

RANDY YAMADA FOUNDATION

BYLAWS



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ARTICLE I

RECITALS

1.1 **Name of Corporation.** The name of this Corporation is the RANDY YAMADA FOUNDATION (“the Foundation”).

1.2 **Corporation is Nonprofit.** The Foundation has been formed pursuant to the California Nonprofit Public Benefit Corporation Law as a public benefit corporation. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person.

1.3 **Charitable Purpose.** The Foundation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“the Code”) or the corresponding provision of any future United States Internal Revenue law, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Nothing in this Article shall be construed as allowing the Foundation to engage in any activity forbidden under Section 501(c)(3) of the Code.

1.4 **Primary Purpose.** The primary purpose of the Foundation shall be to maintain a benevolent fund to provide financial assistance to the spouses, families, and co-workers of fallen men and women who were employed as sworn peace officers by the Sacramento County Probation Department and were a member of their respective labor association.

1.5 **Secondary Purpose.** The secondary purposes of the Foundation shall be to maintain a benevolent fund to provide financial assistance (a) to any sworn peace officer, who is a member of his or her respective labor association, who suffers the loss of a spouse or child while employed by the Sacramento County Probation Department; (b) to any sworn peace officer or the officer’s spouse or child who suffers an emergency while the officer is employed by the Sacramento County Probation Department and a member of his or her respective labor association, under the conditions identified in the Standing Rules adopted by the Foundation Board of Directors; and (c) to the survivors of any sworn peace officer killed in the line of duty, under the conditions identified in the Standing Rules adopted by the Foundation Board of Directors.

1.6 **Tertiary Purpose.** The tertiary purpose of the Foundation shall be to provide educational support to family members of Sacramento County Probation Association (SCPA) members through scholarships and grants for educational purposes, including but not limited to community college and university attendance, housing, books and supplies; to give donations to local charitable and education youth groups; to provide scholarships to the community; and to carry on other charitable activities associated with these goals as allowed by law.

1.7 **Limitations.**

A. Notwithstanding any other provision of these Bylaws, the Foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Foundation and the Foundation 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 Code or the corresponding provision of any future United States Internal Revenue law; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States Internal Revenue law.

B. The Foundation will distribute its income for each year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any later federal tax laws.

C. The Foundation will not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any later federal tax laws; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any later federal tax laws; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any later federal tax laws; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any later federal tax laws.

1.8 **Nonpartisan Activities.** The Foundation has been formed under the California Nonprofit Public Benefit Corporation Law (“Nonprofit Corporation Law”) for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Foundation shall consist of carrying on propaganda, or the publication or dissemination of materials with the purpose of attempting to influence legislation, except as provided in Section 501(h) of the Code, and this Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

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

1.10 **Dedication of Assets.** The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any director of this corporation.

1.11 **Liquidation or Dissolution.** On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Section 501(c)(3) of the Code.

ARTICLE II

PRINCIPAL OFFICE

2.1 **Location of Principal Office.** The principal office of the Foundation will be located at such place within the State of California as the Board may from time to time designate by resolution.

ARTICLE III

MEMBERSHIP

3.1 **Members.** The Foundation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law.

ARTICLE IV

BOARD OF DIRECTORS

4.1 **Exercise of Corporate Powers.** The business and affairs of the Foundation shall be vested in and exercised by or under the direction of the Foundation's Board of Directors. Subject to the limitations expressed in Section 6.1, the Board may delegate the management of the activities of the Foundation to any person or persons, or committee, provided that, notwithstanding any such delegation, the activities and affairs of the Foundation shall continue to be managed and all corporate powers shall continue to be exercised under the ultimate direction of the Board.

4.2 **Number of Directors; Qualifications.** The authorized number of directors shall be at least three (3) persons and no more than nine (9) until changed by an amendment to these Bylaws. The exact number of directors shall be fixed from time to time, within the limits specified, by resolution of the Board. Except as otherwise provided herein, directors must be sworn employees of the Sacramento County Probation Department at the time of appointment.

4.3 **Restriction on Interested Persons as Directors.** No more than 49 percent of the persons serving on the Board may be interested persons. An interested person is (i) any person compensated by the Foundation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Foundation.

