>

### **Financial Information**

LMCF’s total assets were about \$184,000, and the foundation received about \$76,000 in contributions and grants in 2015.<sup>7</sup> The Foundation holds annual events that raise funds for area groups and programs. The city manages the foundation's holdings, mostly through low-yield, safe investments. Operating expenses are quite minimal, because most of the administrative work is done by officers who are city staff. The city’s budget allocates a small portion of each officer’s work week towards the community foundation, so management of the foundation is part of their workload as city employees.

### **Structure**

Because of built-in administrative support from the city and an active board, LMCF has no need for a paid executive director or staff.

The board of directors oversees the community foundation, with city representation on key positions. The board consists of 12 directors (called “directors” instead of “members” as explicitly stated in the bylaws), appointed by city council. Three of those 12 must be city staff: The city manager acts as board president, the city manager’s secretary acts as the board secretary, and the city financial manager acts as the treasurer. Of these three, the only voting director is the city

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<sup>5</sup> <http://www.city-data.com>

<sup>6</sup> [https://en.wikipedia.org/wiki/La\\_Mirada,\\_California](https://en.wikipedia.org/wiki/La_Mirada,_California)

<sup>7</sup> As disclosed on Form 990, available at <http://www.guidestar.org>

manager/board president, most likely to avoid awkward situations given the employer-employee relationship and conflicting votes. These three city staff directors must serve on the board for four years, and the other nine directors serve for two years.

### **Benefits and Challenges of This Structure**

The city councilor interviewed sees this structure as very beneficial. While city representation on the board is 25% of key directorship, there is only one voting member. The fact that this 25% serves for four years instead of two ensures continuity in decision-making, while balancing the voting power towards mostly non-city staff (the other nine directors). He noted that the only challenge is getting good volunteers.

### **Founding**

LMCF was formed in 1999 to serve as a tool to fund city-based projects, while providing tax deduction for their support of the projects. The amount of seed funding is unknown.

### **Advice and Best Practices**

The city councilor interviewed stated that creating buy-in is a crucial ingredient to creating a community foundation. Ways of doing this include getting someone involved with the city that is passionate about the idea of a community foundation, as well as communicating clearly why it's beneficial to community. Having the right person with good communication and marketing skills as an advocate will go a long way in creating a strong community foundation.

## **Long Beach Community Foundation**

[www.longbeachcf.org](http://www.longbeachcf.org)

Marcelle Epley, President and CEO

(562) 435-9033

[Marcelle@longbeachcf.org](mailto:Marcelle@longbeachcf.org)

### **Mission and Activities**

The mission of Long Beach Community Foundation (LBCF) is to “initiate positive change for Long Beach through charitable giving, stewardship and strategic grant-making.” Their vision is as follows: “We strive to be the preeminent steward of endowments serving the needs of Long Beach in perpetuity.”<sup>3</sup> They work to serve just the greater Long Beach area through funding the works of various philanthropy and nonprofits.

### **About the Area**

The city of Long Beach, California has a population of about 470,000, as recorded in 2014<sup>4</sup>, which has increased 2.6% since 2000. It is the most southern city in Los Angeles County and had a diverse population in terms of ethnicities, incomes and professions. Their median household income is approximately \$52,000 in 2013, which is up from \$37,000 in 2000. This increase of income along with the increase of population may reflect growth that Redmond, OR could expect over the coming years.

### **Financial Information**

LBCF’s net assets are currently about \$27 million and looking to grow to \$35 million in the next 2-3 years, which will allow them to be fully self-sustaining. They work mainly through a large endowment, Knight Foundation Endowment. Operating costs are about \$300,000 a year. They have contracted out their finances to a group called Horizons, which is based in Kansas. By allowing another entity manage their money, LBCF feels they have saved money to invest in local nonprofits.

### **Structure**

LBCF has a 13-member board of directors and 3 staff members, including their CEO, Vice President and Office Coordinator. The CEO is responsible for growing the organization, working on marketing and keeping the finances and strategies on the right path. The Vice President works on the administrative duties and the day-to-day tasks in order. The Office Coordinator works on the paperwork and filing, along with their presence on social media.

### **Founding**

LBCF was founded in 1996. A meeting was called by the California Community Foundation (CCF) which included a group of high-profile businessmen and women in the Long Beach area to discuss the creation of a community foundation in the city of Long Beach. The first \$35,000 was pledged during this meeting and it was put into motion to begin LBCF. LBCF was an affiliate of CCF at first

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<sup>3</sup> <https://www.longbeachcf.org/>

<sup>4</sup> <http://www.city-data.com/city/Long-Beach-California.html>

to help themselves define their structure and board. Over the next 10 years they grew to \$6 million, which is when they were able to spin off to their own community foundation and 501(c) (3) status.

### **Advice and Best Practices**

LBCF found that a common problem for them is that many different nonprofits and community foundations are looking to request the same money. This can be difficult particularly when looking for funds to assist in operation costs and programmatic costs. This is common throughout the nonprofit sector.

As far as LBCF's granting, they like to invest in many different groups to spread their support. Currently they are interested in collaboration grants, which promote partnerships throughout the city. After twenty years, LBCF's advice for new community foundations is to be sincere and connected to the community that they serve. Being genuine and patient will make you more reputable with the nonprofits you are trying to serve. Also, ensure you have a diverse flow of income when you start. This will ensure you're stability if one income falls out or a grant does not go through. Likewise, give out smaller grants to more organizations. This will allow you to reach more community members and build relationships. They also recommend starting slow and incrementally, keep the public's trust and ensure your board is engagement and ready to give both time and money.

## **Crook County Foundation**

<http://crookcountyfoundation.org>

Kara Snider

Executive Director

[kara@crookcountyfoundation.org](mailto:kara@crookcountyfoundation.org)

541-280-4097

### **Mission and Activities**

Crook County Foundation's (CCF) mission is "to support the attainment and improvement of education, to initiate and support charitable activity and to promote the development of leadership, primarily within Prineville and Crook County." CCF provides college scholarships and supports educational improvement, community leadership development, and arts and cultural opportunities.

### **About the Area**

With a population of about 27,000, Crook County is a rural county with small towns but big ideas. The City of Prineville has developed a plan for structural growth, representing some forward-thinking to benefit the community. Crook County has passionate people who work to make things happen. It's a gorgeous place to live with ample recreational opportunities all around, and the county attracts construction jobs to the area. However, as with all small communities, it's a few people who do the most work, and Crook County is at a place where they need to bring the younger generation up to be a productive part of the community. When asked about the biggest challenge in her area, the Executive Director points to the lack of jobs for young, motivated professionals. CCF works hard to provide scholarships for students so they can make the most of themselves, but they don't have a large return of those individuals returning to their community. Poverty is everywhere, including in Crook County, and that stereotype easily infiltrates the fabric of their community, making it seem like a less-than-desirable place to be.

### **Financial Information**

According to the 2014 Form 990, Crook County Foundation carries assets of about \$1,000,000. The Executive Director manages investments with the help of the treasurer. CCF invests endowment funds with the Oregon Community Foundation to ensure philanthropic contributions will serve Crook County and its residents into perpetuity.

Revenue in that same year was \$255,000, most of which was from contributions and grants, and operating expenses were about \$117,000. The proportion of grants versus donations varies from year to year, but overall, it's about 50/50. In some years, the foundation applies for local grants to cover expenses of events they hold (What's Brewing and Picnic in the Park). The foundation does not seek many grants to run itself.

CCF does not do much fundraising; it has been a topic for years, but the foundation currently doesn't have the staff or the skillset on the board to do it well. The annual giving program is minimal, consisting only of a reply envelope in the annual report for personal donations. When

CCF holds special events, they seek donations from local businesses and local grants (which include the Crook County Cultural Coalition which gets its funds from the Oregon Cultural Trust).

Much of CCF's funding comes from many partnerships. The Oregon Cultural Trust funnels funds through the County to CCF annually to support local arts and cultural activities. A Secret Santa program has been supported by Facebook. Another program called the Generosity Project started with church groups holding bake sales and yard sales to pool money, then donated it to CCF to help local people in need; now those funds are available in all four elementary schools in Crook County to give needed supplies such as coats, shoes, toothbrushes, and eyeglasses to kids who need them. Prineville Economic Promotions is a group of Prineville business owners who pooled funds and donated them to CCF to improve the quality of life for the community, funding improvements to public assets like the fairgrounds, a museum, and a 4-H club. The Ford Institute Leadership Program (backed by the Ford Family Foundation) funds trainings for individuals which culminate in a class project that benefits the community.

### **Structure**

CCF's board consists fourteen members: five appointees representing CCF's five founding partners, and nine other members from the community. The County provides some support for the Foundation, in the form of board representation by a county commissioner, a yearly contribution of \$1,000 (used for operating costs), and presentations by county employees at a weekly event called "What's Brewing" that serves as a way for citizens to keep up on County projects and plans.

CCF is currently discussing their ideal mix of skillsets for the board, and will be holding a board retreat soon to address this very issue. They have discussed the need for people with interest in donor development and retention, fundraising, special events planning, finances, scholarship cultivation and administration, and people with musical connections.

CCF is staffed by one part-time employee, the Executive Director (.5 FTE), who administers day-to-day operations and manages investments, along with the help of the treasurer.

### **Benefits and Challenges of This Structure**

CCF enjoys the balance of appointed board reps with community board members. The five appointed board reps provide stability and keep the foundation informed about what's happening in the community, while the nine community members gives the foundation the freedom to cultivate directors as necessary, based on the changing needs of the foundation.

However, the need for more staff support has become obvious, given the size of the organization and variety of duties that the must ED manage, and the board and ED are currently determining solutions. They are looking into transferring bookkeeping duties from the ED to foundation's accounting firm, as well as dividing the duties such as administrative versus donor development. CCF is also in conversations about whether the board should be advisory versus active.

## **Founding**

CCF was founded in 1998 by five public organizations: City of Prineville, Crook County, Prineville-Crook County Chamber, Crook County School District, and Crook County Parks & Recreation. This partnership was born out of two needs: (1) to develop community leaders to fill vacancies in elected office, and (2) to encourage more young people to go to college. Within a few years, a leadership program was developed, and individuals and their employers paid tuition to attend, which covered program expenses. Additionally, a local business owner contributed the first scholarship endowment, which was then invested with the Oregon Community Foundation.

The board was a working one, which developed programs and organized committees to oversee them. The local Chamber of Commerce contributed administrative support. No seed money was necessary. After about five years, the Chamber could no longer provide management, and board members contributed funds to pay for a part-time staff.

## **Advice and Best Practices**

As the Executive Director interviewed is relatively new in her position, she says she lacks the perspective for giving advice. However, she knows CCF has morphed over time to grow with the needs of the community and sees this as a good thing. She views CCF as an organization that does not create new things on its own, but facilitates projects and acts as the fiscal agent to others can make their visions a reality without getting mired down in the paperwork and tracking that comes with running a nonprofit.



## **Pleasant Hill Community Foundation**

<http://phcommunityfoundation.org>

Giles Miller, Board President

925-878-9511

[phcommunityfoundation.org@gmail.com](mailto:phcommunityfoundation.org@gmail.com)

### **Mission and Activities**

The mission of Pleasant Hill Community Foundation (PHCF) is “to strengthen community organizations, build endowment funds to meet ongoing and future needs and offer flexible tax-deductible options for giving at all levels.” Through its annual granting program, PHCF has provided past funding of Sprayground at Pleasant Hill Aquatic Park, lights at a community tennis court, renovation of a community pool, a playground at the city park, and tiles at City Hall. The foundation also supports social services, senior care, and people with disabilities. Historically, the foundation also raised funds for education and the local library, but now there are separate community foundations for those causes. Consequently, PHCF has had to compete more for gifts, given the additional foundations that vie for local support.

### **About the Area**

The city of Pleasant Hill has a population of about 34,000, as recorded in 2013. It is considered a bedroom community to San Francisco, but it’s becoming increasingly hard to commute between the areas, given increased traffic. Pleasant Hill lies at a crossroads of San Francisco’s public transit system (BART) and interstates. The schools and parks are considered of quality, and the income level is middle- to just above middle-class. There are no millionaires, but people are comfortable.

The biggest challenge for PHCF is competition for donations and differentiating their foundation from all the other nonprofits in a small location. The board president is a development director by trade and, as such, he is currently focusing on planned giving and marketing as his biggest priorities. One of his marketing strategies is upholding PHCF as the center giving point - “give us \$10 instead of giving 10 groups \$1,” an approach which amplifies giving.

### **Financial Information** (figures per 2013 Form 990)

PHCF’s net assets in 2013 were about \$409,000. Assets are held and managed in a sub-fund at East Bay CF - a bigger organization than PHCF with capacity to manage other foundations’ funds. In the same year, grants & donations totaled about \$151,000, and investment income was about \$36,000. Operational expenses are very minimal, since it’s an all-volunteer organization. They pay about \$2,000 per year for mailing supplies, a post office box, and small retainer for an independent association to run things like the website and donor contacts.

