

**Revised BYLAWS and  
MANUAL OF POLICIES & PROCEDURES  
for the GLEN ELLEN FORUM**

**1/15/19 Draft**

# INTRODUCTION

The original Bylaws for the Glen Ellen Forum were drawn up by the Steering Committee early last year, using a generic format; they were accepted by the IRS February 14th, and by the California Secretary of State June 30th, establishing our nonprofit status. A copy of those original Bylaws can be found at the end of this submission.

A Board of Directors was then established July 19th, at which point it was decided that the Bylaws should be reviewed and revised to make them more relevant to our organization. While revising the Bylaws during the past month a Manual of Policies & Procedures was composed, which details how the structure of the Forum described in the Bylaws would be applied. Changes in the Manual will be more easily made on an as-needed basis, without having to revise the Bylaws.

The eventual purpose of these two documents is to provide an organizational structure that will ensure that the Forum outlasts the people that established it, as others come forward to continue the work that has begun. The documents define membership in the Forum, and the responsibilities and operations of the Board as well as the various committees of the Forum, including the Steering Committee.

The Bylaws and the Manual on the following pages are now being submitted to the Board and posted on our website. However, it is important to understand these are only drafts of the two documents, and are being submitted for review by the members of the Board. Over the next three months the Board will make further changes as felt needed, in preparation for a final ratification by the Board during their annual meeting in April. It is recommended that these documents are reviewed by a legal advisor.

Glen Ellen is an active and robust community of strong-minded individuals, with the strong intention that the legacy of the community continues to flourish, despite the great changes the have overtaken us during the past year and those changes that loom ahead. The Forum has brought many of these people together in good faith, who are willing to work together towards that goal.

The preamble to the Manual refers to three abiding principles that are fundamental to our organization. They are inclusivity, transparency, and amity in terms of comity. Inclusivity draws upon the skills and interests of the community of Glen Ellen to meet the needs of the community, transparency maintains the fresh air of open communication in public gatherings where discussion is encouraged and agreements are reached, and amity in terms of comity encourages an association of friendly relationships in an atmosphere of mutual courtesy and respect.

Acknowledgments go to the hardworking committee that has helped develop these drafts over the past month, including Melissa Dowling, Tracy Salcedo, Wanda Smith, Nancy Padian, and Nick Brown. Other Forum members who have made valuable contributions to this effort include Angela Morgan, Leslie Vaughn, and Shannon Lee.

Respectfully submitted by Jim Shere, Secretary,  
Glen Ellen Forum Board of Directors, January 15, 2019

# BYLAWS OF THE GLEN ELLEN FORUM

## ARTICLE 1: NAME

The name of this corporation is the Glen Ellen Forum, hereafter referred to as the Forum.

## ARTICLE 2: PURPOSE

### Section 1. Primary Purposes.

The primary charitable and educational purposes for which the Forum is organized are:

- A. To provide education, resources, and assistance for the benefit of the Community of Glen Ellen, California; and
- B. To engage in any lawful activity in furtherance of the above purposes, but in no event shall the Forum engage in any activity prohibited to corporations exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code.

### Section 2. General Corporate Powers.

The Forum shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Forum.

## ARTICLE 3: PRINCIPAL OFFICE

### Section 1. Location.

The principal office of the Forum shall be located at such place as the Board of Directors, hereafter referred to as the Board, shall determine from time to time. The Board may at any time change the location of the principal office.

### Section 2. Addresses.

The mailing address of the Forum is PO Box 490, Glen Ellen CA 95442. The website for the Forum is [www.glenellen.org](http://www.glenellen.org).

## ARTICLE 4: NONPARTISAN ACTIVITIES

The Forum has been formed under the California nonprofit Public Benefit Corporation Law for the educational and charitable purposes described in Article 2, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Forum shall consist of propaganda or otherwise attempt to influence legislation. The Forum shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

## ARTICLE 5: MEMBERSHIP

### Section 1. Members of the Community.

Members of the community of Glen Ellen (hereinafter referred to as the Community) are those who live in, work in, own property in, or own a business within the Community, as defined by the boundaries of the US Postal Zip Code 95442. This includes Eldridge, whose zip code is 95431 yet is entirely contained within those boundaries. Others who demonstrate an interest in and concern for the welfare of the Community may also be considered members of the Community.<sup>1</sup>

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<sup>1</sup> This sentence may be subject to deletion.

## **Section 2. Members of the Forum.**

Members of the Forum are members of the Community who serve the Community as members of the Board, or as members of a committee authorized or recognized by the Board.

## **Section 3. Restriction on Membership.**

The Forum shall not have any members within the meaning of Section 5056 of the California Corporations Code. The Forum may from time to time use the term “members” to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the California Corporations Code.

# **ARTICLE 6: BOARD OF DIRECTORS**

## **Section 1. Powers.**

All corporate powers shall be exercised by or under the direction of the Board, subject to the limitations of all applicable laws. Similarly, the Board will manage the business and affairs of the Forum subject to the limitations of all applicable laws. The Board delegates day-to-day operation of the Forum to the Steering Committee, which facilitates the monthly public meetings by coordinating and scheduling committee reports and speakers, setting the agenda, presiding, and recording. However, all activities and affairs of the Forum shall be exercised under the ultimate direction of the Board.

## **Section 2. Number of Directors.**

The number of Directors of the Forum shall be no less than three (3), nor more than eleven (11), with the exact number of Directors to be fixed from time to time, within such limits, by approval of the Board. The authorized number of Directors of the Forum, whether fixed or subject to a minimum and maximum number of Directors, may be changed by an amendment to these Bylaws approved by the Board.

## **Section 3. Election, Designation, and Term of Office of Directors.**

All Directors shall be elected by members of the board for a term of two (2) years, with alternating terms as described in the Manual of Policies and Procedures (hereafter referred to as the Manual), and shall serve until a successor shall be elected or until a Director’s earlier resignation or removal. Any Director elected to fill an unexpired term (whether resulting from the death, resignation, or removal of a Director, or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to any number of consecutive terms. The Board of Directors shall elect Officers and new Directors at the Annual Meeting.