4.4 **Term of Office.** The term of office of all directors shall be four (4) years. There shall be no limitation upon the number of consecutive terms to which a director may be re-appointed. Each director, including a director appointed to fill a vacancy, shall hold office until the expiration of the term for which appointed and until a successor has been appointed.

4.5 **Election of Directors.** At a meeting scheduled for that purpose, which may be the annual meeting of the Foundation, the President shall accept from the Board of Directors nominations for persons qualified to serve as directors. The president shall conduct a voice vote and the person or persons elected to the Board by a majority vote shall be seated no later than the next scheduled meeting of the Board. Nominees who are unopposed shall be deemed elected by acclamation.

4.6 **Removal of Directors and Filling Vacancies on the Board of Directors.**

- A. **Vacancies, Generally.** A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation or removal of a director; or (ii) an increase in the authorized number of directors.
- B. **Resignation of Directors.** Any director may resign effective upon written notice to the President or the Secretary, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the President may appoint a successor to take office when the resignation becomes effective, with approval by a simple majority vote of the Board.
- C. The Board of Directors may nominate a successor to be appointed by the president when the resignation becomes effective. The successor may be re-appointed in accordance with these bylaws upon the expiration of the term to which he or she is appointed.
- D. **Filling of Vacancies.** Vacancies on the Board shall be filled by appointment by the President with approval by a simple majority vote of the remaining members of the Board.
- E. **Removal of Directors.** A director may be removed from office before the expiration of his or her term by the affirmative vote of a majority of the other directors.

4.7 **Confidentiality.** All Foundation business conducted by or on behalf of the Board of Directors shall be treated as confidential and shall not be disclosed to any other person or entity except as authorized by the Board or these bylaws. Any director or officer violating this provision is subject to removal as provided herein.

ARTICLE V

BOARD MEETINGS

5.1 **Place of Meetings; Meetings by Conference Telephone.** Regular and special meetings of the Board of Directors may be held at any place within California that has been designated by resolution of the Board and stated in the notice of the meeting. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Notwithstanding this section, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such meeting.

5.2 **Annual Meeting of Directors.** The Board of Directors shall hold an annual meeting for the purpose of organization, election of directors, and the transaction of other business. The annual meeting shall be held during the month of February of each year, unless the President, in consultation with the Board, reschedules the meeting. The date, time and location of the meeting shall be set forth in the notice thereof.

5.3 **Other Regular Meetings.** Other regular meetings of the Board shall be held at such time as shall be fixed by the Board of Directors and communicated to the individual Board members.

5.4 **Special Meetings of the Board.** Special meetings of the Board of Directors for any purpose may be called at any time by the president, vice president, or any two directors.

5.5 **Notice of Meetings.**

- A. **Manner of Giving Notice.** Notice of the time, date, place and purpose of the annual and any other meetings of the Board shall be given to each director by (i) personal delivery of written notice; (ii) by telephone, either to the director or to a person at the director's home or office who would reasonably be expected to communicate such notice promptly to the director; or (iii) by electronic communication such as e-mail. All such notices shall be given or sent to the director's e-mail address or telephone number as shown in the records of the Foundation. Notice of a meeting need not be given to any director who signs a written waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at commencement of the meeting, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the Foundation records or made a part of the minutes.

- B. Time Requirements. Notices given by personal delivery, telephone, facsimile or e-mail shall be delivered, or telephoned, at least 48 hours before the time set for the meeting.

5.6 **Quorum Requirements.**

- A. Specified Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except that a quorum need not be present to vote to adjourn as provided in Section 5.8.
- B. Action of the Board. Except as otherwise provided herein or in the Nonprofit Public Benefit Corporation Law, 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 of Directors.
- C. Effect of Withdrawal of Directors from Meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting or such greater number as is required by the Articles of Incorporation or these Bylaws.

5.7 **Waiver of Notice.** The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after that meeting, each of the directors not present, individually or collectively, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Foundation records or made a part of the minutes of the meeting and shall have the same force and effect as a unanimous vote of the Board. The requirement of notice of a meeting shall also be deemed to have been waived by any director who attends the meeting without protesting before or at its commencement about the lack of notice.