### **Structure**

The community foundation is governed by a working board of about 12 people: 10 active and 2-3 emeritus who are able to contribute a lot as they’re retired. The board has consisted of the same 12 people for past five-six years. The president started two years ago, and is working on bringing some

new people on. Board members rely on personal networks to attract volunteers when the workload is higher.

There is no paid staff on the board, as the organization is all volunteer-run. The bylaws are general in nature, consisting basically a restatement of the mission and vision. PHCF's relationship with the City of Pleasant Hill is through the Parks and Rec Department, since many of the foundation's projects are related to that area. PHCF is a separate 501(c)3, and has no formal oversight by the city, however, they have two city staff serve as board members.

## **Founding**

PHCF was founded in 1987 with about \$2,000. In early 2000 or 2001, they realized the assets had grown to the point of needing professional management, so they put them into a sub-fund at East Bay CF.

The growth of the initial funding from \$2,000 to a current asset balance of \$409,000 is not due to a big campaign or major gifts. Rather, it reflects a combination of assets from other agencies that have partnered with PHCF and housed their endowments with them. PHCF's own funds are modest, in the \$100,000 range.

## **Advice and Best Practices**

When asked for advice, the board president recommends the following:

Unless you're in the half-million dollar range of seed money, don't start your own 501(c)3. There are growing pains, it's costly (unless you have professionals do the work pro-bono), and it takes nine months or longer to get approval back from IRS. If small, start out by partnering with another foundation - community or private, such as Bank of America or Charles Schwab - through a donor-advised fund or a different organization such as Rotary as a fiscal sponsor for specific projects. The benefit of this is that your money is safe, invested well, and reported on timely and accurately through quarterly reports. Once you've grown to where you want to be, grant your funds to yourself once you've formed your own 501(c)3.

If you go ahead with creating a separate 501(c)3, create a vehicle for planned giving and market yourself well to seniors, because a legacy gift can be transformative. Couch the planned giving as a legacy - "Redmond Today, Redmond Tomorrow."

When putting your board together, consider the following composition as an ideal skillset:

- 3 business people
- 2-3 financial professionals
- City employees such as park director
- 1 parent
- Mix of engaged citizens with the following traits:
  - Experience in for-profit and nonprofit organizations
  - Mid-career and retirement age

- Young adults who are a son/daughter of past board members
- Members from the faith community for their perspectives and good connections

In addition, meet once per month so it's not too cumbersome.

## **Richmond Community Foundation**

<http://www.richmondcf.org/>

Jim Becker, Executive Director

510-234-1200

[jbecker@richmondcf.org](mailto:jbecker@richmondcf.org)

### **Mission and Activities**

The mission of Richmond Community Foundation (RCF) is to “harnesses the power of philanthropy to build healthy, sustainable communities throughout Richmond and Contra Costa County. [They] provide the leadership to effectively engage those who wish to create positive change, and leverage the assets necessary to make this change possible.” RCF focusing on five main areas when granting to nonprofits in Contra Costa County: quality education, economic development, the physical environment, health, and public safety. Other than granting money to a variety of nonprofits, RCF focuses on three goals as an organization: donor investment, nonprofit building capacity, and constantly testing new ideas and strategies. They continue to work through a variety of programs to fulfill their mission and increase their success in their goals for the organization. One way is through their Social Impact Bond program<sup>8</sup>. It is programs like these that set Richmond apart from its surrounding, more affluent areas . Through its annual granting program, PHCF has provided past funding of Sprayground at Pleasant Hill Aquatic Park, lights at a community tennis court, renovation of a community pool, a playground at the city park, and tiles at City Hall. The foundation also supports social services, senior care, and people with disabilities. Historically, the foundation also raised funds for education and the local library, but now there are separate community foundations for those causes. Consequently, PHCF has had to compete more for gifts, given the additional foundations that vie for local support.

### **About the Area**

The city of Richmond California has a population of about 107,000, as recorded in 2013.<sup>9</sup> It is set Silicon Valley, surrounded by larger cities with higher median incomes. One of the challenges for RCF, as they grew, was setting themselves apart from the larger counties, such as Silicon. However, over time, they have made partnerships and alliances with these areas and now are respected for being the “boots on the ground” and often receive grants from the larger community foundations in the area. The median income of households from 2010-2014 was approximately \$54,000.<sup>10</sup>

### **Financial Information**

RCF's net assets are currently about \$14 million. However, two years ago they were at \$1.5 million. This increase of assets was initiated by the new Executive Director, Jim Becker, and his ability to set up strategic partnerships with surrounding community foundations and engagement with money-making projects in the area. Operating costs are about \$900,000 a year, and they have invested in

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<sup>8</sup> <http://www.richmondcf.org/news/item/129-december-2015>

<sup>9</sup> United States Census Bureau, UN data

<sup>10</sup> [www.census.gov/quickfacts/table/PST045215/0660620](http://www.census.gov/quickfacts/table/PST045215/0660620)

some property assets as a buffer. Through money generating programs, such as the Social Impact Bond, they are able to keep a consistent income flow to the community foundation.

### **Structure**

The community foundation is governed by a working board of about 15 people. These board members are both members of the community and those outside of the community. This is seen as important because they want to continue to have support of surrounding areas. They also have 12 total staff members.

### **Founding**

RCF was founded in 2000 as the Richmond Children's foundation, which was started to support a charter school in Richmond, California. Its inception was initiated by an environmental disaster that required legal action by the city. After all settlement dollars were allocated, there was nearly \$12 million left, which were used to start a community foundation.

### **Advice and Best Practices**

Like Redmond, Richmond is a smaller community surrounded by larger, more affluent populations. They were very aware of this when beginning the community foundations and therefore used it to their advantage. By making partnerships with the adjacent communities, RCF is seen as a way to reach the community "on the ground". They can work with smaller nonprofits and see what is happening at the community-level which is not always the case for larger community foundations. Also, through a variety of programming, Richmond has created nonprofit building classes and seminars to ensure their clients are able to manage the money that is being allocated to them through the foundation.

In addition, Richmond felt that they grew too fast in the beginning days. They "put the horse before the cart," and had infrastructure far before they were ready to manage it. They felt that by taking it slower, they would have been able to better assess the community and its needs to better address them. This would have also saved them a lot of money.

## **Orcas Island Community Foundation**

<http://oicf.us/>

Hilary Canty, Executive Director

360-376-6423

hilary@oicf.us

### **Mission and Activities**

The mission of Orcas Island Community Foundation is to “foster philanthropy to enhance and preserve the quality of life on Orcas Island.”<sup>1</sup> As Hilary Canty (Executive Director) details, the foundation works to support the island community through issuing grants to community organizations and projects, and through nonprofit advising services. The foundation supports local nonprofits and encourages their growth and sustainability through board advising, investment, management, assessment, and capacity building. OICF, along with community nonprofits, triage community needs and focus resources to address those needs.

### **About the Area<sup>2</sup>**

Orcas Island is a small community of just under 5,000 people across 58 square miles in Washington State. A small group of donors pooled together their resources to create a community foundation. In 1995 with \$100,000 Orcas Island Community Foundation (OICF) was formed.

Presently the community triage has drawn attention to affordable housing concerns within the community. Particularly for rentals, OICF and others are working to build rentals and advocate for zoning changes specific for low-income housing. Additionally, OICF is committed to community social services; access to dental, physical, and mental health which are not equitably distributed. OICF has invested \$25,000 the past two years for a dental van partnership and will expand to a community resources center this year. Hilary states “we are very responsive to community needs.”

### **Financial Information**

The community foundation has \$12M in assets under management with both long-term and short-term fund investment management for 27 donor advised funds. Last year OICF doubled in size with a large contribution from the passing of one of their original founders. Additionally, the day of this interview Hilary was informed of yet another founder’s passing and subsequent donation to the foundation. In short OICF has \$1.2M as unrestricted gift, \$78,000 in endowment, \$200,000 in board discretionary funds, and another \$1.2M of other nonprofit funds under management.

OICF has \$200,000 in operational expenses which has been growing, yet Hilary indicates this is because they are doing more work with increasing fund size. The foundation earns approximately \$26,000 in administration fee from fund management which directly supports one FTE. They offer competitive wages, no insurance, but a simple IRA for staff with a three percent match.

In order to keep the growth for the foundation and support staff, OICF created a program called Cornerstones. This is an annual contribution of \$1,000 or more to the foundation from community

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<sup>1</sup> Orcas Island Community Foundation website: <https://oicf.us/about-2/>. Retrieved on April 29, 2016

<sup>2</sup> All details regarding OICF were collected during Kea Cannon’s telephone interview with Hilary Canty on April 14, 2016.

members. In addition to this program, OICF still sends out appeal letters to any individual or family that has made a contribution within the last five years. While appeal letters only generate \$10,000 a year, these letters also function as marketing for the foundation.

### **Structure**

OICF still operates with a volunteer board of directors, but they now have an Executive Director (1 FTE), Financial Administrator (.5 FTE), and an Assistant Director of Communications and Program Services (.5 FTE) to help manage the foundation (*see attached job descriptions*). Additionally, OICF contracts ten hours a week for IT work in support of the foundation. The board of directors presently consists of 15 members (up to 20 possible members) from the community. Additionally, OICF has 40 people who serve on other committees including: grants, governance, development, capacity building, needs assessment, investment, and a finance committee. All are volunteer members with no term limits.

### **Founding**

The original endowment was invested through the Seattle Foundation as the OICF fund for 17 years – finally moving their funds under their own management in 2012. As Hilary explained, it was helpful to not incur administrative costs early on. The first ten years OICF had an all-volunteer board of directors with the goal of growing the endowment to a size where the foundation could begin issuing grants. Ten years in, OICF decided it either needed to grow the fund or close it. The board issued calls for donations where seven families committed to donating \$5,000 a year for three years in order to support hiring an Executive Director. Now, OICF has \$12M, operates on their own with 2.0 FTEs supporting their community.

### **Advice and Best Practices**

Hilary's one piece of advice for creating a community foundation is to have patience. It takes time; do not give up as this is a very slow process. Allow ten years to fully grow a foundation. Hilary states "Our investing with a larger organization allowed us to focus on how we want to grow the foundation – this was brilliant." Networking is another piece of advice Hilary presented, stressing that as a community of foundations each can learn from the different goals, approaches, histories, and results. If the City of Redmond is unsure if a community foundation is the right move, Hilary explains test it out. Pool \$5,000 and run a mini grants process, evaluate how this went. This will allow the city to practice the complexity of the situation. If it goes well with great community response, then you have your jump-start. If not, then no harm no foul and the city can return to other areas of focus.

## **Community Foundation for Crawford County**

<http://www.cfcrawford.org>

Lisa Workman

President

[lisa@cfcrawford.org](mailto:lisa@cfcrawford.org)

419-562-3958

### **Mission and Activities**

The Community Foundation for Crawford County's (CF4CC) mission is to act as a catalyst, working to enhance the quality of life for all residents of Crawford County by:

- Offering a flexible vehicle that assures donors' charitable interests and goals are realized.
- Offering support (financial, expert/technical assistance) in response to emerging community needs.
- Standing ready to partner with community organizations and collaboratives in support of promising innovations.

### **About the Area**

Crawford County is a rural farming community of 40,000 residents in North Central Ohio. According to the US Census, the median household income in Crawford County in 2015 was \$41,377, substantially lower than the nation's median of \$53,482. The population in Crawford County is in decline, and while the percentage of people with a high school diploma is slightly higher than the national average, those with a bachelor's degree are substantially lower, 12.6% in Crawford County vs. the US average of 29.3%.

### **Financial Information**

According to their 2014 annual report, CF4CC manages \$14 million in assets. Revenue in that same year was \$1.24 million, mostly from contributions and investment income. Considering the assets under management, operating expenses were very low at \$157,954 - half of which were salary and benefits, and the other half a range of regular expenses, including fundraising.

CF4CC's endowment has grown steadily from \$250,000 at its start in 1984, but after their previous Executive Director retired in 2013, the board decided to focus more aggressively on development and hired a seasoned manager and fundraising professional in Lisa Workman, who previously served in executive roles with the American Heart Association and American Cancer Society. In one year, she tripled CF4CC's fundraising totals from \$241,842 to \$709,443.

### **Structure**

The Board of Trustees operated the CF4CC for many years before hiring a part-time executive director. The foundation now has a one full-time Executive Director, and three part-time administrative employees who collectively work approximately 40 hours a week, or 1 FTE.



CF4CC's board currently consists of 12 members: four officers, and eight at-large members. All but four Trustees have a specific designation and function, like a lawyer and accountant, who and provide advice to services for the organization which have a dramatic effect on keeping expenses very low. Also, in order make sure they are good community partners, CF4CC always has at least one member on the board who is affiliated with the United Way.

Currently, there is no giving requirement for the Board of Trustees, but Workman has been working toward making a giving requirement part of the job description. Workman has also been working to get the board more actively involved in fundraising and donor stewardship.

### **Benefits and Challenges of This Structure**

CF4CC board structure seems to be working well for the organization. Adding a professional fundraiser who has extensive board management experience has seemingly revitalized the trustees, and the community alike.