## **Section 4. Vacancies.**

If a vacancy arises, the President shall nominate a replacement subject to Board confirmation. Any replacement confirmed in this manner will serve until the next annual meeting. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of that Director’s term of office. A vacancy on the Board shall exist upon the occurrence of the following:

- A. Death of a Director;
- B. Resignation of a Director;
- C. Removal of a Director; or
- D. If the authorized number of Directors is increased.

## **Section 5. Resignation and Removal.**

A. Resignation: Any Director may resign effective upon written notice to the President, Secretary, or the entire Board of Directors. The notice may specify that the resignation is effective at a later specific time. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no Director may resign when the Forum would then be left without a duly elected Officer. No resignation shall discharge any Director's accrued obligations.

B. Automatic Removal: A Director is automatically removed in the event of a legal declaration of incompetence by a court; conviction of a felony; determination by any court that the Director breached a duty under Sections 5230-5239 of the California Corporations Code; or absence from three consecutive meetings of the Board.

C. Discretionary Removal: The Board may remove any Director with or without cause at any regular or special meeting by supermajority vote, or by unanimous written consent.

D. Waiver of Removal; Conditional or Temporary Removal: The Board of Directors, excluding the Director in question, may prevent a Director's automatic removal through Board resolution. In similar fashion, the Board may temporarily or conditionally remove a Director, particularly in the case of remediable incompetency.

## **ARTICLE 7: OFFICERS OF THE BOARD OF DIRECTORS OF THE FORUM**

### **Section 1. Introduction.**

The Officers of the Board of Directors of the Forum shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Forum may also have such other officers as may be elected or appointed in accordance with the provisions of Section 2 of this Article. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as President of the Board. In addition to the duties specified in this Article, Officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, subject to control of the Board. Officers shall also perform such additional duties as the Board shall from time to time assign.

### **Section 2. Appointment, Removal, and Resignation of Officers.**

The Board shall choose the Officers at its annual meeting. The Board may remove any Officer without cause unless removal would violate the Officer's employment contract. Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation. Resignation of the role as an Officer shall not impact membership of the Board as a Director. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

### **Section 3. Compensation.**

There will be no compensation for Officers or Directors, although they may be reimbursed for reasonable expenses as described in the Manual.

### **Section 4. President.**

The President is the general manager and chief executive officer of the Forum and, subject to the control of the Board, shall be responsible for the general supervision, direction, and control of the business of the Forum. The President shall preside at all meetings of the Board. The President has

the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

#### **Section 5. Vice President.**

In the event that the President cannot or will not act, the Vice President shall perform all duties of the President. In this event, the Vice President shall have all the powers of, and be subject to all the restrictions on, the President.

#### **Section 6. Secretary.**

The Secretary shall keep or cause to be kept, at the principal office of the Forum or such other place as the Board may order, a book (or other record) of minutes of all meetings of the Board and its committees. The minutes shall include the time and place of meetings, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office the original or a copy of the Forum's Bylaws and other significant documents as amended to date.

#### **Section 7. Treasurer.**

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the Forum. The books of account shall be open at all reasonable times to inspection by any Director. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Forum with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Forum as may be ordered by the Board, shall render to the President and the Directors whenever requested, an account of all transactions and the financial condition of the Forum, and shall have such other powers and perform such other duties as may be prescribed by the Board. The Treasurer shall serve in the second year of service on the Board.

### **ARTICLE 8: MEETINGS**

#### **Section 1. Board Meetings.**

Board Meetings shall include the following:

A. Annual Meeting: The Board shall hold an Annual Meeting in the month of April, at such time and place as it shall deem appropriate for the purpose of electing Directors and Officers of the Forum, and for the transaction of other business.

B. Regular Meetings: The Board shall hold Regular Meetings in the months of January, July, and October, at such time and place as it shall deem appropriate and as set by resolution of the Board.

C. Special Meetings: Special meetings of the Board of Directors may be called at any time by the Executive Officers (President, Vice President, and Secretary).

#### **Section 2. Presence and Participation by Conference Technology.**

Members of the Board may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment if all of the following apply:

A. Each member participating in the meeting can communicate with all of the other members concurrently, and

B. Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, or vote on a specific action to be taken by the Forum. Participation in a meeting pursuant to this Section 2 constitutes presence in person at such meeting.

### **Section 3. Voting, Quorum, and Action at Meetings.**

Each Director shall have one (1) vote. Directors may not vote by proxy. Presence of a majority of the Directors then in office constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every decision made by a majority of the Directors at a meeting where a quorum of simple majority is present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of Directors, so long as any action taken is approved by at least a disinterested majority of the required quorum for such meeting.

### **Section 4. Adjourned Meeting and Notice.**

A majority of the Directors present may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

### **Section 5. Action Without a Meeting.**

The Board of Directors may take any action without a meeting, if a majority of Board Members consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors, and the consent shall be filed with the minutes of the proceedings of the Board. For purposes of this section only, "all Board Members" does not include any "interested Directors" as defined in Section 5233 of the California Corporations Code.

## **ARTICLE 9: STANDARD OF CARE**

### **Section 1. General.**

A Director shall at all times perform the duties of a Director in good faith, in a manner such Director believes to be in the best interest of the Forum and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, so long as:

- A. It is provided by one or more Officers or employees of the Forum whom the Director believes to be reliable and competent in the matters presented;
- B. It is provided by Counsel, independent accountants or other persons as to matters that the Director believes to be within such person's professional or expert competence;
- C. It is provided by a committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence; or
- D. In any event, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Members of the Board have a fiduciary responsibility to the Forum, which is an ethical one of trust commonly understood in terms of these three traditional duties:

A. The Duty of Care ensures prudent use of all assets, including facility, people, and good will.

B. The Duty of Loyalty is to ensure that the activities and transactions of the Forum advance its mission, to recognize and disclose conflicts of interest, and to make decisions that are in the best interest of the Forum.

C. The Duty of Obedience is to ensure that the Forum obeys applicable laws and regulations, follows its own bylaws, and adheres to its stated mission.

## **Section 2. Conflict of Interest.**

The purpose of this conflict of interest policy is to protect the Forum's interest when entering into a transaction that might benefit the private interest of one of its Officers or Directors. This policy is intended to supplement but not replace any applicable California and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.