5.8 **Adjournment.** A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place or may adjourn for purposes of reconvening in executive session to discuss and vote upon personnel matters, litigation in which the Foundation is or may become involved and order of business of a similar nature. If the meeting is adjourned for more than 24 hours, notice of adjournment to any other time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Except as hereinabove provided, notice of adjournment need not be given.

5.9 **Action Without a Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For purposes of this section, “all members of the Board” shall not include any “interested director” as defined in California Corporations Code Section 5233.

5.10 **Reimbursement.** Directors and members of committees may receive such reimbursement of expenses, if any, as may be fixed or determined by resolution of the Board of Directors, subject to the approval of the President and Treasurer. This section shall not be construed to allow any director or officer to serve the Foundation in any other capacity, such as an officer, agent, employee, or otherwise, or to receive compensation for those services.

5.11 **Compensation.** No director may be compensated in any manner for any actions or services rendered to or on behalf of the Foundation. Directors are volunteers. Nothing in these bylaws is intended to create an employment or contractual relationship between any director and the Foundation.

ARTICLE VI

DUTIES AND POWERS OF THE BOARD

6.1 **Specific Powers.** Without prejudice to the general power of the Board of Directors set forth in Section 4.1, the directors shall have the power to:

- A. Exercise all powers vested in the Board under California law.
- B. Appoint such agents and employ such other agents, independent contractors, or vendors, including attorneys and accountants, as it sees fit to assist in the operation of the Foundation, and to fix their duties and to establish their compensation.
- C. Adopt and establish bylaws and standing rules governing the affairs and activities of the Foundation.
- D. Enforce all applicable provisions of these Bylaws.
- E. Contract for and pay premiums for insurance and bonds.
- F. Pay all taxes and charges incurred by or levied against the Foundation.
- G. Delegate its duties and powers hereunder to the officers of the Foundation or to committees established by the Board, as provided herein.
- H. Prepare budgets and maintain books and records showing the financial condition of the affairs of the Foundation in a manner consistent with generally accepted accounting principles, and at no greater than annual intervals prepare a financial report, a copy of which shall be delivered to each Director as provided herein.

- I. Fill vacancies on the Board of Directors or in any committee in the manner prescribed by these bylaws.
- J. Open bank accounts on behalf of the Foundation.
- K. Bring and defend actions on behalf of the Foundation.

5.12 **Limitations on Powers.**

- A. Self-Dealing Transactions. Notwithstanding the powers conferred on the Board pursuant to Sections 6.1 and 4.1 hereof, the Foundation shall not engage in any transaction which meets the definition of a “self-dealing transaction” as defined in California Corporations Code Section 5233 unless the transaction has been approved by one of the means specified in Section 5233(d).
- B. Transactions Between Corporations Having Common Directorships. Unless it is established that the contract or transaction is just and reasonable as to the Foundation at the time it is authorized, approved or ratified, the Foundation shall not enter into a contract or transaction with any other corporation, association or entity in which one or more of the Foundation’s directors are directors unless the material facts as to the transaction and the director’s common directorship are fully known or disclosed to the Board. The Board must approve, authorize or ratify any such contract or transaction in good faith and by a vote sufficient without counting the vote of the common director(s).
- C. Loans to Directors or Officers. The Foundation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer. This provision shall not apply to any reasonable advance on account of expenses anticipated to be incurred in the performance of the director’s or officer’s duties, if approved by the Board of Directors.
- D. Standards for Investment. Except as provided in California Corporations Code Sections 5240(c) and 5241, in the investment, reinvestment, purchase, acquisition, exchange, sale and management of the Foundation’s investments, the Board shall:
 - 1. Avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Foundation’s capital; and
 - 2. Comply with additional standards, if any, imposed by the Articles of Incorporation, these Bylaws, any resolutions duly adopted by the Board, or the express terms of any instrument or agreement pursuant to which the invested assets were contributed to the Foundation.

- E. Private Foundation Status. The Board of Directors shall comply with the income distribution requirements and limitations on self-dealing transactions, retention of excess business holdings, investments and expenditures contained in the Articles of Incorporation.