The trustees clearly did a very good job running the foundation as volunteers for many years after its launch. As the foundation grew, the Board of Trustees recognized additional resources were needed, and hired a part time Executive Director. While the trustees have recently elevated the ED position to a full-time employee, the need for more staff support has become obvious considering the recent growth of the foundation.

### **Founding**

The CF4CC was created in 1984 after the Timken Foundation, the Timken Company's corporate foundation, offered a \$100,000 challenge gift to the community if they could raise \$100,000. The community responded by raising \$150,000, for a total of \$250,000 in initial funding.

### **Advice and Best Practices**

The Executive Director has worked for some very prestigious and large organizations, and she said that the ED role at CF4CC is the very best job she has ever had. She is clearly loved by her board members, and has had tremendous success in raising money for and the profile of her organization. Given the above and based on our training and experience in the field, CF4CC is likely very much at risk of losing their ED because the role pays very little considering the scope of responsibility. Compounding that fact, other than vacation and sick leave, CF4CC provides no other benefits.

It is clear the Board of Trustees is functioning very well, and the ED is developing the group for further success. Given that in the past, the board has been responsive to the needs of the organization; our hope is that the board will address the salary situation for the ED, and help set their organization up for success for many years to come.

# Appendix B

**SAMPLE ARTICLES OF INCORPORATION**

ARTICLES OF INCORPORATION  
OF  
(name of organization)

**I**

The name of this corporation is \_\_\_\_\_.

**II**

- A. This organization is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- B. The Specific purposes for which this corporation is organized include, but are not limited to: [the preservation and management of parkland and delivery of programs for scientific, historic, educational, ecological, recreational, agricultural, scenic or open space opportunities.]

**III**

The name and address in the State of [ eg. California ] of this Corporation's initial agent for service of process is:

Name \_\_\_\_\_

Address \_\_\_\_\_  
\_\_\_\_\_

*COMMENT: Section III indicates to the Secretary of State and other interested parties the name of the person to whom legal documents must be sent. The initial agent is usually one of the initial directors of the corporation. If the corporation has established a principal office, this address should be listed as the agent's address. Otherwise, the agent's home address is acceptable.*

**IV**

- A. The corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of said Code, or the corresponding provisions of any future statute of the United States.
- C. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

**V**

The names and addresses and office held of the persons designated to act as the initial Board of Directors of this corporation are: [ List their names and addresses. Most states require a minimum of three Board Members/ Officers for incorporation purposes. ]

**VI**

- A. The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, trustee, member or officer of this corporation, or to any private person.
- B. Upon the dissolution or winding up of the corporation, any assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to a governmental

entity described in Section 170(b)(1) (A)(v) of the Internal Revenue Code, or to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, and which is qualified to receive "qualified conservation contributions" within the meaning of Section 170(h) of said Code, or the corresponding provisions of any future statute of the United States.

- C. In the event of a liquidation of this corporation, all corporate assets shall be disposed of in such a manner as may be directed by decree of the superior court for the county in which the corporation has its principal office, on petition therefore by the Attorney General or by any person concerned in the dissolution, in a proceeding to which the Attorney General is a party.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of [name of nonprofit] and the initial directors named in these Articles of Incorporation on \_\_\_\_\_, 20\_\_\_\_.

INCORPORATORS

[signature]

\_\_\_\_\_  
[typed name], Incorporator

[signature]

\_\_\_\_\_  
[typed name], Incorporator

DIRECTORS

[signature]

\_\_\_\_\_  
[typed name], Director

[signature]

\_\_\_\_\_  
[typed name], Director

[signature]

\_\_\_\_\_  
[typed name], Director

*COMMENT: The minimum actual number of Incorporators and the number of Directors depends on your state's non profit incorporation requirements that can be obtained from the Secretary of State or known to law offices or published in non profit guidebooks.. It is advisable to have at least three directors.*

*Also note that if the initial directors are named in the Articles of Incorporation, it is not necessary to have incorporators. However, having both incorporators and initial directors may be advisable if the nonprofit wishes to demonstrate broad community support.*

*Remember that any incorporators and all named directors must sign the Articles of Incorporation,*

*as provided for above, and must also acknowledge having signed the Articles. This acknowledgement must be a separate form from the body of the instrument (see sample declaration below).*

**DECLARATION**

We are the persons whose names are subscribed below. We collectively are all of the incorporators of \_\_\_\_\_ [name of nonprofit]\_\_\_\_\_ and all of the initial directors named in the Articles of Incorporation, and we have executed these Articles of Incorporation. The foregoing Articles of Incorporation are out act and deed, joint and severally.

Executed on \_\_\_\_\_, 20\_\_\_\_,

at \_\_\_\_\_, [city and state]

We, and each of us, declare that the foregoing is true and correct.

[signature]

\_\_\_\_\_  
[typed name], Incorporator

[signature]

\_\_\_\_\_  
[typed name], Incorporator

[signature]

\_\_\_\_\_  
[typed name], Director

[signature]

\_\_\_\_\_  
[typed name], Director

Note: Information adapted from "The Non-Profit Primer: A Guide Book for Land Trusts", a publication of the State Coastal Conservancy. Second Edition, 1989.

# Appendix C1

**BYLAWS**  
**OF**  
**ORCAS ISLAND COMMUNITY FOUNDATION**

February 14, 2011

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**BYLAWS  
OF  
ORCAS ISLAND COMMUNITY FOUNDATION**

**ARTICLE I.  
PURPOSES**

The corporation is organized and at all times is operated exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision.

**ARTICLE II.  
MEMBERSHIP**

The corporation has no members.

**ARTICLE III.  
BOARD OF TRUSTEES**

**Section 3.1 General Powers** The affairs of the corporation are managed by the board of trustees, which is a self-perpetuating body. Subject to the Articles of Incorporation and these Bylaws, the board exercises all corporate powers and rights permitted by law to the trustees of a nonprofit corporation.

**Section 3.2 Number, Election and Term**  
**(a) Number** The number of trustees of the corporation is not less than nine (9) or more than twenty (20). The trustees, by amendment of these Bylaws, may increase or decrease the number of trustees, provided that no decrease in number has the effect of shortening the term of any incumbent or reducing the number of trustees to fewer than three (3).

**(b) Trustees** Trustees are elected at the annual meeting, or at any other time the board meets with a quorum, from a slate presented by the Governance Committee.

**(c) Terms** The usual term of office for a trustee is three (3) years. All terms begin at the close of the annual meeting at which the trustee is elected. The terms of all trustees are staggered so that the terms of no more than one-third (1/3) of the trustees expire in the same year. When a trustee is elected to fill a partial term, s/he completes that before being eligible for reelection to a second term. A trustee serves his/her term until no longer able, until voluntary resignation, or until removal from office by the board.

**Section 3.3 Committees**

**(a) Formation; Composition Requirements** The board of trustees, by resolution adopted by a majority of the trustees in office, may designate and

appoint committees of the board of trustees. Any such committee shall consist of two (2) or more trustees.

(b) **Executive Committee** The board of trustees annually appoints an Executive Committee consisting of the current officers. Committee chairs are welcome to attend as non-voting advisors. Except as limited by law or in the corporation's Articles of Incorporation or these Bylaws, the Executive Committee has all of the powers of the board of trustees between the meetings thereof.

(c) **Governance Committee** The Governance Committee is a standing committee of the board which is responsible for: (i) nominations to the board of trustees, (ii) presentation of a slate of officers at the annual meeting of the OICF, and (iii) ensuring that the board's governance and oversight practices are consistent current best practices.

(d) **Limitations on Powers** Other than the Executive Committee, all committees of the board are advisory only and do not have the authority to act on behalf of the board of trustees in the management of the corporation. No committee of the board of trustees, including the Executive Committee, has the authority of the board of trustees to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any trustee or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefore; adopt a plan for the distribution of the assets of the corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the board of trustees which by its terms provides that it not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it does not operate to relieve the board of trustees or any individual trustee of any responsibility imposed upon it, him or her by law.

**Section 3.4 Resignation or Removal** A trustee may resign at any time during his or her term of office, which resignation is effective when presented, in writing, to the president of the corporation. A trustee may be removed for cause or without cause by a two-thirds (2/3) affirmative vote of all members of the board of trustees at any properly called meeting. A trustee may be removed without cause only after the trustee has been given ten (10) days' written notice of the intent to remove him/her and the trustee is given a reasonable opportunity to address the board before a vote is taken.

**Section 3.5 Vacancies** Any vacancy on the board of trustees due to death, disability, resignation, or removal or by reason of an increase in the number of trustees is filled by the board of trustees from a slate presented by the Governance Committee as provided in Section 3.3(c) above.

### **Section 3.6 Nepotism**

Two people from the same household or immediate family may not serve on the OICF board at the same time. In addition, it is generally inappropriate for OICF to employ a

person from the same household or immediate family as a current board member, or to elect a board member from the same household or immediate family as a current employee.

**Section 3.7 Active Alumni Trustees** The board of trustees has, by resolution, created a class of non-voting Active Alumni Trustees. The board determines the qualifications for serving as an Active Alumni Trustee, determines the rights of such Active Alumni Trustees, and may appoint as Active Alumni Trustees such persons as the board of trustees in its discretion deems appropriate.

#### ARTICLE IV. MEETINGS OF BOARD OF TRUSTEES

**Section 4.1 Annual Meeting** The annual meeting of the board of trustees for the election of officers and trustees to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting is held each year at the principal offices of the corporation or at such other place within the State of Washington designated by the board of trustees at a date and time to be fixed by the board of trustees, but no later than the last day of the fiscal year of the corporation.

**Section 4.2 Regular Meetings** The board of trustees by resolution may specify the date, time and place of regular meetings of the board of trustees, without notice other than such resolution.

**Section 4.3 Special Meetings** Special meetings of the board of trustees may be held at any place and time, whenever called by the president or any two (2) trustees.

**Section 4.4 Notice of Meetings** Notice of the time and place of any meeting of the board of trustees (other than regular meetings) is given by the secretary, or by the person or persons calling the meeting, by mail, electronic transmission, facsimile, telegram, or by personal communication over the telephone or otherwise, at least ten (10) days prior to the date on which the meeting is to be held. If mailed, such notice is deemed to be delivered when deposited in the United States mail, addressed to the trustee at his or her address as it appears in the records of the corporation, with postage prepaid. Notice provided in an electronic transmission to a trustee who has consented to such transmission is effective when it: (a) is electronically transmitted to an email address designated by the recipient for that purpose; or (b) has been posted on an electronic network (such as a listserv) and a separate notice of the posting has been delivered by mail, facsimile, or electronic transmission (pursuant to the recipient's consent) to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Other forms of notice described in this section are effective when received. Attendance of a trustee at any meeting constitutes a waiver of notice of such meeting, except where the trustee attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the

purpose of any meeting of the board of trustees need be specified in the notice or any waiver of notice of such meeting.

#### **Section 4.5 Consent to Electronic Notice**

Notice to trustees in an electronic transmission is effective only if such individual has: (a) consented in writing to receive electronically transmitted notices under the Washington Nonprofit Corporation Act; and (b) designated in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted. A trustee who has consented to receipt of electronically transmitted notices may revoke the consent by delivering (by mail, facsimile, or electronic transmission) a revocation to the corporation. The consent of any trustee is revoked if the corporation is unable to electronically transmit two (2) consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

#### **Section 4.6 Quorum**

A majority of the trustees serving on the board at the time of the meeting constitutes a quorum for the transaction of business. The act of the majority of trustees present at a meeting at which a quorum is present is the act of the board of trustees. No business may be transacted without a quorum; provided however, that a lesser number in attendance at such a meeting may adjourn any meeting from time to time without further notice. At any meeting of the board of trustees at which a quorum is present, any business may be transacted, and the board may exercise all of its powers. A trustee who is present at such a meeting is presumed to have assented to the action taken at that meeting unless the trustee's dissent or abstention is entered in the minutes of the meeting or the trustee delivers (personally, or by mail, facsimile, or electronic transmission) his or her written dissent or abstention to such action to (a) the person acting as secretary of the meeting before the adjournment of the meeting or (b) the secretary of the corporation immediately after the adjournment of the meeting.

#### **Section 4.7 Meetings Held by Telephone or Similar Communications Equipment**

Members of the board of trustees or its committees may participate in a meeting of the board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

### **ARTICLE V. ACTIONS BY WRITTEN CONSENT**

Any corporate action required or permitted by the Articles of Incorporation or these Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the

members or the board of trustees (or its committees) of the corporation, may be taken without a meeting if a consent in writing or in an electronic transmission, setting forth the action so taken, is executed by all of the trustees, or committee members entitled to vote with respect to the subject matter thereof. Such consent has the same force and effect as a unanimous vote and may be described as such. For purposes of these Bylaws, “executed” means (a) a writing that is signed; or (b) an electronic transmission that is sent with sufficient information to determine the sender’s identity.