### **A. Definitions**

Unless otherwise defined, the terms used in this section have the following meanings:

1. An "Interested Person" is any Director, Officer, or Committee Member that has a direct or indirect personal financial interest, as defined below.

2. "Financial Interest" is interest in any entity with which the Forum is negotiating or has a transaction or arrangement.

3. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

### **B. Procedures**

1. An interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors who are considering the proposed transaction or arrangement.

2. After disclosure of the financial interest and any discussion with the interested person, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon.

3. In the event that the Board determines that a proposed transaction or arrangement presents a conflict of interest, the President shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. The Board shall then determine whether the Forum can obtain a more advantageous transaction or arrangement. If a more advantageous transaction or arrangement is not reasonably possible, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Forum's best interest and whether it is fair and reasonable.

### **C. Records and Procedures**

The minutes of the Board will include the names of the persons who have 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 Board's decision as to whether a conflict of interest in fact existed. Also recorded will be the names of those present for discussions and votes taken in connection with the proceedings.

### **D. Violations of the Conflict of Interest Policy**

If the Board has reasonable cause to believe an interested person has failed to disclose an actual or possible conflict of interest, it shall inform the interested person of the basis for such belief



and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Section 3. Mutual Directors.**

No contract or transaction between the Forum and any California nonprofit public benefit corporation, of which one or more of its Directors are Directors of the Forum, is void or voidable because such Director(s) are present at a meeting of the Board which authorizes the transaction so long as:

A. the material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board, and the Board authorizes the transaction in good faith by a vote sufficient without counting the vote of the common Director(s), or

B. the transaction is otherwise just and reasonable as to the Forum at the time it is authorized.

### **Section 4. Restriction on Interested Directors.**

No more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is any person currently being compensated by the Forum for services rendered to it within the previous twelve (12) months, and any relative of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the Forum.

## **ARTICLE 10: COMMITTEES**

### **Section 1. Committees of the Board.**

The Board may designate one or more committees to exercise all or a portion of the Board's authority, to the extent of the powers specifically delegated to the committee by resolution of the Board.

### **Section 2. Committees of the Forum.**

The Board may also recognize one or more Standing and/or Ad Hoc Committees of the Forum, composed of any members of the Community, which will not have the authority of the Board. Standing and Ad Hoc Committees are independent and autonomous groups committed to a particular purpose, as outlined in the Manual of Policies and Procedures. They report their activities at meetings of the Board, the Steering Committee, and at General Public Meetings. Standing Committees address recurring and ongoing concerns of the community, and have no term of limits. Ad Hoc Committees are established on an as-needed basis to address specific projects that resolve a particular need of the community, and have a term of limits relevant to completion of the project.

### **Section 3. The Steering Committee.**

The Steering Committee is a specific Standing Committee that manages the General Public Meetings under the authority of the Board. As stated in Article 6 Section 1, the Steering Committee facilitates the monthly public meetings by coordinating and scheduling committee reports and speakers, setting the agenda, presiding, and recording. The members of the Steering Committee shall be composed of four (4) officers and representatives of the various Standing and Ad Hoc Committees, as designated in Article 10 Section 2. The officers of the Steering Committee serve for one year, and are elected to their position annually. Their responsibilities and duties are:

A. The Chair prepares the agenda and presides at all Steering Committee and General Public Meetings.

B. The Vice Chair prepares the agenda and presides at all Steering Committee and Public Town Hall meetings in the absence of the Chair.

C. The Secretary maintains minutes of all Steering Committee and General Public Meetings as a record of the discussions and decisions that take place.

D. The Communications Officer maintains the database of those who participate in Forum activities, and coordinates publication of announcements and activities of the Forum in print and on electronic public media.<sup>2</sup>

#### **Section 4. Standing and Ad Hoc Committee Meetings.**

Committee meetings can be held without notice unless the Board resolution establishing the committee states otherwise. Committee meetings may be held by conference telephone or other communications equipment as long as all participants can hear and communicate with one another. All participants shall be considered present in person at such meetings.

### **ARTICLE 11: RECORDS**

#### **Section 1. Maintenance and Inspection of Articles and Bylaws.**

The Forum shall keep the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Directors and Officers at all reasonable times.

#### **Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns.**

The Forum shall keep a copy of its federal tax exemption application and its annual tax returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

#### **Section 3. Maintenance and Inspection of Other Corporate Records.**

The Forum shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each Officer, employee, or agent of the Forum shall turn over to his or her successor or the President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Forum as have been in the custody of such Officer, employee, or agent during his or her term of office. 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 Forum and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

#### **Section 4. Annual Report.**

The Board shall cause an annual report to be sent to all of the Directors not later than one hundred twenty (120) days after the close of the Forum's fiscal year. The annual report and any accompanying material may be sent by electronic transmission by the Forum. The annual report shall contain in appropriate detail the following:

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<sup>2</sup> This sentence may be subject to deletion.

- A. The assets and liabilities, including trust funds, of the Forum as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- C. The revenue or receipts of the Forum, both unrestricted and restricted to particular purposes, for the fiscal year;
- D. The expenses or disbursements of the Forum, for both general and restricted purposes, during the fiscal year; and
- E. A statement of any transaction or indemnification as described in and required by Section 6322 of the California Corporations Code.

### **Section 5. Annual Financial Statements.**

The Forum shall prepare and file such annual financial statements as may be required by state and federal law using generally accepted accounting principles. If required by law, or at the discretion of the Board of Directors, such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting principles.

### **ARTICLE 12: FISCAL YEAR**

The fiscal year for the Forum shall be the calendar year.

### **ARTICLE 13: DEDICATION OF ASSETS**

The property and assets of this nonprofit corporation are irrevocably dedicated to educational and charitable purposes. No part of the net earnings, properties, or assets of the Forum, on dissolution or otherwise, shall inure to the benefit of any private individual, or any Director or Officer of the Forum. Upon liquidation or dissolution, all remaining properties and assets of the Forum shall be distributed and paid over to an organization dedicated to educational or charitable purposes which has established tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE 14: AMENDMENTS AND REVISIONS**

A vote of a majority of the Directors in office is needed to adopt, amend, or repeal the Bylaws. This action must be taken at a duly called and held meeting of the Board of Directors. If any provision of these Bylaws or the Articles of Incorporation require 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 voting threshold.