ARTICLE VII

COMMITTEES

7.1 **Committees of Directors.** The Board may, by resolution adopted by a majority of the directors then in office, designate one or more committees to serve at the pleasure of the Board. A committee comprised solely by directors may exercise all the authority of the Board with respect to matters within their area of assigned responsibility, except that no committee, regardless of Board resolution, may:

- A. Take any final action on any matter which, under the Nonprofit Corporation Law of California, also requires approval of the Members.
- B. Fill vacancies on the Board of Directors or on any committee that has been delegated any authority of the Board.
- C. Amend or repeal Bylaws or adopt new Bylaws.
- D. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- E. Appoint any other committees of the Board of Directors or the members of those committees.
- F. Expend Foundation funds to support a nominee for director after there are more people nominated for director than can be elected.
- G. Approve any self-dealing transaction unless authorized by Section 5233(d)(3) of the Nonprofit Corporation Law.

7.2 **Other Committees.** The Board may establish other committees as deemed necessary or appropriate to implement the charitable programs or activities of the Foundation, increase the effectiveness of the Foundation, provide information, or otherwise assist the Board. Such committees may include members who are not directors; provided, however, any committee that includes non-directors may not exercise any powers of the Board, but rather shall serve as an advisory or recommending body to the Board.

7.3 **Meetings and Actions of Committees.** Meeting and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Section 5

of these Bylaws, concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate committee members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the government of any committee.

ARTICLE VIII

OFFICERS

8.1 **Officers.** The officers of the Foundation shall be a president, a vice president, a secretary and a chief financial officer or treasurer. The president of the Sacramento County Probation Association (SCPA) shall serve as the president of the Foundation and the vice president of SCPA shall serve as the vice president of the Foundation. The Foundation also may have, at the discretion of the Board, such other officers as may be appointed in accordance with the provisions of Section 8.3, below. One person may hold two or more offices, except that neither the secretary nor the chief financial officer (treasurer) may serve concurrently as president.

8.2 **Selection of Officers.** The President shall appoint the secretary and treasurer of the Foundation from among the directors, subject to the approval of a majority of the board.

8.3 **Removal of Officers.** Any officer may be removed, either with or without cause, by the Board at any regular or special meeting, or by any officer upon whom such power of removal may be conferred by the Board; provided, however, that no such officer shall remove an officer chosen by the Board.

8.4 **Resignation of Officers.** Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. Any resignation is without prejudice to the rights of the Foundation under any contract to which the officer is a party.

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

8.6 **President.** The President of the Sacramento County Probation Association shall be the President of the Foundation. He or she shall be the chief executive officer of the Foundation and shall, subject to the control of the Board, have general supervision, direction

and control of the affairs and officers of the Foundation. He or she shall preside at all meetings of the Board, and shall have the general power and duties of management usually vested in the office of president of a foundation, together with such other powers and duties as may be prescribed by the Board or the Bylaws. The President shall appoint the secretary and treasurer of the Foundation from among the directors, subject to the approval of a majority of the board.

8.7 **Vice President.** The Vice President shall be the Vice President of the Sacramento County Probation Association. In the absence or disability of the president, the vice president shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. He or she shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws.

8.8 **Secretary.** The secretary shall be appointed by the President from among the directors, subject to the approval of a majority of the board. The secretary shall keep or cause to be kept at the principal office or such other place as the Board may order, the minutes of all meetings of directors, with the time and place of holding same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present, and the proceedings thereof. The secretary shall keep, or cause to be kept, appropriate current records showing the names and mailing addresses of any persons designated as “members” of the Foundation. He or she shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws or by law to be given and shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

8.9 **Chief Financial Officer/Treasurer.** The chief financial officer shall be appointed by the President from among the directors, subject to the approval of a majority of the board. The Chief Financial Officer, who shall be known as the Treasurer, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books and records shall at all reasonable times be open to inspection by any director. The treasurer shall deposit all monies and other valuables in the name and to the credit of the Foundation with such depositaries as may be designated by the Board. He or she shall disburse the funds of the Foundation as may be ordered by the Board, shall render to the president and directors whenever they request it, an account of all of his or her transactions as treasurer and of the financial condition of the Foundation, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws. If required by the Board, the treasurer shall give the Foundation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the Foundation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office. The Board may hire an accountant or bookkeeper to assist the Treasurer in the performance of his or her duties.