## **ARTICLE VI. WAIVER OF NOTICE**

Whenever any notice is required to be given to any trustee of the corporation by the Articles of Incorporation or these Bylaws, or by the laws of the State of Washington, a waiver thereof in writing or by electronic transmission executed by the person or persons entitled to such notice, whether before or after the time stated therein, is equivalent to the giving of such notice.

## **ARTICLE VII. OFFICERS**

### **Section 7.1 Officers Enumerated**

The officers of the corporation are the president, one or more vice presidents, one or more secretaries, a treasurer, and such other officers and assistant officers as may be deemed necessary by the board of trustees, each of whom is annually elected by the board of trustees, and serves until their successors are duly elected. Any two (2) or more offices may be held by the same person, except the offices of president and secretary. In addition to the powers and duties specified below, the officers have such powers and perform such duties as the board of trustees may prescribe. All officers must be trustees of the corporation.

### **Section 7.2 President**

He or she exercises the usual executive powers pertaining to the office of president. He or she presides at meetings of the board of trustees and committees exercising any authority of the board.

### **Section 7.3 Vice President(s)**

In the absence or disability of the president, the vice president acts as president. In the absence or disability of both the president and vice president, the immediate past president acts as president if the immediate past president’s term is still active.

### **Section 7.4 Immediate Past President**

In the absence or disability of the president and vice president the immediate past president acts as president. The immediate past president serves on the Governance Committee.

### **Section 7.5 Secretary**

It is the duty of the secretary to keep records of the proceedings of the board of trustees, to sign and execute with the president all deeds, bonds, contracts, and other obligations or instruments, in the name of the corporation, to keep the corporate seal, and to affix the same to proper documents.

### **Section 7.6 Treasurer**

The treasurer has the care and custody of, and is responsible for, all funds and investments of the corporation and keeps or supervises regular books of account. The treasurer supervises deposit of all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the board of trustees, and, in general, performs all of the duties pertaining the office of treasurer.

### **Section 7.7 Vacancies**

Vacancies in any office arising from any cause may be filled by the board of trustees at any regular or special meeting.

### **Section 7.8 Salaries**

The salaries of all officers and agents of the corporation, if any, are fixed by the board of trustees.

### **Section 7.9 Removal**

Any officer elected or appointed may be removed by the board of trustees whenever in its judgment the best interests of the corporation will be served thereby.

## **ARTICLE VIII. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

### **Section 8.1 Variance Power**

The Orcas Island Community Foundation Board of Trustees retains variance power by which it may modify any restriction or condition on the distribution of assets, if circumstances warrant.

**Section 8.2 Fiscal Year** The last day of the corporation's fiscal year is December 31.

### **Section 8.3 Loans Prohibited**

The corporation makes no loans to any officer or to any trustee.

### **Section 8.4 Corporate Seal**

The board of trustees may provide for a corporate seal which is inscribed with the name of the corporation, the year and state of incorporation and the words “corporate seal.”

**Section 8.5 Books and Records**

The corporation keeps at its registered office, its principal office in this state, or at its secretary’s office if in this state, the following: current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; a record of officers’ and trustees’ names and addresses; minutes of the proceedings of the board, and any minutes which may be maintained by committees of the board. Records may be written or electronic if capable of being converted to writing. The records are open at any reasonable time to inspection by any trustee, or his or her agent or attorney, for any proper purpose at any reasonable time.

**Section 8.6 Amendment of Articles of Incorporation and Bylaws**

The corporation’s Articles of Incorporation and these Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the trustees of the corporation. The trustees may take such action at any regular or special meeting.

**Section 8.7 Rules of Procedure**

The rules of procedure at meetings of the board of trustees of the corporation are the rules contained in Roberts’ Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the board of trustees.

**CERTIFICATION**

I, \_\_\_\_\_, being the Secretary of Orcas Island Community Foundation, hereby certify that the foregoing Bylaws were duly adopted on \_\_\_\_\_, 2010.

\_\_\_\_\_  
\_\_\_\_\_, Secretary

## **BYLAWS OF**

### **LA MIRADA COMMUNITY FOUNDATION**

(A California Nonprofit Public Benefit Corporation)

#### **ARTICLE I**

##### **NAME**

The name of this corporation is LA MIRADA COMMUNITY FOUNDATION.

#### **ARTICLE II**

##### **OFFICES**

###### **SECTION 2.01. PRINCIPAL OFFICE**

The principal office for the transaction of the activities and affairs of the corporation ("principal office") is located at 13700 La Mirada Boulevard, La Mirada, California 90638. The Board of Directors ("the Board") may change the principal office from one location to another. 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.

###### **SECTION 2.02. OTHER OFFICES**

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

#### **ARTICLE III**

##### **PURPOSES AND LIMITATIONS**

###### **SECTION 3.01. PURPOSES**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes. This corporation is organized exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other



activities 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 (or the corresponding provision of any future United States Internal Revenue Law); (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

#### SECTION 3.02. LIMITATIONS

(a) Political activity. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office.

(b) Property. The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in Section 3.01 above. No part of the profits or net earnings of this corporation shall ever inure to the benefit of any of its Directors, trustees, officers, members (if any), employees, or to the benefit of any private individual.

(c) Dissolution. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the payment of the debts, obligations and liability of the corporation, the remaining assets of this corporation 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or to the City of La Mirada.

### ARTICLE IV

#### MEMBERSHIP

##### SECTION 4.01. NO MEMBERS

This corporation shall have no members.

##### SECTION 4.02. ASSOCIATES

The Corporation may refer to persons associated with it as "members" even though such persons are not members within the meaning of that term under Section 5056 of the California Nonprofit Corporation Law or any corresponding Section of any future California nonprofit corporation law. The corporation may confer by amendment of its Articles of Incorporation, some or all of the rights of a member, as set forth in the

California Nonprofit Public Benefit Corporation Law, upon any person or persons who do not have the right to vote for the selection of directors, on disposition of substantially all of the assets of the corporation, on a merger or on a dissolution, or on changes of the corporation's Articles of Incorporation or these Bylaws, but no such person shall be a member within the meaning of that term under Section 5056 of the California Nonprofit Corporation Law or any corresponding Section of any future California Nonprofit Corporation law.

## ARTICLE V

### DIRECTORS

#### SECTION 5.01. POWERS

(a) General corporate powers. Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) Specific Powers. Without prejudice to these general powers, but subject to the same limitations, the Directors shall have the power to:

(i) Appoint and remove at the pleasure of the Board, all officers, agents and employees of the corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation and require from the security for faithful performance of their duties.

(ii) Change the principal office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings.

(iii) Adopt and use a corporate seal and alter the form thereof.

(iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the purposes of the corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

SECTION 5.02. NUMBER AND ELECTION OF DIRECTORS  
AND RESTRICTIONS ON DIRECTORS

(a) Authorized number. <sup>2</sup>The authorized number of Directors shall be twelve (12), until changed by amendment of the Bylaws.

(b) Election of Directors. The original Directors shall be designated by the Incorporator(s). Thereafter, pursuant to Corporation Code Section 5220 the Board of Directors as a whole shall be designated by the City Council of the City of La Mirada. Each Director, including a Director elected to fill a vacancy or elected at a special member's meeting, shall hold office until expiration of the term for which elected and until a successor has been appointed and qualified.

(c) Restrictions on Directors. Not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (2) 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 a person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation. A Director may not participate in any vote on any proposed transaction with another organization or entity of which such Director is also an employee, principal, or director. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

SECTION 5.03. TERM OF OFFICE OF DIRECTORS

The Directors newly appointed or designated in accordance with Section 5.02 (b) shall hold office for the term(s) set forth in this Section 5.03. The term of office for the President and for the two non-voting appointees from the City shall be four (4) years. <sup>2</sup>The term of office for each of the nine (9) remaining Directors shall be two (2) years. The terms of office for the 1999 appointees shall expire on the date of the annual meeting in the years 2001 and 2003, respectively, notwithstanding the fact that such terms are less than four (4) or two (2) years.

SECTION 5.04. VACANCIES

(a) Events causing vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following:

(i) the death, removal, suspension or resignation of any Director;

<sup>1</sup>(ii) If a member shall be absent from more than twenty-five (25%) percent of the prior eight meetings removal shall be automatic and no action by the City Council shall be necessary. Two late arrivals shall constitute an absence.

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

(b) Resignations. Except as provided in this sub-Section, any Director may resign effective upon giving written notice to the chairman of the Board, if any, or the President or the Secretary of the Board, unless such notice specifies a later time for the resignation to become effective. Except upon notice to the Attorney General of the State of California, no Director may resign when the corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) Filling vacancies. Any vacancy on the Board shall be filled by designation by the City Council of the City of La Mirada.

(d) 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 the Director's term of office expires.

#### SECTION 5.05. PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Meetings of the Board shall be held at the principal office of the corporation or at such other place as has been designated by the Board. In the absence of any such designation, meetings shall be held at the principal office of the corporation. Any meeting may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting. Meetings shall be conducted in compliance with the Ralph M. Brown Act, California Government Code Section 54950 et seq.

#### SECTION 5.06. ANNUAL, REGULAR AND SPECIAL MEETINGS

(a) Annual Meeting. The Board shall hold an annual meeting in conjunction with its regularly scheduled meeting for the month of May of each year for the purpose of organization, election of officers and the transaction of other business; provided, however, that the Board may fix another time for the holding of its annual meeting. Notice of this meeting shall not be required.

(b) Other Regular Meetings. The regular annual scheduled meeting shall be held on the <sup>3</sup>fourth Wednesday of May each year at 6:30 p.m. <sup>1,3</sup>The day and time for regular meetings of the Foundation shall be set for the fourth Wednesday of

each month at 6:30 p.m. at La Mirada City Hall, 13700 La Mirada Boulevard, La Mirada, California. Said meetings shall be held without notice; provided, however, any given regular meeting may be dispensed with by majority vote of the Board.

(c) Special Meetings.

(i) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, if any, the President or any Vice President, or the Secretary or any four Directors.

(ii) Notice.

a. Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director in the manner required by the Ralph M. Brown Act, Government Code Section 54950 et seq. In addition, "Notice" of the time and place of special meetings shall be given to each Director by one of the following method:

1. by personal delivery of written notice;
2. by first-class mail, postage prepaid;
3. by telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; or
4. By telegram, charges prepaid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the corporation.

b. Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone including FAX transmission, or telegraph shall be delivered, telephoned, or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

c. Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

#### SECTION 5.07. QUORUM

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.09. Subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorship, (iii) creation of an appointment of committees of the board and (iv) indemnification of Directors, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

#### SECTION 5.08. WAIVER OF NOTICE

Notice of a meeting need not be given any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after 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 by any Director who attends the meeting without protesting before or at its commencement the lack of notice to such Director.

#### SECTION 5.09. ADJOURNMENT

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

#### SECTION 5.10. NOTICE OF ADJOURNED MEETING

Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

#### SECTION 5.11. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For the purpose of this Section 5.11 only, "all

members of the Board" shall not include Directors who have a material financial interest in a transaction to which the corporation is a party.

#### SECTION 5.12. FEES AND COMPENSATION

This corporation shall not compensate directors, members of committees, officers or employees for their services, but may reimburse directors, members of committees, officers or employees for their reasonable and necessary expenses incurred on behalf of the corporation, in accordance with such rules and procedures as may be established by the Board of Directors.

### ARTICE VI

#### COMMITTEES

##### SECTION 6.01. COMMITTEES OF THE BOARD

The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, such consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by a 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 an absent member at any meeting. Any such committee, to the extent provided in the resolution of the Board, shall have all of the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) fill vacancies on the Board or in any committee which has the authority of the Board;
- (b) establish or fix compensation of the Directors for serving on the Board or on any committee;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the Board or the members of these committees;
- (f) approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as such approval is provided for in Section 5233 (d) (3) of the California Corporations Code.

**SECTION 6.02. MEETINGS AND ACTIONS OF THE COMMITTEES**

Meetings and action of committees of the Board shall be governed by, held and taken in accordance with the provisions of Article V of these Bylaws, concerning meetings and other action of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined either by resolution of the Board or, if there is no Board resolution, by resolution of the committee of the Board. Minutes shall be kept of each meeting of any committee of the Board and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws or in the absence of rules adopted by the Board, the committee may adopt such rules.

**ARTICLE VII****OFFICERS****SECTION 7.01. OFFICERS**

The officers of the corporation shall include a President, a Secretary, and a Chief Financial Officer. The corporation may also have, at the Board's discretion, a Chairman of the Board, one or more Vice Presidents, one or more assistant Secretaries, one or more assistant Treasurers, and such other officers as may be appointed in accordance with Section 7.03 of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board.

**SECTION 7.02. ELECTION OF OFFICERS**

The officers of the corporation, except those appointed in accordance with the provisions of Section 7.03 of this Article VII, shall be chosen by the Board of Directors, with the consent of the La Mirada City Council, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

**SECTION 7.03. OTHER OFFICERS**

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



#### SECTION 7.04. REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under contract of employment, any officer may be removed, with or without cause, by the Board of Directors, or, except in the case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

#### SECTION 7.05. RESIGNATION OF OFFICERS

Any officer may resign upon written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

#### SECTION 7.06. VACANCIES IN OFFICE

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

#### SECTION 7.07. RESPONSIBILITIES OF OFFICERS

(a) Chairman of the Board. If a Chairman of the Board is elected, he or she shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no President, the Chairman of the Board shall also be the Chief Executive Officer and shall have the powers and duties of the President of the corporation prescribed by these Bylaws.