### **ARTICLE 15: INDEMNIFICATION**

The Forum may indemnify its agents to the fullest extent permitted by law. The Forum shall not indemnify its agents for gross negligence, recklessness, intentional acts of harm, or knowing violations of law. The term "agent" is defined by Section 5238(a) of the California Corporations Code, and includes its Directors, Officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators. This indemnification shall be against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in California Corporations Code Section 5238(a), and including an action by or in the right of the Forum, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled. The Forum may advance expenses to the person seeking indemnification before final disposition of the proceeding. The

advance shall be conditioned upon receipt by the Forum of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Forum. The expenses to be indemnified shall be determined by the Board and applicable law. The Forum shall have power to purchase and maintain insurance to the fullest extent permitted by law 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, or to give other indemnification to the extent permitted by law.

**ARTICLE 16: INTERPRETATION AND SEVERABILITY**

If any provision in these Bylaws is invalidated by a court, the remainder of the bylaw provisions shall remain in full force and effect.

**CERTIFICATE OF SECRETARY**

I, Jim Shere, certify that I am the currently elected and acting Secretary of the Glen Ellen Forum, a California nonprofit public benefit corporation, and the above Bylaws are the Bylaws of the Forum as adopted by the Board of Directors of the Forum on the date specified below and that they have not been amended or modified since that date.

Executed on \_\_\_\_\_ at \_\_\_\_\_

by \_\_\_\_\_

Jim Shere, Secretary

# MANUAL OF POLICIES & PROCEDURES OF THE GLEN ELLEN FORUM

## PREAMBLE

The following abiding principles are fundamental to our organization.

*Inclusivity:* We draw especially upon the skills and interests of the community of Glen Ellen, hereafter referred to as the Community and inclusive of those who live, work, own property or own a business within Glen Ellen as defined by the boundaries of the U.S. Postal Zip Code 95442. This includes Eldridge, which is entirely contained within those boundaries. Others who demonstrate an interest in and concern for the welfare of the Community may also be considered members of the Community.<sup>1</sup>

*Transparency:* Our gatherings are public, where discussion is encouraged and agreements are reached by consensus. We make full use of all public media to establish robust, interactive communication with the Community.

*Amity and Comity:* We work toward a collaborative consensus in all decisions, in an association of friendly relationships and an atmosphere of mutual courtesy and respect.

## ARTICLE 1: INTRODUCTION

This Manual of Policies and Procedures (hereinafter referred to as the Manual) is intended to provide essential policies and standard operating procedures for the Glen Ellen Forum, hereafter referred to as the Forum. They detail the organizational structure that implements the Forum's Bylaws to best address the needs of the community and prevailing circumstances. They may be revised at any time by majority vote of the Board of Directors, hereafter referred to as the Board, without having to amend the Bylaws.

## ARTICLE 2: PARTICIPATION IN THE FORUM

### Section 1. General.

A. Anyone who lives, works, owns property, or owns a business within the Community, and others who demonstrate an interest in and concern for the welfare of the Community may participate in General Public Meetings of the Forum. Participation is established by signing in at Forum events, or by electronic or U.S. postal mail. The public is invited to General Public meetings and can sign up to receive announcements and notifications. It is assumed that all participants will observe the abiding principles given in the Preamble.

B. The Forum may from time to time use the terms "members" and "participants" to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the California Corporations Code.

### Section 2. General Public Meetings.

A. Introduction. General Public Meetings are held monthly. The Chair of the Steering Committee prepares the agenda and presides over the General Public Meetings, with input from Forum committees and members of the Board of Directors. A quorum of at least three members

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<sup>1</sup> This sentence may be subject to deletion.

of the Board must be present. These General Public Meetings are open to the public, encouraging community involvement and interaction.

B. Order of Business.

1. Call to order by the Chair of the Steering Committee or by a delegated member of the Steering Committee.

2. Reports from the Standing and Ad Hoc Committees on current projects and activities of the Forum.

3. Responses from those present.

4. Discussion, with consensus noted when an issue presented requires a decision.

5. Program, involving presentations and reports of local interest.

6. Q&A: spontaneous general questions and commentary from those present.

7. Announcements of local interest.

C. Special General Public Meetings may be called by the Board or by the Chair of the Steering Committee when needed to address specific issues. The Chair of the Steering Committee will notify the Board in advance of scheduling such Special Meetings.

D. Notification of all General Public Meetings are to be timely and public.

### **ARTICLE 3: THE BOARD OF DIRECTORS**

#### **Section 1. Membership.**

A. Any active participant in Forum events in good standing for at least one year may apply to become a member of the Board, subject to acceptance by a majority vote of the sitting membership of the Board, Steering Committee, and Committee Chairs.

B. Membership of the Board is for the term of two years, and is established by consensus during the Annual Meeting.

C. A resignation or any other change in membership of the Board shall take effect immediately when agreed upon during a Regular Meeting of the Board.

D. The initial annual meeting of the Board, taking place in April 2019, shall confirm sitting Officers as follows: The President, Secretary and Treasurer shall serve one year, at the end of which they may or may not choose to serve a two-year term as Director but not as an Officer. The Vice President may serve two years, and may serve the second year as President, if so confirmed by the Board. One half of the remaining Directors shall serve one year, at the end of which they may or may not choose to serve a two-year term; the other half of the remaining Directors shall serve two years. This will establish an interlocking pattern of service to ensure continuity.

#### **Section 2. Regular Meetings of the Board of Directors.**

Regular meetings take place in January, July, and October of each year.

A. Order of Business.

1. Call to order by the President or Vice President.

2. Secretary's report: Presentation of the minutes of the previous Board meeting and review of correspondence, with discussion and approval.

3. Treasurer's report: Presentation of the current condition of accounts, with discussion and approval.

4. Steering Committee report: Presentation of the current activities of the Steering Committee, with discussion and approval.