ARTICLE IX

FINANCES

9.1 **Fiscal Year.** The Fiscal Year of the Foundation will start July 1 and end June 30 in each year.

9.2 **Checks.** All checks or demands for money and notes of the Foundation shall be signed by at least two officers, as designated by the Board of Directors.

9.3 **Operating Account.** There shall be established and maintained a cash deposit account into which shall be deposited the operating funds of the Foundation.

9.4 **Other Accounts.** The Board shall maintain any other accounts it shall deem necessary to carry out its purposes.

9.5 **Budgets and Financial Statements.** A budget for each fiscal year should be proposed no later than the September meeting each year. The Board shall review the budget, make any modifications, and duly adopt the budget. The vote to adopt the budget shall occur no later than the September Board meeting.

9.6 **Year-End Report.** Within 120 days after the close of the fiscal year, a year-end report consisting of at least the following shall be distributed to the directors:

- A. A balance sheet as of the end of the fiscal year;
- B. An operating (income) statement for the fiscal year;
- C. A statement of changes in financial position for the fiscal year;
- D. Any information required to be reported under Section 6322 of the Corporations Code requiring the disclosure of certain transactions in excess of Fifty Thousand Dollars (\$50,000) per year between the Foundation and any director or officer of the Foundation and indemnifications and advances to officers or directors in excess of Ten Thousand Dollars (\$10,000) per year.

The annual report shall be prepared by an independent certified public accountant for any fiscal year in which the gross income of the Foundation exceeds Seventy-Five Thousand Dollars (\$75,000). This report shall be at minimum a review and prepared if the gross income is Seventy-Five Thousand Dollars (\$75,000) or greater for three (3) consecutive years. If an annual report is not prepared in any given year, it shall be accompanied by the certificate of an authorized officer of the Foundation that the statement was prepared without a review or audit of the books and records of the Foundation.

ARTICLE X

AMENDMENT OF BYLAWS

10.1 **Amendment of Bylaws.** Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- A. Any amendment must be voted on and approved by a simple majority of the Foundation's Board of Directors.
- B. All bylaw changes that have been successfully voted on by the Foundation must be ratified by the Sacramento County Probation Association (SCPA) Board of Directors.

ARTICLE XI

MISCELLANEOUS

11.1 **Inspection of Books and Records.** In accordance with Section 6334 of the California Corporations Code, every director shall have an absolute right at any reasonable time to inspect all books, records, documents and minutes of the Foundation and the physical properties owned by the Foundation. The right of inspection by a director includes the right to make extracts and copies of documents.

11.2 **General Manager.** The Board may, from time to time, employ the services of a manager to manage the affairs of the Foundation and, to the extent not inconsistent with the laws of the State of California, and upon such conditions as are otherwise deemed advisable by the Board, the Board may delegate to the manager any of its day-to-day management and maintenance duties and powers under these Bylaws, provided the general manager shall at all times remain subject to the general control of the Board.

11.3 **Amendment or Repeal of Bylaws.** Except as otherwise expressly provided herein, these Bylaws may only be amended or repealed, and new Bylaws adopted by the affirmative vote or written ballot of all the members of the Board of the Foundation.

11.4 **Notice Requirements.** Any notice or other document permitted or required to be delivered as provided herein shall be delivered in accordance with the notice requirements of Section 5.5.

11.5 **Annual Statement of General Information.** As and when required by California Corporations Code Section 6210, the Foundation shall file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the authorized number of directors,

the names and complete business or residence addresses of all incumbent directors, the names and complete business or residence addresses of the chief executive officer, secretary and chief financial officer, the street address of its principal office in this state, together with a designation of the agent of the Foundation for the purpose of service of process.

11.6 **Insurance for Corporate Agents.** The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) 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 Section 5238 of the Nonprofit Corporation Law.