(b) President/Chief Executive Officer. Subject to the control and supervision of the Board, the President shall be the Chief Executive Officer and general manager of the corporation and shall generally supervise, direct and control the activities and affairs and the officers of the corporation. The President, in the absence of the Chairman of the Board, or if there be none, shall preside at all meetings of the Board. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

(c) Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank, shall perform all of the duties of the President, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or the Bylaws.

(d) Secretary.

(i) Book of minutes. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and of committees of the Board. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(ii) Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(e) Chief Financial Officer.

(i) Books of account. The Chief Financial Officer of the corporation shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of the corporation, and shall send or cause to be sent to the Directors such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board, shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President or Chairman of the Board, if any, when requested, an account of all transaction as Chief Financial Officer and of the financial condition of the corporation and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(iii) Bond. If required by the Board, the Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Chief Financial Officer upon death, resignation, retirement or removal from office.

**ARTICLE VIII**

**INDEMNIFICATION OF DIRECTORS, OFFICERS,  
EMPLOYEES, AND OTHER AGENTS**

**SECTION 8.01. DEFINITIONS**

For the purposes of this Article VIII, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 8.02 or 8.03 of this Article VIII.

**SECTION 8.02. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES**

The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon 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 which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

**SECTION 8.03. INDEMNIFICATION IN ACTIONS BY OR  
IN THE RIGHT OF THE CORPORATION**

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and

reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 8.03.

(a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

#### SECTION 8.04. INDEMNIFICATION AGAINST EXPENSES

To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 8.03 or 8.04 of this Article VIII or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

#### SECTION 8.05. REQUIRED DETERMINATIONS

Except as provided in Section 8.04 of this Article VIII any indemnification under this Article VIII shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 8.02 or 8.03 of this Article VIII, by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person rendering services in connection with the defense, is opposed by the corporation. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which

indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 5238 (b) or Section 5238 (c) has been met.

#### SECTION 8.06. ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII.

#### SECTION 8.07. OTHER INDEMNIFICATION

No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in these Bylaws, a resolution of directors, an agreement, or otherwise, shall be valid unless consistent with this Article VIII. Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

#### SECTION 8.08. FORMS OF INDEMNIFICATION NOT PERMITTED

No indemnification or advance shall be made under this Article VIII, except as provided in Section 8.04 or 8.05(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or otherwise amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

#### SECTION 8.09. INSURANCE

The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article VIII, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the

corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

**SECTION 8.10. NONAPPLICABILITY TO FIDUCIARIES  
OF EMPLOYEE BENEFIT PLANS**

This Article VIII does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 8.01 of this Article VIII. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

**ARTICLE IX**

**RECORDS AND REPORTS**

**SECTION 9.01. MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall keep:

- (a) Adequate and correct books and records of account; and,
- (b) Minutes in written form of the proceedings of the Board and committees of the Board.

**SECTION 9.02. INSPECTION BY DIRECTORS**

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

**SECTION 9.03. ANNUAL REPORT**

Except as provided under Section 6321 (c) (d) or (f) of the California Corporations Code, not later than one hundred twenty (120) days after the close of the fiscal year of the corporation, the board shall cause an annual report to be sent to all members of the Board. Such report shall contain the following information in reasonable detail:

- (i) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(iii) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(iv) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(v) Any information required by Section 9.04.

#### SECTION 9.04. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

The corporation shall prepare annually and furnish to each director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the close of the fiscal year of the corporation:

(a) Any transaction to which the corporation, its parent or its subsidiary was a party, and in which any Director or officer of the corporation, its parent or subsidiary (but mere common director-ship shall not be considered such an interest) had a direct or indirect material financial interest, if such transaction involved over fifty thousand dollars (\$50,000.00), or was one of a number of transactions with the same person involving, in the aggregate, over fifty thousand dollars (\$50,000.00).

(b) Any indemnifications or advances aggregating more than ten thousand dollars (\$10,000.00) paid during the fiscal year to any officer or Director of the corporation pursuant to Article VIII hereof.

The statement shall include a brief description of the transaction, the names of the Director(s) or officer(s) involved, their relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

### ARTICLE X

#### CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the

plural and the plural includes the singular and the term “person” includes both a legal entity and a natural person.

## **ARTICLE XI**

### **AMENDMENTS**

#### **SECTION 11.01. AMENDMENT OF BYLAWS**

With consent of the City Council of the City of La Mirada, the Board may adopt, amend, or repeal Bylaws, except that (1) if any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote; and (2) Section 5.02 (b) of Article V, and any provision of these Bylaws which confers rights upon the Board, may only be amended or repealed by approval of the Board.

The term “majority,” as used in this Section, is as defined in the California Nonprofit Corporation Law.

#### **SECTION 11.02. MAINTENANCE OF RECORDS**

The Secretary of the corporation shall see that a true and correct copy of all amendments of the Bylaws, duly certified by the Secretary is attached to the official Bylaws of the corporation and is maintained with the official records of the corporation at the principal office of the corporation.

## **ARTICLE XII**

### **MISCELLANEOUS**

#### **SECTION 12.01. EXECUTION OF CHECKS AND DRAFTS**

With the consent of the City Council of the City of La Mirada, all checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable by the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

#### **SECTION 12.02 EXECUTION OF CONTRACTS**

The Board of Directors, except as otherwise provided in these Bylaws, may authorized any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority



to bind the corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

**SECTION 12.03. REPRESENTATION OF SHARES OF OTHER CORPORATIONS**

The President or any Vice President or the Secretary or Assistant Secretary of the Corporation from time to time designated by general resolution of the Board of directors, and acting individually and without necessity for specific resolution, are authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted to such officers to vote or represent on behalf of the corporation any and all shares held by the corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized so to do by proxy or power of attorney duly executed by such officers.

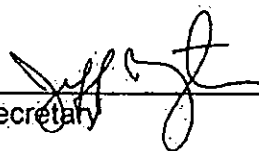
**SECTION 12.04. CERTIFICATE OF SECRETARY**

A Certificate of the Secretary of this Corporation shall be affixed to the original, or most recent amended version of the Bylaws, such Certificate to be in the following form:

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the Community Foundation, a California nonprofit public benefit corporation, that the above bylaws, consisting of eighteen (18) pages, are the bylaws of this corporation as amended by the City Council of the City of La Mirada on September 13, 2011.

Executed on September 14, 2011, at La Mirada, California..

  
Secretary

<sup>1</sup>Amended by City Council Resolution 02-14 – adopted March 12, 2002

<sup>2</sup>Amended by City Council Resolution 03-19 – adopted March 25, 2003

<sup>3</sup>Amended by City Council Resolution No. 11-32 – adopted September 13, 2011

# **BYLAWS OF THE EUGENE PARKS FOUNDATION**

**NAME OF CORPORATION: Eugene Parks Foundation  
Adopted on the 13<sup>th</sup> Day of May, 2004  
Last Amended October 18<sup>th</sup>, 2007**

## **ARTICLE I: PURPOSE**

**Section 1. Nonprofit Status.** This corporation is organized exclusively for charitable, scientific, literary, religious and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501 (c) (3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

**Section 2. Mission.** The mission of the Eugene Parks Foundation is to earn, raise, accept, and distribute money and other items of value to improve and enhance public parks, open spaces, and recreational facilities and services for the benefit of Eugene area residents.

## **ARTICLE II - NONMEMBERSHIP**

This corporation shall have no members as that term is defined by Oregon Revised Statutes Chapter 65, but shall have members for other purposes. These members shall have none of the rights or duties described in ORS Chapter 65 (or any corresponding future statute).

## **ARTICLE III - BOARD OF DIRECTORS**

**Section 1. Duties.** The affairs of the corporation shall be managed by the Board of Directors.

**Section 2. Number.** The number of Directors may vary between a minimum of five and a maximum of fifteen.

**Section 3. Term and Election.** Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Directors shall be four years. The Board shall make provisions to stagger the terms of Directors so that each year the terms of as close as possible to one-half of the Directors shall expire. A Director may be reelected without limitation on the number of terms she/he may serve. The board shall elect its own members, except that a Director shall not vote on

that members' own position.

**Section 4. Removal.** Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

**Section 5. Resignation.** Any Director may resign by delivering his/her resignation to the corporation at its principal office or to the President or Recording Secretary. Such resignation shall be effective on receipt unless it is specified to be effective at some other time or upon the happening of some other event.

**Section 6. Inactive Status.** A board member may request and may with good cause receive inactive status whenever circumstances make it unlikely the member will be unable to participate in regular Board activities. In addition, a Board member who misses three consecutive meetings and who appears likely to continue to miss meetings may be placed on inactive status by the Board. Inactive members will not be included in quorum requirements. An inactive member may return to active status during their term when circumstances allow them to resume regular attendance and participation in other Board activities. (Section added October 18<sup>th</sup>, 2007.)

**Section 7. Vacancies.** Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the Directors then on the Board of Directors.

**Section 8. Quorum and Action.** A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the directors present, except as provided otherwise by these bylaws. Where the law requires a majority vote of the directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

**Section 9. Regular Meetings.** Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

**Section 10. Special Meetings.** Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail not less than two days prior to the special meeting.

**Section 11. Meeting by Telecommunication.** Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which all Directors participating may hear each other.

**Section 12. No Salary.** Directors shall not receive salaries for their Board service,

but may be reimbursed for expenses related to Board service.

**Section 13. Emeritus Members.** Upon resignation from the Board, a Director becomes an Emeritus Member and may serve on committees or conduct other foundation business subject to approval of a majority of the Board of Directors. (Added July 16, 2009)

**Section 14. Action by Consent.** Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

**Section 15. Conflicts of Interest.** Board members having a conflict of interest on a matter before the board shall disclose all facts relating thereto and shall abstain from voting on the matter.

#### **ARTICLE IV - COMMITTEES**

**Section 1. Executive Committee.** The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions.

**Section 2. Other Committees.** The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

**Section 3. Composition of Committees Exercising Board Functions.** Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the Directors prescribed by the Board, or if no number is prescribed, of all Directors in office at that time.

**Section 4. Quorum and Action.** A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

**Section 5. Limitations on the Powers of Committees.** No committee may authorize payment of a dividend or any part of the income of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

#### **ARTICLE V - OFFICERS**

**Section 1. Titles.** The officers of this corporation shall be the President, Vice

President, Recording Secretary, and Treasurer.

**Section 2. Election.** The Board of Directors shall elect the officers to serve one year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

**Section 3. Vacancy.** A vacancy of the office of any officer shall be filled not later than the second regular meeting of the Board of Directors following the vacancy.

**Section 4. Other Officers.** The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

**Section 5. President.** The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

**Section 6. Vice President.** In the absence of the president, or in the event of his/her inability to act, the vice president shall perform the duties of the president, and when so acting shall have all the powers of, and be subject to all of the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to him/her by the president or by the board of directors.

**Section 7. Recording Secretary.** The Recording Secretary shall have overall responsibility for all record keeping. The Recording Secretary shall perform, or cause to be performed, the following duties: a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; b) provision for notice of all meetings of the Board of Directors; c) authentication of the records of the corporation; and d) any other duties as may be prescribed by the Board of Directors.

**Section 8. Treasurer.** The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: a) keeping of full and accurate accounts of all financial records of the corporation; b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; c) disbursement of all funds when proper to do so; d) making financial reports as to the financial condition of the corporation to the Board of Directors; and e) any other duties as may be prescribed by the Board of Directors.

## **ARTICLE VI - CORPORATE INDEMNITY**

This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

**ARTICLE VII - AMENDMENTS TO BYLAWS**

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

Signature by Corporate Officer: \_\_\_\_\_  
Terry Smith, President



# BYLAWS of NONPROFIT ASSOCIATION OF OREGON

## Article I. Name

The name of this Corporation is Nonprofit Association of Oregon.

## Article II. Principal Office

The registered office for the transaction of the business of this Corporation shall be located in the state of Oregon. The Board of Directors may, at any time, change the location of the registered office within Oregon. This Corporation may also have offices at more than one place in Oregon as the Board of Directors may determine and fix by resolution.

## Article III. Purpose

This Corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation shall be to engage in any lawful activities, none of which is for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This Corporation shall hold its primary purposes to be: increasing public awareness of Oregon's 501-c-3 charitable organizations and strengthening their leadership and organizational capacity.