5. Committee reports: Presentation of committee accomplishments and issues for the preceding quarter and a look forward to projects and objectives for the next quarter.

6. Old business: Discussion and decisions by either consensus or majority vote of those present.
7. New business: Discussion and assignment for reports to be made during the following meeting.
8. Review and general announcements.
9. Time and place for the next regular meeting is set.

### **Section 3. Annual Meetings of the Board of Directors.**

An annual meeting of the Board takes place in April, at which elections are held and annual reports are presented and distributed.

### **Section 4. Special Meetings of the Board of Directors.**

Special Meetings of the Board may be called when needed to address specific issues.

## **ARTICLE 4: THE STEERING COMMITTEE**

### **Section 1: Description.**

- A. The Steering Committee is a voluntary group of at least 5 voting members. Nonvoting guests may also participate in discussions that take place during Steering Committee meetings, excepting Executive Meetings where confidentiality is required.
- B. The Steering Committee develops the agenda for and presides over all General Public Meetings.
- C. The Steering Committee accepts administrative responsibilities delegated by the Board.
- D. Representatives of the Steering Committee report their activities to meetings of the Board.
- E. The Steering Committee provides administrative leadership but mainly facilitates the work of all Standing and Ad Hoc Committees.

### **Section 2: Membership.**

- A. Any active participant in Forum events in good standing for at least one year may apply to become a member of the Steering Committee.
- B. Members of the Steering Committee are established by a majority vote during the annual meeting of the Board.
- C. In addition to the Officers, representatives of every Standing and Ad Hoc Committee are voting members of the Steering Committee.

### **Section 3: Officers.**

The following officers of the Steering Committee are selected each year during the Annual Meeting of the Board to serve for a term limited to one year; these are their duties:

- A. The Chair prepares the agenda and presides over all General Public Meetings.
- B. The Vice Chair prepares the agenda and presides at all Steering Committee and all General Public Meetings meetings in the absence of the Chair.
- C. The Secretary maintains minutes of all Steering Committee and General Public Meetings as a record of the discussions and decisions that take place. The Secretary attends all General Public and Board Meetings.
- D. The Communications Officer chairs the Communications Subcommittee, which manages all public communications including print and electronic media.

#### **Section 4: General Public Meetings.**

A. A quorum of at least one half of the current Steering Committee membership is required to conduct business.

B. Regular Meetings take place monthly, at a time and place agreed upon during the previous meeting.

C. Order of Business:

1. Call to order by the Chair or Vice Chair.

2. Secretary's report: Presentation of the minutes of the previous meeting and review of correspondence, with discussion and approval.

3. Presentation of various activities of the Forum, with discussion and approval. Voting takes place regarding issues for which a consensus was demonstrated at a General Public Meeting.

4. Old business: Discussion and decisions regarding any outstanding items or issues from previous Steering Committee and/or General Public Meetings.

5. New business: Discussion and assignment for reports to be made during the following Steering Committee and/or General Public Meetings.

6. Creation of the agenda for the following General Public Meeting.

7. Review and general announcements.

8. Time and place for the next Steering Committee Meeting is set.

D. An Annual Meeting is held to confirm Steering Committee membership and to set the year's agenda.

E. Special Meetings of the Steering Committee may be called when needed to address specific issues.

#### **ARTICLE 5: OTHER STANDING & AD HOC COMMITTEES**

Standing and Ad Hoc Committees are independent and autonomous groups committed to a particular purpose. Their activities are reported to the Meetings of the Board, the Steering Committee, and the General Public Meetings.

A. Standing Committees address recurring and ongoing concerns of the community, and have no term of limitation. These may include:

1. The Traffic & Safety Committee, focusing upon public safety and emergency preparedness;

2. The Community Projects Committee, focusing upon community improvement and beautification;

3. The Engagement Committee, focusing upon community outreach including community meals and socials;

4. The Development Committee, focusing upon due diligence related to fiscal health through philanthropy, grant-writing, and other forms of fundraising.

B. Ad Hoc Committees are established on an as-needed basis to address specific projects that resolve a particular need of the community, and have a term of limitation relevant to completion of the project. These may include:

1. The SDC/Eldridge Transition Committee, which represents Glen Ellen regarding redevelopment of Eldridge upon the closure of the Sonoma Developmental Center;

2. The Advisory Council Exploration Committee, focused on developing a relationship with the Sonoma County Board of Supervisors through establishment of a local Municipal Advisory Council.



## **ARTICLE 6: EXPENDITURES**

Approval thresholds for expenditures by the Forum are as follows:

- A. Less than \$50 requires approval by the Steering Committee Chair and Treasurer of the Board;
- B. \$50 - \$499 requires approval by a majority vote of Steering Committee and Treasurer of the Board;
- C. Over \$500 requires approval of a majority of the Board.

## **ARTICLE 7: ANTI-HARASSMENT POLICY**

Our anti-harassment policy expresses our commitment to maintain a place free of harassment, so that all members can feel safe. This policy applies to anyone who takes part in our activities. We prohibit willful discrimination based on age, sexual orientation, ethnicity, race, religion, or disability. Harassment in any form is prohibited, including bullying, intimidation, humiliation, direct insults, malicious gossip and victimization. Furthermore, retaliation of any sort for reporting harassment is never tolerated. Any incident covered by this policy will be addressed by the Board of Directors as quickly as possible, and a decision will be made towards resolution and recovery.

## **ARTICLE 8. CONFLICT & GRIEVANCE RESOLUTION POLICY**

### **Section 1: Description.**

When procedural conflicts or personal grievances occur between members of the Forum, a prompt and equitable resolution is often needed. A meeting for this purpose can be called and presided over by the Executive Committee of the Board. Before the discussion all parties will sign an Agreement to Resolve (as given below) to ensure openness and good faith. When the conflict or grievance is resolved a Resolution Agreement (as given below) will be signed by all parties, indicating a mutual reconciliation.