11.7 **Indemnification of Corporate Agents.**

A. Any person who was or is a director, officer, employee or other agent of the Foundation (collectively, "Agents") may be indemnified by the Foundation for any claims, demands, causes of action, expenses or liabilities arising out of, or pertaining to, the Agent's service to or on behalf of the Foundation to the full extent permitted by Section 5238 of the Nonprofit Corporation Law.

B. The Foundation shall have the power to purchase and maintain insurance on behalf of any agent of the Foundation 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 Foundation would have the power to indemnify the agent against such liability under Section 5238 of the Nonprofit Corporation Law; provided, however, that the Foundation shall have no power to purchase and maintain such insurance to indemnify any agent of the Foundation for a violation of Section 5233 of the Nonprofit Corporation Law.

11.8 **Nonpaid Directors; Alleged Failure to Discharge Duties; no Monetary Liability.** Except as provided in Sections 5233 or 5237 of the Nonprofit Corporation Law, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any nonpaid director, including any nonpaid director who is also a nonpaid officer, of the Foundation based upon any alleged failure to discharge the person's duties as director or officer if the duties are performed in a manner that meets all of the following criteria.

- A. The duties are performed in good faith;
- B. The duties are performed in a manner such director believes to be in the best interests of the Foundation; and
- C. The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

11.9 Personal Liability of Volunteer Director or Officer for Negligence.

- A. Except as provided in subparagraph 10.10.C., below, there shall be no personal liability to a third party on the part of a volunteer director or volunteer executive committee officer of the Foundation caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director or officer, if all of the following conditions are met:
1. The act or omission was within the scope of the volunteer director's or executive committee officer's duties;
 2. The act or omission was performed in good faith;
 3. The act or omission was not reckless, wanton, intentional, or grossly negligent; and
 4. Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the Foundation, either in the form of a general liability policy or a director's and officer's liability policy, or personally to the director or executive committee officer. In the event that the damages are not covered by a liability insurance policy, the volunteer director or volunteer executive committee officer shall not be personally liable for the damages if the Board of Directors and the person had made all reasonable efforts in good faith to obtain available liability insurance.
- B. For purposes of this section, "volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to an officer or director does not affect that person's status as a volunteer within the meaning of this section.
- C. This section does not eliminate or limit the liability of a director or officer for any of the following:
1. Any liability with respect to self-dealing transactions as provided in California Corporations Code Section 5233 or any liability with respect to certain prohibited distributions, loans or guarantees as provided in Section 5237 of said law; or
 2. In any action or proceeding brought by the California Attorney General.

11.10 Gifts and Contributions. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purpose of the Foundation.

ARTICLE XII

SCHOLARSHIPS AND GRANTS

12.1 **Scholarships and Grants.** The tertiary objectives and purposes of the Foundation shall be to provide educational support to family members of Sacramento County Probation Association (SCPA) through scholarships and grants for educational purposes, including but not limited to, Community College and University attendance, housing, books and supplies; to give donations to local charitable and education youth groups; to provide scholarships to the community; and to carry on other charitable activities associated with these goals as allowed by law.

12.2 **Scholarship and Grant Committee.** The Foundation officers may create at their discretion a committee in accordance with Article 7.2 to facilitate the scholarship process.

12.3 **Eligibility and Qualifications.** The Foundation will set and determine the eligibility and financial amount for each scholarship. However, no applicant shall be disqualified based on age, race, gender, income status, national origin, or sexual orientation.

12.4 **Scholarship and Grant Amounts.** The financial amount of each scholarship or grant will be evaluated and determined by the officers of the Foundation at the annual meeting.

12.5 **Educational Loans.** The Foundation will not provide educational loans in any manner.

12.6 **Application.** The Foundation's officers shall establish and review the application process on a yearly basis.

CERTIFICATE OF SECRETARY

The undersigned, secretary of the Randy Yamada Foundation, hereby certifies that the above and foregoing Bylaws, consisting of sixteen (16) pages, were duly adopted by action of the Board of Directors of the Foundation by unanimous consent on November 15, 2017, were ratified by the Board of Directors of the Sacramento County Probation Association on December 6, 2017, and now constitute the Bylaws of the Foundation.

RANDY YAMADA FOUNDATION,
A California Nonprofit Public Benefit Corporation

By: _____
Monika Lopez, Secretary Date