## Article IV. Members

**Section 1. Classes of Membership.** This Corporation shall have two classes of membership: Nonprofit Organization Members [Members] and Affiliate Members [Affiliates].

a. Members. Nonprofit organizations which are organized under the laws of, or otherwise qualified to do business or conduct operations in Oregon, and which are or would qualify as a tax-exempt organization described in Section 501(c)(3) of the Code or successor provisions of any future federal tax code shall be eligible for membership in this Corporation, subject to any additional standards which may be set from time to time by the Board of Directors. In order to be a member, nonprofit organizations shall pay annual dues in accordance with such policies and rates as the Board of Directors establishes from time to time. Each Member shall appoint a representative who will vote on behalf of the organization.

b. Affiliates. Any individual, business, or nonprofit organization other than Oregon 501(c)(3) corporations that is interested in the purpose and affairs of this Corporation shall be eligible for membership, subject to any additional standards that may be set from time to time by the Board of Directors. In order to be an Affiliate, individuals, businesses, and nonprofit organizations that are not charities shall pay annual dues in accordance with such policies and rates as the Board of Directors establishes from time to time.

## **Section 2. Voting Rights**

a. Members. Members shall each be entitled to cast one (1) vote for or against the slate of Directors presented at this Corporation's Annual Meeting. Members shall have no other voting rights. There shall be no split voting or cumulative voting.

b. Affiliates. Affiliates shall have no voting rights.

## **Section 3. Termination of Membership**

a. Nonpayment of Dues. The membership of any Member or Affiliate shall terminate in the event such member shall fail to pay its annual dues to this Corporation within ninety (90) days from the initial due date thereof.

b. Loss of Tax-Exempt Status. In the event that any Member ceases to qualify as a tax-exempt organization described in Section 501(c)(3) of the Code, such failure shall result in the automatic suspension of such organization's membership in this Corporation. Any such organization shall be eligible to have its membership status reinstated at such time as it again qualifies as a tax-exempt organization described in Section 501(c)(3) of the Code.



c. Termination by Board of Directors. The Board of Directors, upon the affirmative vote of two-thirds (2/3) of all directors in office at that time, may terminate the membership of a Member or an Affiliate with or without cause. The Board shall give the member at least fifteen (15) days written notice by first class or certified mail of the termination and the reasons for the termination. The Board shall give the member an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

Except as otherwise required by law or these bylaws, any voting right of a Member and any other rights conferred upon a Member shall cease immediately upon termination of such Member's membership in this Corporation.

**Section 4.** Transfer of Membership. Membership in this Corporation is not transferable or assignable.

**Section 5.** Meetings of the Membership.

a. Annual Meeting. The Annual Meeting of this Corporation shall be held at a time and place to be determined by the Board of Directors.

b. Special Meetings. Special meetings shall be held at the call of the Board of Directors or by a call of at least ten (10) percent of the Members of this Corporation by a demand signed, dated, and delivered to this Corporation's Secretary. Such demand by the members shall describe the purpose of the meeting.

c. Notice of Meetings. Notice of all meetings of the Members shall be given to each member at the last address of record by first class mail at least seven (7) days before the meeting, or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

d. Quorum and Voting. For the election of Directors, one-tenth (1/10th) of the number of Members then in good standing and present in person or by proxy at any annual meeting shall constitute a quorum for the election of Directors. A majority vote of the Members represented and voting is the act of the members, unless these Bylaws or the law provide differently. Alternatively, the election of Directors may be conducted by written ballot in such manner as the Board of Directors may by resolution determine.

e. Proxies. At the Annual Meeting or at a Special Meeting a Member entitled to vote may do so by proxy executed in writing and filed with the Secretary for that meeting. A proxy is valid for eleven (11) months and may be revoked.

f. Written Ballots. Any action that may be taken at an annual or special meeting of members may be taken without a meeting if this Corporation delivers a written ballot to every member entitled to vote on the matter. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors, and specify a reasonable time by which a ballot must be received by this Corporation in order to be counted. The number of responses needed to meet the quorum requirement shall be calculated forty-five (45) days prior to the annual meeting.

## **Article V. Board of Directors**

**Section 1.** General Powers. The business and affairs of this Corporation shall be governed by its Board of Directors.

**Section 2.** Number and Classes. The number of directors of this Corporation shall consist of no less than nine (9) and no more than twenty (20) directors. The Board shall have two classes of directors: (1) directors that are representatives of Members and (2) at-large directors. A majority of directors shall be representatives of Members.

**Section 3.** Qualification. Membership on the Board of Directors shall be open to all persons with a demonstrated commitment to advancing the interests of Oregon's nonprofit sector and will not be restricted on the basis of race, color, religion, age, national origin, gender, or sexual orientation. The Governance Committee shall strive to select a slate of candidates that is broadly representative of the State of Oregon's nonprofit sector, its stakeholders, organizations or individuals providing services to or otherwise demonstrating a significant interest in or commitment to the nonprofit sector, as well as areas of the state and various non profit sectors including education, health, economic development,

social services, cultural entities, advocacy organizations and any other sector represented within this Corporation's membership.

**Section 4. Nomination and Election.** The Governance Committee shall be responsible for identifying prospective candidates for election to the Board of Directors and shall solicit nominations from Members. Each candidate that is representing a Member must be a designated representative of that Member. No later than forty-five (45) days before the Annual Meeting, the Governance Committee shall present to the Board of Directors for review a slate of candidates composed of representatives of Members and at-large candidates. A list of candidates on the slate, the term for which each is nominated, and relevant biographical information about each candidate shall be sent to the Members along with the notice of the Annual Meeting.

**Section 5. Terms.** The term of office of each director of the corporation elected at the Annual Meeting shall be one, two, or three years. Directors may be elected to successive terms of office. A director may serve on the Board six (6) consecutive years.

**Section 6. Removal.** Any director may be removed, with or without cause, by a vote of two-thirds of the directors then in office.

**Section 7. Vacancies.** Vacancies on the Board of Directors shall be filled by an affirmative vote of a majority of the directors then in office at a regular or special meeting called for that purpose. The Governance Committee shall nominate the candidate for a vacant position. A successor director shall serve for the unexpired term of the predecessor and, at the conclusion of the unexpired term, shall be eligible for a one, two, or three year term as recommended by the Governance Committee.

**Section 8. Quorum and Action.** At any meeting of the Board of Directors a majority of the directors then in office shall constitute a quorum. If a quorum is present, action is taken by a majority vote of the directors present, except as otherwise provided by these bylaws. Where the law or these bylaws requires a majority vote of the directors in office, such action is taken by that majority as required.

**Section 9. Proxies.** There shall be no voting by proxy.

**Section 10. Regular Meetings.** Regular meetings of the Board of Directors shall be held at a time and place as shall be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

**Section 11. Special Meetings.** Special meetings of the Board may be called by the President of the Board, by any two members of the Executive Committee, or by written notice filed with the Secretary of the Board by one-third (1/3) of the directors then in office. Notice of special meetings of the Board of Directors shall be delivered to each director personally by telephone or by mail or by electronic mail or by fax not less than two (2) business days prior to said special meeting.

**Section 12. Alternative Meeting Venue.** Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all Board members can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. All participating directors shall be informed that a meeting is taking place at which official business may be transacted.

**Section 13. No Salary.** Directors shall not receive salaries for their board services but may be reimbursed for authorized expenses related to Board service.

**Section 14. Action by Consent.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all the directors.

## **Article VI: Committees**

**Section 1. Standing Committees.** There shall be five standing committees of the Board of Directors: Executive, Governance, Finance, Public Policy, and Audit. Standing committees shall be chaired by a director and shall have at least one additional director as a member.

a. **Executive Committee.** The members of the Executive Committee shall be the President, the Vice-President, the Secretary, the Treasurer, and the chairs of the standing committees. The Executive Committee shall have the power to exercise all of the powers of the Board between Board meetings, except those powers specified in Section 7 below; shall cause strategic, long-range planning to be done; shall act as a Personnel Committee and Executive Compensation Committee as needed; and shall

perform other duties as the Board of Directors may prescribe from time to time. Action may be taken by an affirmative vote of a majority of Committee members, provided a quorum is present. Executive Committee actions shall be reported in full to the Board of Directors at its next regular meeting.

b. Governance Committee. The Governance Committee shall nominate new directors to the Board, shall nominate existing directors for successive terms, shall nominate officers of the Board, shall annually assess Board performance and satisfaction, shall recommend action to address problems identified in the assessment, shall periodically review these bylaws and recommend amendments as needed, shall ensure that future leadership of the Board is identified and cultivated, and shall perform other duties as the Board of Directors may prescribe from time to time. The President shall not be a member of the Governance Committee.

c. Finance Committee. The Finance Committee shall recommend the annual budget to the Board of Directors for its approval, shall regularly review and assess this Corporation's financial status and shall report on this Corporation's finances at all regular meetings of the Board and at other times as requested, shall recommend financial policies to the Board of Directors, shall review annually this Corporation's IRS 990 Form and recommend its acceptance by the Board, and shall perform other duties as the Board of Directors may prescribe from time to time. The Treasurer shall chair the Finance Committee.

d. Public Policy Committee. The Public Policy Committee shall advise the Board of Directors in setting the public policy goals and objectives of this Corporation and recommending public policy positions. The Committee shall advise and assist staff in selecting appropriate policy issues, lobbying and advocating this Corporation's positions, and in planning and implementing other activities related to the public policy program and objectives of this Corporation. The Committee shall perform other duties as the Board of Directors may prescribe from time to time.

e. Audit Committee. The Audit Committee shall hire the auditor who performs the annual audit, shall receive copies of all correspondence related to the audit, shall advise the Board on the auditor's findings and recommendations, shall recommend acceptance of the audit by the Board, and shall perform other duties as the Board of Directors may prescribe from time to time. The Finance Committee Chair/Treasurer shall not be a member of the Audit Committee.

**Section 2. Other Committees.** The Board may designate additional standing, temporary, advisory, and support committees and may invest such committees with such powers and responsibilities as it sees fit. All committees shall report periodically to the Board of Directors.

**Section 3. Committee Chairs.** With the exception of the Finance Committee, the President, in consultation with the Executive Director, shall appoint the chair of each committee.

**Section 4. Committee Members.** In consultation with the committee chair and the Executive Director and except for the Executive Committee, the President shall appoint the Board members of each committee. With the exception of the Executive Committee, committee chairs may recruit non-Board members to their committees subject to the approval of the President.

**Section 5. Terms.** The term of a committee chair and committee members shall be one year. Chairs and members may be appointed to successive terms.

**Section 6. Quorum and Action.** A quorum at a meeting of a standing committee shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present.

**Section 7. Limitations on the Powers of Committees.** No committee may authorize payment of a dividend or any part of the income or profit of this Corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

## **Article VII. Officers**

**Section 1. Titles.** The officers of this Corporation shall consist of a President, Vice President, Treasurer, Secretary, and other such officers as the Board may appoint. All officers of the corporation shall be selected from the Board of Directors and must be members of the Board of Directors.

**Section 2. Nomination and Election.** Officers shall be nominated by the Governance Committee and shall be elected or re-elected at the first Board meeting following the Annual Meeting by a majority vote of a quorum of the Board.

**Section 3. Terms.** Officers shall serve for a term of one year or until their successors are duly elected except that no officer shall be elected to the same office for more than two consecutive terms. Terms of office begin immediately upon election.

**Section 4. Vacancy.** A vacancy in any office shall be filled by the Board of Directors not later than the first regular meeting of the Board of Directors following the meeting at which the vacancy was reported. The Governance Committee shall nominate the candidate for the vacancy.

**Section 5. Other Officers.** The Board of Directors may elect or appoint such other officers and agents as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board of Directors.

**Section 6. Removal.** Any person elected or appointed by the Board may be removed from office by a vote of a majority of the Board members then serving on the Board. Removal as an officer shall not necessarily mean removal as a Board member.

**Section 7. President.** The President of the Board of Directors shall oversee the governance of the corporation; shall preside at all meetings of the Board of Directors and Executive Committee; shall appoint the chair of each committee except the Finance Committee and shall appoint each Board member to a committee; shall approve the appointment of any non-Board member to a committee; shall coordinate the Board's employment, supervision, evaluation, and termination of the Executive Director; shall recommend to the full Board for final approval the annual compensation of the Executive Director; shall counsel and advise the Executive Director; and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have any other powers and duties as may be prescribed from time to time by the Board of Directors. The President is an ex-officio member of all committees except the Governance Committee.

**Section 8. Vice-President.** In the absence of the President or in the event of her/his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 9. Secretary.** The Secretary of the Board of Directors shall have overall responsibility for all record keeping of the Board. Under the direction and supervision of the President

of the Board of Directors, the Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of regular and special meetings of the Members of this Corporation; (b) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (c) official recording of the minutes of all proceedings of the Executive Committee meetings and actions; (d) provision for notice of all regular and special meetings of Members of this Corporation and of regular and special meetings of the Board of Directors; (e) review revisions to the Articles of Incorporation as needed; (f) record and vote proxies from Members filed in advance of the Annual Meeting; (g) preside at meetings of the Board of Directors in the absence of the President and Vice-President; (h) retain all records relating to the hiring and performance review and termination of the Executive Director; (i) retain the Board Policy Manual and ensure that it is up to date; and (j) any other duties as may be prescribed by the Board of Directors.