### **Section 2: Agreements.**

A. Agreement to Resolve. This is an agreement between [name], [name], and the Executive Committee of the Glen Ellen Forum to enter into discussion to resolve the following issue[s]: [brief description of issues to be discussed and resolved]. Each person signifies an agreement to honestly and fully present their concerns, and to hear those of the others involved, by signing below. The Executive Committee will preside and remain impartial throughout the discussion, and will then conclude with observations regarding a resolution of the issue[s] based upon the presentations made. By signing below, participants signify acceptance of the resolution by signing the Resolution Agreement given below. [Signatures of all parties & date]

B. Resolution Agreement. By signing below, each person that has taken part in the above discussion signifies reconciliation with an acceptance of the resolution reached. [Signatures of all parties & date]

## **ARTICLE 9. AMENDMENTS TO THESE POLICIES & PROCEDURES**

Proposed amendments to these Policies & Procedures are to be submitted in writing to a Regular Meeting of the Board of Directors, where they are to be voted upon and ratified by majority approval.

## **CERTIFICATE OF SECRETARY**

I, Jim Shere, certify that I am the currently elected and acting Secretary of the Glen Ellen Forum, a California nonprofit public benefit corporation, and the above Manual of Policies & Procedures has been adopted by the Board of Directors of the Forum on the date specified below and that they have not been amended or modified since that date.

Jim Shere, Secretary

# **Glen Ellen Forum**

## **BYLAWS**

### **ARTICLE 1: NAME**

The name of this corporation is Glen Ellen Forum.

### **ARTICLE 2: PURPOSE**

#### **Section 1. Primary Purposes.**

The primary charitable and educational purposes for which this Corporation is organized are:

- A. Relief of the poor, the distressed, or the underprivileged;
- B. Advancement of education and science;
- C. To provide resources and assistance to permanent, transient, and occasional members of the community of Glen Ellen, California; and
- D. To engage in any lawful activity in furtherance of the above purposes, but in no event shall the Corporation engage in any activity prohibited to corporations exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code.

#### **Section 2. Incidental Purposes.**

In addition, this corporation is formed for the purposes of performing all things incident to or appropriate in the achievement of the foregoing purposes. However, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes.

#### **Section 3. General Corporate Powers.**

This corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation. In no event shall the corporation engage in activities which are not permitted to be carried on by a corporation exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE 3: PRINCIPAL OFFICE**

The principal office of the corporation shall be located at such place as the Board of Directors shall determine from time to time. The Board of Directors may at any time change the location of the principal office. The corporation may establish or maintain additional offices at such other places as the Board of Directors may determine.

### **ARTICLE 4: NONPARTISAN ACTIVITIES**

This corporation has been formed under the California nonprofit Public Benefit Corporation Law (the “Law”) for the educational and charitable purposes described in Article 2, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

### **ARTICLE 5: MEMBERSHIP**

The corporation shall not have any members within the meaning of Section 5056 of the California Corporations Code. The corporation may from time to time use the term “members” to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the California Corporations Code.

### **ARTICLE 6: BOARD OF DIRECTORS**

#### **Section 1. Powers.**

All corporate powers shall be exercised, by or under the direction of the Board of Directors, subject to the limitations of all applicable laws. Similarly, the Board of Directors will manage the business and affairs of the corporation subject to the limitations of all applicable laws.

The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person. However, all of the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

## **Section 2. Number of Directors.**

The number of Directors of the corporation shall be no less than one (1) nor more than eleven (11), with the exact number of Directors to be fixed from time to time, within such limits, by approval of the Board of Directors. The authorized number of directors of the corporation, whether fixed or subject to a minimum and maximum number of Directors, may be changed by an amendment to these bylaws which is approved by the Board.

## **Section 3. Election, Designation, and Term of Office of Directors.**

The corporation's incorporator shall name the initial Directors. The initial Directors shall serve one (1) year terms. All subsequent Directors, following the initial Directors, shall be elected for a term of one (1) year, and shall serve until a successor shall be elected or until the Director's earlier resignation or removal. Any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to any number of consecutive terms. The Board of Directors shall elect Directors at the Annual Meeting.

## **Section 4. Vacancies.**

A vacancy on the Board shall exist on the occurrence of the following:

- E. Death of a Director;
- F. Resignation of a Director;
- G. Removal of a Director; or
- H. If the authorized number of Directors is increased.

The Board shall fill vacancies as they arise. The Chairperson shall nominate a replacement, who will be subject to Board confirmation. Any replacement confirmed in this manner will serve until the next annual meeting.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of that Director's term of office.

## **Section 5. Meetings.**

Board Meetings shall include the following:

- A. Annual Meeting

The Board of Directors shall hold an annual meeting at such time and place as it shall deem appropriate for the purpose of electing Directors and Officers of the corporation and for the transaction of other business. Annual meetings of the Board of Directors may be held with or without notice.

B. Regular Meetings

The Board of Directors shall hold quarterly meetings at such time and place as it shall deem appropriate and as set by resolution of the Board of Directors. Regular meetings of the Board of Directors may be held with or without notice.

C. Special Meetings

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board (if any), the President, any Vice President, the Secretary, or any two (2) Directors.

**Section 6. Notice of Special Meetings.**

A. Form and Time

Directors shall be notified of special meetings of the Board through four (4) days' notice by first-class mail or forty-eight (48) hours' notice given personally, by telephone, by electronic mail, or telegraph. Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

B. Provider of Notice

The Secretary, Chairperson of the Board, the President, or any two (2) Directors who are calling a meeting shall send notice to all Directors, the Secretary, and other individuals necessary for the meeting in question.

#### C. Contents

Proper notice shall consist of the date, time, and place of the meeting. The notice may, but is not required to, specify the purpose of any special meeting of the Board.

#### D. Waiver and Consent

Notice of a meeting need not be given to any Director who signed 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, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

### **Section 7. Presence and Participation by Conference Technology.**

Members of the Board of Directors may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment if all of the following apply: (1) each member participating in the meeting can communicate with all of the other members concurrently, and (2) each member is provided the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the corporation. Participation in a meeting pursuant to this Section 7 constitutes presence in person at such meeting.

### **Section 8. Voting, Quorum, and Action at Meetings.**

Each Director shall have one (1) vote. Directors may not vote by proxy. Presence of a majority of the Directors then in office at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these bylaws. Every decision made by a majority of the Directors at a meeting where a quorum is present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of Directors, so long as any action taken is approved by at least a disinterested majority of the required quorum for such meeting.