**Section 10. Treasurer.** The Treasurer of the Board of Directors shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all the financial records of the corporation; (b) the deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) the disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

### **Article VIII. Executive Director**

The Executive Director shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall be responsible for the general operation of the Corporation. The Executive Director shall not be a member of the Board of Directors and shall have no vote.

### **Article IX. Non-Discrimination Policy**

It shall be the operational policy of this Corporation not to discriminate against any person on the basis of race, color, sex, sexual orientation, religion, creed, marital status, national origin, disability, or political belief. This policy includes, but is not exclusive of, hiring, firing, layoffs, promotions, wages, training, disciplinary action or any other terms, privileges, conditions, or benefits or employment, as well as non-discrimination in the providing of any services offered by this Corporation.



## **Article X. Corporate Indemnity**

This Corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of this Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of this Corporation. No amendment to this Article that limits this Corporation's obligations to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

## **Article XI. Amendment of Bylaws**

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by an affirmative vote of two-thirds of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least ten days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

*Original Bylaws adopted by the Board: April 1, 1977*

*Original Bylaws previously amended by the Board of Directors: May 13, 1977; August 12, 1999; June 10, 2003; February 17, 2009; June 21, 2010; September 20, 2010.*

*These Bylaws adopted as amended: March 24, 2011*

# Appendix C2



PORTLAND

1221 SW Yamhill St.  
Suite 100  
Portland, OR 97205  
503.227.6846

BEND

15 SW Colorado Ave.  
Suite 250  
Bend, OR 97702  
541.382.1170

COOS BAY

915 S First St.  
Coos Bay, OR 97420  
541.269.9650

EUGENE

440 E Broadway  
Suite 160  
Eugene, OR 97401  
541.431.7099

MEDFORD

818 W Eighth St.  
Medford, OR 97501  
541.773.8987

SALEM

P.O. Box 2695  
Salem, OR 97308  
503.779.1927

Here for Oregon. Here for Good.

**Thank you** for volunteering with The Oregon Community Foundation.

OCF has been certified through the Council on Foundations' National Standards program for operational excellence and as a leader in philanthropy. As part of this certification, OCF is required to adopt the following Conflict of Interest Policy and share it with all staff, board members and volunteers.

Please read the following pages and return one copy of the enclosed Conflict of Interest and Confidentiality Form at your earliest opportunity to: Carly Brown, Volunteer Programs Coordinator, The Oregon Community Foundation, 1221 SW Yamhill Street, Suite 100, Portland, OR 97205.

Conflict of Interest and Confidentiality Information Form

Please list below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a Conflict of Interest as defined in The Oregon Community Foundation's Conflict of Interest Policy.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

- I hereby certify that the information set forth above is true and complete to the best of my knowledge.
- I understand that OCF is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
- I understand that in my role as an OCF volunteer, I will be exposed to confidential information regarding OCF donors and grant applicants. I agree to maintain the confidentiality of such information.
- I have read and understand The Oregon Community Foundation's Conflict of Interest Policy and agree to abide by its terms.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Please print your name: \_\_\_\_\_

Thank you!



## THE OREGON COMMUNITY FOUNDATION

### Conflict of Interest Policy

This Conflict of Interest Policy is designed to protect The Oregon Community Foundation's (OCF) interest when it is contemplating entering into a business transaction or arrangement or considering a grant application that might benefit the private interest of a director, officer, committee member, volunteer, or employee of OCF. This policy is intended to supplement but not replace any applicable federal and Oregon laws governing conflict of interest applicable to nonprofit organizations.

#### Article I Definitions

##### 1. Interested Person

An Interested Person is any director, officer, committee member, volunteer, or employee who has a financial interest in an entity or an affiliation with a grant applicant.

##### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which OCF has a transaction or arrangement,
- b. A compensation arrangement with any entity or individual with which OCF has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which OCF is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article II, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

##### 3. Affiliation with Grant Applicant

A person has an affiliation with a grant applicant if the person serves as a board member or committee member of the applicant organization, has an immediate family member who serves as a board member of the applicant organization, or is employed by or does business with the applicant organization.



## Article II Procedures

### I. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest or affiliation with a grant applicant and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or grant application.

### 2. Procedures for Addressing the Conflict of Interest for Business Transactions or Arrangements

- a. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, members of the board or committee who are not interested persons shall decide if a conflict of interest exists.
- a. An interested person may answer pertinent questions of other members regarding the transaction or arrangement at the governing board or committee meeting, but shall abstain from voting on the proposed transaction.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether OCF can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in OCF's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### 3. Procedures for Addressing the Conflict of Interest for Grant Applications

An interested person who has an affiliation with a grant applicant may speak to the facts of the application and may answer pertinent questions of other board or committee members regarding the grant application, but shall abstain from voting on the proposed transaction. An interested person who is a volunteer or employee shall not participate in any evaluation of the applicant that would result in a presentation to the governing board or committee.

Without the advance approval of the president, no OCF employee whose duties include evaluating applications for grants may serve as director, trustee, or officer of, or in any other official capacity with any organization that has received a grant from OCF in the past or might reasonably be expected to apply for a grant in the future.



#### 4. Violations of the Conflict of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### Article III

#### Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the person(s) who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
- c. The names of the person(s) who disclosed or otherwise were found to have an affiliation with a grant applicant(s) and a record that the person(s) abstained from voting on the application.

### Article IV

#### Statements

Each director, officer, member of committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands OCF is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Each OCF employee and OCF volunteer shall receive a copy of this policy and sign a statement acknowledging receipt of the policy and agreeing to comply with its terms.

## **ORGANIZATION RECORD RETENTION POLICY**

The Organization (“Organization”) takes seriously its obligations to preserve information relating to litigation, audits, and investigations.

The information listed in the retention schedule below is intended as a guideline and may not contain all the records the Organization may be required to keep in the future. Questions regarding the retention of documents not listed in this chart should be directed to the President.

From time to time, the President may issue a notice, known as a “legal hold,” suspending the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. No records specified in any legal hold may be destroyed, even if the scheduled destruction date has passed, until the legal hold is withdrawn in writing by the President.

<b>File Category</b>	<b>Item</b>	<b>Retention Period</b>
<b>Corporate Records</b>	Bylaws and Articles of Incorporation	Permanent
	Corporate resolutions	Permanent
	Board and committee meeting agendas and minutes	Permanent
	Conflict-of-interest disclosure forms	4 years
<b>Finance and Administration</b>	Financial statements (audited)	7 years
	Auditor management letters	7 years
	Payroll records	7 years
	Check register and checks	7 years
	Bank deposits and statements	7 years
	Chart of accounts	7 years
	General ledgers and journals (includes bank reconciliations)	7 years
	Investment performance reports	7 years
	Equipment files and maintenance records	7 years after disposition
	Contracts and agreements	7 years after all obligations end
	Correspondence — general	3 years

<b>Insurance Records</b>	Policies — occurrence type	Permanent
	Policies — claims-made type	Permanent
	Accident reports	7 years
	Safety (OSHA) reports	7 years
	Claims (after settlement)	7 years
	Group disability records	7 years after end of benefits
<b>Real Estate</b>	Deeds	Permanent
	Leases (expired)	7 years after all obligations end
	Mortgages, security agreements	7 years after all obligations end
<b>Tax</b>	IRS exemption determination and related correspondence	Permanent
	IRS Form 990s	7 years
	Charitable Organizations Registration Statements (filed with Minnesota Attorney General)	7 years
<b>Human Resources</b>	Employee personnel files	Permanent
	Retirement plan benefits (plan descriptions, plan documents)	Permanent
	Employee handbooks	Permanent
	Workers comp claims (after settlement)	7 years
	Employee orientation and training materials	7 years after use ends
	Employment applications	3 years
	IRS Form I-9 (store separate from personnel file)	Greater of 1 year after end of service, or three years
	Withholding tax statements	7 years
	Timecards	3 years
<b>Technology</b>	Software licenses and support agreements	7 years after all obligations end



## **1. Electronic Documents and Records.**

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an “archive” computer file folder. Backup and recovery methods will be tested on a regular basis.

## **2. Emergency Planning.**

The Organization’s records will be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping the Organization operating in an emergency will be duplicated or backed up at least every week and maintained off-site.

## **3. Document Destruction.**

The President is responsible for the ongoing process of identifying its records, which have met the required retention period, and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

## **4. Compliance.**

Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against the Organization and its employees and possible disciplinary action against responsible individuals. The President and Board Chair will periodically review these procedures with legal counsel or the organization’s certified public accountant to ensure that they are in compliance with new or revised regulations.

# **ORGANIZATION WHISTLEBLOWER POLICY**

## **1. Purpose.**

Organization requires board members, committee members and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities, and all directors, committee members and employees to comply with all applicable laws and regulatory requirements.

## **2. Reporting Responsibility.**

Organization seeks to have an “Open Door Policy” and encourages board members and employees to share their questions, concerns, suggestions or complaints regarding the organization and its operations with someone who can address them properly. In most cases, a board member or committee member should present his or her concerns to the Chair of the Board. The Executive Director is generally in the best position to address an employee’s area of concern. However, if a board member is not comfortable speaking with the Board Chair or is not comfortable with the Board Chair’s response, or if an employee is not comfortable speaking with the Executive Director or if the employee is not satisfied with the Executive Director’s response, the board member, committee member or employee is encouraged to speak with anyone on the Board whom the employee is comfortable in approaching, or to directly contact the organization’s outside legal counsel, whose contact information can be obtained from the Executive Director.

## **3. No Retaliation.**

No board member, committee member, or employee who in good faith reports a violation of a law or regulation requirement shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable persons to raise serious concerns within Organization prior to seeking resolution outside Organization.

## **4. Compliance Officer.**

Organization’s Executive Director, working with the Chair of the Board, will act as Organization’s Compliance Officer. The Compliance Officer is responsible for investigating and resolving all employee complaints and allegations concerning violations of the Principles and/or Code. The Board Chair or his or her designee will take on the Compliance Officer role if the complaint involves the Executive Director. If the complaint involves both the Executive Director and Board Chair, outside legal counsel will carry out the functions of the Compliance Officer.

**5. Accounting and Auditing Matters.**

The Finance Committee of the Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the Finance Committee of any such complaint and work with the Committee until the matter is resolved.

**6. Requirement of Good Faith.**

Anyone filing a complaint concerning a violation or suspected violation of the law or regulation requirements must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

**7. Confidentiality.**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**8. Handling of Reported Violations.**

The Compliance Officer, or the person responsible for carrying out the Compliance Officer's role with respect to a reported or suspected violation, will acknowledge receipt of the reported violation or suspected violation by writing a letter (or e-mail) to the complainant within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

# SAMPLE

## EXPENSE REIMBURSEMENT POLICY

### 1. *Purpose*

The Board of Directors of the [ENTER ORG NAME] recognizes that board members, officers, and employees (“Personnel”) of [ENTER ORG NAME] may be required to travel or incur other expenses from time to time to conduct organizational business and to further the mission of this non-profit organization. The purpose of this Policy is to ensure that (a) adequate cost controls are in place, (b) travel and other expenditures are appropriate, and (c) to provide a uniform and consistent approach for the timely reimbursement of authorized expenses incurred by Personnel. It is the policy of [ENTER ORG NAME] to reimburse only reasonable and necessary expenses actually incurred by Personnel. When incurring business expenses, [ENTER ORG NAME] expects Personnel to:

- Exercise discretion and good business judgment with respect to those expenses.
- Be cost conscious and spend [ENTER ORG NAME]'S money as carefully and judiciously as the individual would spend his or her own funds.
- Report expenses, supported by required documentation, as they were actually spent.

### 2. *Expense Report*

Expenses will not be reimbursed unless the individual requesting reimbursement submits a written Expense Report. The Expense Report, which shall be submitted at least monthly or within two weeks of the completion of travel, if travel expense reimbursement is requested, must include:

- The individual's name.
- If reimbursement for travel is requested, the date, origin, destination and purpose of the trip, including a description of each [ENTER ORG NAME] -related activity during the trip.
- The name and affiliation of all people for whom expenses are claimed (i.e., people on whom money is spent in order to conduct [ENTER ORG NAME]'S business).
- An itemized list of all expenses for which reimbursement is requested.

### 3. *Receipts*

Receipts are required for all expenditures billed directly to [ENTER ORG NAME] such as airfare and hotel charges. No expense in excess of \$25.00 will be reimbursed to Personnel unless the individual requesting reimbursement submits with the Expense Report written receipts from each vendor (not a credit card receipt or statement) showing the vendor's name, a description of the services provided (if not otherwise obvious), the date, and the total expenses, including tips (if applicable).

### 4. *General Travel Requirements*

- A. **Advance Approval.** All trips involving air travel or at least one overnight stay must be approved in advance by the individual's supervisor; however, any out-of-state travel must be approved by [ENTER ORG NAME]'S Chairperson of the Board or his/her designee.
- B. **Necessity of Travel.** In determining the reasonableness and necessity of travel expenses, Personnel and the person authorizing the travel shall consider the ways in which [ENTER ORG NAME] will benefit from the travel and weigh those benefits against the anticipated costs of the travel. The same considerations shall be taken into account in deciding whether a particular individual's presence on a trip is necessary. In determining whether the benefits to [ENTER ORG NAME] outweigh the costs, less expensive alternatives, such as participation by telephone or video conferencing, or the availability of local programs or training opportunities, shall be considered.
- C. **Personal and Spousal Travel Expenses.** Individuals traveling on behalf of [ENTER ORG NAME] may incorporate personal travel or business with their [ENTER ORG NAME] -related trips; however, Personnel shall not arrange [ENTER ORG NAME] travel at a time that is less advantageous to [ENTER ORG NAME] or involving greater expense to [ENTER ORG NAME] in order to accommodate personal travel plans. Any additional expenses incurred as a result of personal travel, including but not limited to extra hotel nights, additional stopovers, meals or transportation, are the sole responsibility of the individual and will not be reimbursed by [ENTER ORG NAME]. Expenses associated with travel of an individual's spouse, family or friends will not be reimbursed by [ENTER ORG NAME].

## 5. **Air Travel**

- A. **General.** Air travel reservations should be made as far in advance as possible in order to take advantage of reduced fares. [ENTER ORG NAME] will reimburse or pay only the cost of the lowest coach class fare actually available for direct, non-stop flights from the airport nearest the individual's home or office to the airport nearest the destination.
- B. **Saturday Stays.** Personnel traveling on behalf of [ENTER ORG NAME] are not required to stay over Saturday nights in order to reduce the price of an airline ticket. An individual who chooses to stay over a Saturday night shall be reimbursed for reasonable lodging and meal expenses incurred over the weekend to the extent the expenses incurred do not exceed the difference between the price of the Saturday night stay ticket and the price of the lowest price available ticket that would not include a Saturday night stay. To receive reimbursement for such lodging and meal expenses, the individual must supply, along with the Expense Report, documentation of the amount of the difference between the price of the Saturday stay and non-Saturday stay airline tickets.
- C. **Frequent Flyer Miles and Compensation for Denied Boarding.** Personnel traveling on behalf of [ENTER ORG NAME] may accept and retain frequent flyer miles and compensation for denied boarding for their personal use. Individuals may not deliberately patronize a single airline to accumulate frequent flyer miles if less expensive comparable tickets are available on another airline.

## 6. **Lodging**

Personnel traveling on behalf of [ENTER ORG NAME] may be reimbursed at the single room rate for the reasonable cost of hotel accommodations. Convenience, the cost of staying in the city in which the hotel is located, and proximity to other venues on the individual's itinerary shall be considered in determining reasonableness. Personnel shall make use of available corporate and discount rates for hotels. "Deluxe" or "luxury" hotel rates will not be reimbursed.

## **7. Out-Of-Town Meals**

Personnel traveling on behalf of [ENTER ORG NAME] are reimbursed for the reasonable and actual cost of meals (including tips) subject to a maximum per diem meal allowance of \$60 per day and the terms and conditions established by [ENTER ORG NAME] relating to the per diem meal allowance. In addition, reasonable and necessary gratuities that are not covered under meals may be reimbursed.

## **8. Ground Transportation**

Employees are expected to use the most economical ground transportation appropriate under the circumstances and should generally use the following, in this order of desirability:

- **Courtesy Cars:** Many hotels have courtesy cars, which will take you to and from the airport at no charge. The hotel will generally have a well-marked courtesy phone at the airport if this service is available. Employees should take advantage of this free service whenever possible.
- **Airport Shuttle or Bus:** Airport shuttles or buses generally travel to and from all major hotels for a small fee. At major airports such services are as quick as a taxi and considerably less expensive. Airport shuttle or bus services are generally located near the airport's baggage claim area.
- **Taxis:** When courtesy cars and airport shuttles are not available, a taxi is often the next most economical and convenient form of transportation when the trip is for a limited time and minimal mileage is involved. A taxi may also be the most economical mode of transportation between an individual's home and the airport.
- **Rental Cars:** Car rentals are expensive so other forms of transportation should be considered when practical. Employees will be allowed to rent a car while out of town provided that advance approval has been given by the individual's supervisor and that the cost is less than alternative methods of transportation.

## **9. Personal Cars**

Personnel are compensated for use of their personal cars when used for [ENTER ORG NAME] business. When individuals use their personal car for such travel, including travel to and from the airport, mileage will be allowed at the currently approved IRS rate per mile. In the case of individuals using their personal cars to take a trip that would normally be made by air, e.g., Minneapolis to Milwaukee, mileage will be allowed at the currently approved rate; however, the total mileage reimbursement will not exceed the sum of the lowest available round trip coach airfare.

## **10. Parking/Tolls**

Parking and toll expenses, including charges for hotel parking, incurred by Personnel traveling on [ENTER ORG NAME] business will be reimbursed. The costs of parking tickets, fines, car washes, valet service, etc., are the responsibility of the employee and will not be reimbursed. On-airport parking is permitted for short business trips. For extended trips, Personnel should use off-airport facilities.

## **11. Entertainment and Business Meetings**

Reasonable expenses incurred for business meetings or other types of business-related entertainment will be reimbursed only if the expenditures are approved in advance by [designated officer or director] of [ENTER ORG NAME] and qualify as tax deductible expenses. Detailed documentation for any such expense must be provided, including:

- date and place of entertainment.
- nature of expense.
- names, titles and corporate affiliation of those entertained.
- a complete description of the business purpose for the activity including the specific business matter discussed.
- vendor receipts (not credit card receipts or statements) showing the vendor's name, a description of the services provided, the date, and the total expenses, including tips (if applicable).

## **12. Non-Reimbursable Expenditures**

[ENTER ORG NAME] maintains a strict policy that expenses in any category that could be perceived as lavish or excessive will not be reimbursed, as such expenses are inappropriate for reimbursement by a nonprofit, charitable organization. Expenses that are not reimbursable include, but are not limited to:

- Travel insurance.
- First class tickets or upgrades.
- When lodging accommodations have been arranged by [ENTER ORG NAME] and the individual elects to stay elsewhere, reimbursement is made at the amount no higher than the rate negotiated by [ENTER ORG NAME]. Reimbursement shall not be made for transportation between the alternate lodging and the meeting site.
- Limousine travel.
- Movies, liquor or bar costs.
- Membership dues at any country club, private club, athletic club, golf club, tennis club or similar recreational organization.
- Participation in or attendance at golf, tennis or sporting events, without the advance approval of the chairperson of the board or his designee.
- Purchase of golf clubs or any other sporting equipment.
- Spa or exercise charges.
- Clothing purchases.

- Business conferences and entertainment which are not approved by a [designated officer or director] of the [ENTER ORG NAME].
- Valet service.
- Car washes.
- Toiletry articles.
- Expenses for spouses, friends or relatives. If a spouse, friend or relative accompanies Personnel on a trip, it is the responsibility of the Personnel to determine any added cost for double occupancy and related expenses and to make the appropriate adjustment in the reimbursement request.
- Overnight retreats without the prior approval of the chairperson of the board or his/her designee.

### **13. REVIEW OF POLICY**

This policy will be reviewed at least every two years and recommendations for amendments will be approved by the board.



# Appendix D



**Position: Executive Director**

Full-time

Reports to the Orcas Island Board of Trustees

**Description of position:** The Executive Director (ED) is a full time position responsible for administration and management of the Orcas Island Community Foundation (OICF) on Orcas Island including service programs, fundraising, and business operations. The ED is responsible for providing support and leadership to the Board of Directors of OICF.

**Primary Duties and responsibilities:**

**Management and Administration**

- Develop and administer operational policies
- Oversee all programs, services, and activities to ensure that program objectives are met
- Oversee business development
- Ensure compliance with funding sources and regulatory requirements
- Provide information for the evaluation of the organization's activities

**Board Relations**

- Coordinate planning processes for the OICF Board, setting long and short-range goals and strategies in keeping with OICF's mission.
- Initiate and assist in setting policy recommendations.
- Research and report on best practices.
- Insure OICF Board is well informed on OICF operations and all important issues.
- Facilitate orientation for all new OICF Board members and other training as appropriate.
- Work with OICF Board Chair and committee chairs to schedule and set agendas for board and committee meetings.
- Staff board committees as appropriate.

**Development and Marketing**

- Increase OICF donor partners to raise resources necessary to implement OICF's goals as identified in its strategic planning.
- Oversee and implement an annual development plan that engages Board members in asset development, legacy giving, and donor relations.
- Develop and execute a communications and marketing plan to raise community awareness about OICF.
- Actively seek opportunities to speak about OICF to donors, prospects and community groups, including outreach to Orcas community groups.
- Serve as chief liaison with community groups.
- Coordinate news releases and other publications or marketing collateral needed to increase public awareness of OICF, its programs, and services.

**Finance and Operations**

- Develop, recommend, and monitor annual and other budgets, with input from OICF Finance Committee, and monitor performance against budget on an ongoing basis.

*Fostering philanthropy to enhance and preserve the quality of life on Orcas Island*

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- Ensure effective audit trails.
- Approve expenditures
- Submit monthly financial statements to the board of directors
- Prepare and submit grant applications and funding proposals as appropriate
- Assure compliance with OICF policies and procedures.

#### **Personnel**

- Administer board-approved personnel policies
- Ensure proper hiring and termination procedures
- Provide for adequate supervision and evaluation of all staff and volunteers

#### **Grantmaking**

- Work with OICF Grants program to identify and meet community needs.
- Actively seek opportunities for collaboration concerning philanthropic activities.

#### **Other**

- Serve as a professional representative of OICF to the public.
- Maintain working knowledge of Orcas Island community and foundation / nonprofit industry trends and best practices.
- Support OICF Board with special projects or duties as needed.

**January 2013**



**Position: Financial Administrator**

20 hours per week

Reports to the Executive Director

**Description of position:** The Financial Administrator is a part time (20 hours/week) administration level position responsible for financial tracking and reporting at the Orcas Island Community Foundation (OICF) on Orcas Island. This position provides support to the OICF Executive Director in the areas of financial services as related to all funds at OICF as well as other areas as needed.

**Qualifications**

- Interest in community
- Keen awareness and practice of confidentiality
- Demonstrated commitment to high professional ethical standards
- Excellent computer skills and proficient in Microsoft Office suite programs
- Excellent communication skills, both verbal and written
- Excellent interpersonal skills and a collaborative style
- Persuasive with details and facts
- Experience in Financial Administration, preferably in a nonprofit setting
- Experience in budget development and variance reporting
- Willingness to learn new skills

**Primary Duties and responsibilities:**

*Financial Management*

- Manage on-going recording and processing of all incoming and outgoing financial transactions for OICF and OICF managed funds, including Donor Advised Funds, Temporarily Restricted/Initiative Funds, and Endowments.
- Produce quarterly statements for all funds.
- Maintain effective cash flow management reporting and controls; reconcile all bank and Visa statements monthly; reconcile expense vouchers as needed.
- Generate required correspondence for Donor Advised Funds and other donations.
- Payroll activities including generating payroll checks, payroll taxes, and L&I taxes.
- Assist ED in creating annual budget spreadsheets and analysis.
- Review and send monthly and quarterly financial and managerial reporting according to specified formats and guidelines. Generate year-end reports; fulfill 990, audit, and review-related requirements.

*Executive Director Support*

- Conduct data research and analysis on an ad hoc basis as requested to assist the ED.
- Prepare and distribute documents for committee and board meetings as requested.
- Contribute to short and long-term organizational planning related to financial and administrative areas.
- Assist with coordination of volunteers in office and at events.

- Staff liaison to the Investment and Finance Committees and other committee work as assigned.
- Assist with Thank You letters and tax receipts as requested.

#### *Communications & Program Support*

- Maintain effective communication on business issues and status through regular communication with the Executive Director.
- Maintain desk manual for financial and administrative processes and other OICF policy and procedure documentation.
- Serves as back-up for Communications and Program Services Administrator.

#### **Compensation**

\$20 per hour with prorated benefits, vacation, and sick days.

Please send a resume to [Hilary@oicf.us](mailto:Hilary@oicf.us) or OICF, PO Box 1496, Eastsound, WA 98245

October 2013

# Appendix E

## Resource List

### **Center for Nonprofit Law**

David Atkin, Attorney  
Atkin & Associates  
david@nonprofit-support.com  
541-342-6336

### **Community Foundations National Standards Board**

Accrediting body for community foundations  
<http://www.cfstandards.org/process>

### **Council on Foundations**

<http://www.cof.org/>

### **Oregon Community Foundation**

Julie Gregory, Regional Director, Central and Eastern Oregon  
JGregory@oregoncf.org  
541-382-1170

### **Oregon Department of Justice**

A Guide to Nonprofit Board Service in Oregon  
<http://www.doj.state.or.us/charigroup/pdf/nonprofit.pdf>

### **Orcas Island Community Foundation**

Hilary Canty  
Executive Director  
[Hilary@oicf.us](mailto:Hilary@oicf.us)  
360-376-6423