## **Section 9. Adjourned Meeting and Notice.**

A majority of the Directors present may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Article 6, Section 6.

## **Section 10. Action Without a Meeting.**

The Board of Directors may take any action without a meeting, if all Board Members consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors, and the consent shall be filed with the minutes of the proceedings of the Board. For purposes of this section only, "all Board Members" does not include any "interested Directors" as defined in Section 5233 of the California Corporations Code.

## **Section 11. Compensation and Reimbursement of Expenses.**

To the extent permitted by law, the Board of Directors may fix the compensation and reimburse the expenses of Directors for their services to the corporation in such capacity as the Board may determine is just and reasonable as to the corporation at the time such compensation is authorized, ratified or approved. Directors may not be compensated for rendering services to this corporation in any capacity other than Director, unless such compensation is reasonable and approved in compliance with Article 7, Section 2.

## **Section 12. Resignation and Removal.**

### **A. Resignation**

Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the entire Board of Directors. The notice may specify that the resignation is effective at a later specific time. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no Director may resign when the corporation would then be left without a duly elected Director in charge of its affairs. No resignation shall discharge any Director's accrued obligations.

### **B. Automatic Removal**



The following occurrences will trigger a Director's automatic removal:

1. Legal declaration of incompetence by a court;
2. Conviction of a felony;
3. A determination by any court that the Director breached a duty under Sections 5230-5239 of the California Corporations Code, which governs standards of conduct for a Director;
4. The Director's absence from three (3) consecutive meetings of the Board of Directors; or
5. The Director's absence from a total of four (4) meetings of the Board of Directors within a calendar year.

C. Discretionary Removal

The Board of Directors, by supermajority vote of the Directors then in office (excluding the Director in question), may remove any Director with or without cause at any regular or special meeting, or by unanimous written consent.

D. Waiver of Removal; Conditional or Temporary Removal

The Board of Directors, excluding the Director in question, may prevent a Director's automatic removal through Board resolution. In similar fashion, the Board may temporarily or conditionally remove a Director, particularly in the case of remediable incompetency.

## **ARTICLE 7: STANDARD OF CARE**

### **Section 1. General.**

A Director shall at all times perform the duties of a Director in good faith, in a manner such Director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, so long as:

- A. It is provided by one or more Officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;

- B. It is provided by Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence;
- C. It is provided by a committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence; or
- D. In any event, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

## **Section 2. Conflict of Interest.**

The purpose of this conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its Officers or Directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable California and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.

### A. Definitions

Unless otherwise defined, the terms used in this section have the following meanings:

#### 1. "Interested Persons"

Any Director, Officer, or Committee Member with Board-delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.

#### 2. "Financial Interest"

- a. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - i. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;

- ii. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
  - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.
- b. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board decides that a conflict of interest exists.
  - c. “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

## B. Procedures

### 1. Duty To Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors, who are considering the proposed transaction or arrangement.

### 2. Determining Whether A Conflict Of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board Members shall determine if a conflict of interest exists in accordance with Article 6, Section 8.

### 3. Procedure For Addressing The Conflict Of Interest

In the event that the Board determines that a proposed transaction or arrangement presents a conflict of interest, the Board shall take the following actions:

- a. An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b. The Chairperson of the Board may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board shall determine whether the corporation 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 Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

#### 4. Records and Procedures

The minutes of the Board shall contain:

- a. The names of the persons 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 Board'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.

#### 5. Violations of the Conflict Of Interest Policy

If the Board has reasonable cause to believe an interested person has failed to disclose an actual or possible conflict of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's response and after making further

investigation as warranted by the circumstances, the Board determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Section 3. Mutual Directors.**

No contract or transaction between the corporation and any California nonprofit public benefit corporation, of which one or more of its Directors are Directors of this corporation, is void or voidable because such Director(s) are present at a meeting of the Board which authorizes the transaction so long as:

- A. the material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board, and the Board authorizes the transaction in good faith by a vote sufficient without counting the vote of the common Director(s), or
- B. the transaction is otherwise just and reasonable as to the corporation at the time it is authorized.

### **Section 4. Restriction on Interested Directors.**

- A. No more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is:
  - 1. any person currently 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, excluding any reasonable compensation paid to a Director as Director; 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 any such person.
- B. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

## **ARTICLE 8: COMMITTEES**

### **Section 1. Committees of Directors.**

The Board of Directors may designate one or more committees to exercise all or a portion of the Board's authority, to the extent of the powers specifically delegated to the committee in the

resolution of the Board or in these bylaws. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. A committee exercising the authority of the Board of Directors shall not include as members persons who are not Directors. However, the Board of Directors may create other committees that do not exercise the authority of the Board of Directors and these other committees may include persons regardless of whether they are Directors. No committee, regardless of Board resolution, may:

- A. Approve any action for which the California Corporations Code requires approval of the Board or of a majority of the Board;
- B. Fix the compensation of the Directors for serving on the Board or on any committee;
- C. Fill vacancies on the Board or in any committee which has the authority of the Board;
- D. Amend or repeal these bylaws or adopt new bylaws;
- E. Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- F. Appoint committees of the Board or the members thereof;
- G. Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- H. Approve any self-dealing transaction, as defined in § 5233(a) of the California Corporations Code or any successor provision thereto.

## **Section 2. Committee Meetings.**

Committee meetings can be held without notice unless the Board resolution establishing the committee states otherwise. Committee meetings may be held by conference telephone or other communications equipment as long as all Directors participating in the meeting can hear and communicate with one another. All participating Directors shall be deemed to be present in person at such meeting.

## **ARTICLE 9: OFFICERS**

### **Section 1. Officers.**

The Officers of the corporation shall consist of a President, a Secretary, and a Treasurer (Chief Financial Officer). The corporation also may have, at the discretion of the Board, a Chairperson 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 elected or appointed in accordance with the provisions of Section 2 of this Article 9. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as President or Chairperson of the Board. In addition to the duties specified in this Article 9, Officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors. Officers shall also perform such additional duties as the Board of Directors shall from time to time assign.

### **Section 2. Appointment, Removal, and Resignation of Officers**

The Board shall choose the Officers at its annual meeting. The Board may remove any Officer without cause unless removal would violate the Officer's employment contract. Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation. If the resigning Officer is also a Director, the resignation of the Officer shall not impact their position as a Director. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office.

### **Section 3. Compensation of Officers**

To the extent permitted by law, the Board of Directors may fix the compensation and reimburse the expenses of Officers for their services to the corporation in such capacity as the Board may determine is just and reasonable as to the corporation at the time such compensation is authorized, ratified or approved. Officers who are also Directors may not be compensated for rendering services to this corporation in any capacity other than Director, unless such compensation is reasonable and approved in compliance with Article 7, Section 2.

### **Section 4. Chairperson of the Board**

The Chairperson of the Board, if any, shall preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be assigned from time to time by the Board.

## **Section 5. President**

Subject to such powers as may be given by the Board to the Chairperson of the Board, if any, the President is the general manager and chief executive officer of the corporation and, subject to the control of the Board of Directors, shall be responsible for the general supervision, direction, and control of the business and Officers of the corporation. In the absence of the Chairperson of the Board, or if there is none, the President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

## **Section 6. Vice President.**

In the event that the President cannot or will not act, the Vice President, if any, shall perform all the duties of the President. In this event, the Vice President shall have all the powers of, and be subject to all the restrictions on, the President.

## **Section 7. Secretary.**

The Secretary shall keep or cause to be kept, at the principal office of the corporation or such other place as the Board of Directors may order, a book (or other record) of minutes of all meetings of the Board and its committees. The minutes shall include the time and place of meetings, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office the original or a copy of the corporation's Articles and bylaws, as amended to date.

## **Section 8. Treasurer.**

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the corporation. The books of account shall be open at all reasonable times to inspection by any Director.

The Treasurer shall deposit, or cause to be deposited, 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. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the Directors, whenever requested an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.



## **ARTICLE 10: RECORDS**

### **Section 1. Maintenance and Inspection of Articles and Bylaws.**

The corporation shall keep the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the Directors and Officers at all reasonable times.

### **Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns.**

The corporation shall keep a copy of its federal tax exemption application and its annual tax returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

### **Section 3. Maintenance and Inspection of Other Corporate Records.**

The corporation shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each Officer, employee, or agent of the corporation shall turn over to his or her successor or the Chairperson or President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such Officer, employee, or agent during his or her term of office.

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 each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

### **Section 4. Annual Report.**

The Board of Directors shall cause an annual report to be sent to all of the Directors not later than one hundred twenty (120) days after the close of the corporation's fiscal year. The annual report and any accompanying material may be sent by electronic transmission by the corporation. The annual report shall contain in appropriate detail the following:

- A. The assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- C. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- D. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and
- E. A statement of any transaction or indemnification as described in and required by Section 6322 of the California Corporations Code.

### **Section 5. Annual Financial Statements.**

The corporation shall prepare and file such annual financial statements as may be required by state and federal law using generally accepted accounting principles. If required by law, or at the discretion of the Board of Directors, such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting principles.

### **ARTICLE 11: FISCAL YEAR**

The fiscal year for this corporation shall be the calendar year.

### **ARTICLE 12: GRANT OF FUNDS TO FOREIGN ORGANIZATIONS**

In the event that this nonprofit corporation desires to grant any funds to a foreign non-governmental organization, this corporation shall, in good-faith, undertake such processes as may be required in compliance with best practices and applicable guidance from the Internal Revenue Service and/or other authorities to ensure that such grant will not threaten the tax-exempt status of this corporation under Section 501(c)(3) of the Internal Revenue Code, and that the contributions of donors to this corporation will be tax-deductible. Such process may include, but not be limited to, putting in place safeguards to ensure that: (1) funds received by this corporation are not considered “earmarked”, (2) the ultimate decision of whether funds will be granted to a foreign non-governmental organization is made by this corporation and not by the donor of the funds, (3) there is no representations made to prospective donors that the funds will be provided to the foreign non-governmental organization, (4) the grant will be in furtherance of this corporation’s tax-exempt purposes, and (5) control and discretion as to the use of contributions from donors is held by this corporation.

### **ARTICLE 13: DEDICATION OF ASSETS**

The property and assets of this nonprofit corporation are irrevocably dedicated to educational and 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 individual, or any Director or Officer of this corporation. Upon liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to an organization dedicated to educational or charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE 14: AMENDMENTS AND REVISIONS**

A vote of a majority of the Directors in office is needed to adopt, amend or repeal the bylaws or the Articles of Incorporation. This action must be taken at a duly called and held meeting of the Board of Directors. If any provision of these bylaws or the Articles of Incorporation require 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 voting threshold.

### **ARTICLE 15: INDEMNIFICATION**

The corporation may indemnify its agents to the fullest extent permitted by law. The corporation shall not indemnify its agents for gross negligence, recklessness, intentional acts of harm, or knowing violations of law. The term “agent” is defined by Section 5238(a) of the California Corporations Code, and includes its Directors, Officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators. This indemnification shall be against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in California Corporations Code Section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses” shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled.

The corporation may advance expenses to the person seeking indemnification before final disposition of the proceeding. The advance shall be conditioned upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately

determined that the person is entitled to be indemnified by the corporation. The expenses to be indemnified shall be determined by the Board and applicable law.

The corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law 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, or to give other indemnification to the extent permitted by law.

#### **ARTICLE 16: INTERPRETATION AND SEVERABILITY**

If any provision in these bylaws is invalidated by a court, the remainder of the bylaw provisions shall remain in full force and effect.

*[End of Bylaws]*

**CERTIFICATE OF SECRETARY**

I, Ben Rattray, certify that I am the currently elected and acting Secretary of Glen Ellen Forum, a California nonprofit public benefit corporation, and the above bylaws are the bylaws of this corporation as adopted by the Board of Directors of the corporation on the date specified below and that they have not been amended or modified since that date.

Executed on \_\_\_\_\_.

\_\_\_\_\_  
Tracy Salcedo, Secretary