

BYLAWS
OF
LOMPOC COMMUNITY FOUNDATION,
a California Nonprofit Public Benefit Corporation

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**ARTICLE I
NAME**

The name of this corporation shall be LOMPOC COMMUNITY FOUNDATION.

**ARTICLE II
PRINCIPLE OFFICE OF THE CORPORATION**

The principal office for the transaction of the activities and affairs of this corporation is located at Lompoc City Hall, 100 Civic Center Plaza, Lompoc, CA 93436. The board of directors may change the location of the principal office.

**ARTICLE III
PURPOSES AND OBJECTIVES: LIMITATIONS**

Section 1. Specific Purpose. The specific and primary purpose of this corporation is to provide financial support for the programs and purposes of the City of Lompoc in order to benefit the Lompoc community. This corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 2. General Purposes. The general purposes and powers of this corporation are the following:

- (a) to apply for, receive, hold, and disburse gifts, grants, bequests, devises, and other funds to advance the purpose and objectives of this corporation;
- (b) to own and maintain or to lease suitable real and personal property which is deemed necessary for the purpose and objectives of this corporation; and
- (c) to enter into, make, perform, and carry out contracts of every kind for any lawful purpose, without limit as to amount.

Section 3. Limitations. This corporation has been formed under the California Nonprofit Public Benefit Corporation Law (California Corporations Code Section 5110 *et seq.*) for the purposes and objectives described above.

This corporation shall not carry on any activities not permitted to be carried on (a) 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 (b) 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.

No substantial part of the activities of this corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purposes and objectives described above.

ARTICLE IV CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a legal entity and a natural person.

ARTICLE V DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member hereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all of its debts and liabilities shall be distributed to a nonprofit fund, foundation or corporation designated by the board of directors of this corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law.

ARTICLE VI MEMBERS

Section 1. Directors as Members. This corporation shall have no voting members within the meaning of the California Nonprofit Public Benefit Corporation Law. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval of the board of directors, as authorized by Section 5310 of the California Nonprofit Public Benefit Corporation Law.

Section 2. Meetings. There shall be no meetings of members as such. The persons constituting the board of directors may, at any given time and from time to time, act in their capacity as members pursuant to Section I of this Article VI, at meetings of the board of directors held as provided in Article VII of these Bylaws.

ARTICLE VII DIRECTORS

Section 1. Powers.

(a) General Corporate Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of this corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors; provided, however, that in order to preserve the nonprofit, exempt-from-income-tax status of this corporation, neither the board nor any member thereof shall do any act, or authorize or suffer the doing of any act by an officer or employee of this corporation, on behalf of the corporation, which is inconsistent with the Articles or these Bylaws or the nonprofit purpose of this corporation. Any such act or acts shall be null and void.

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

(i) Appoint and remove, at the pleasure of the board, all officers, agents, and employees of this corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation in a manner consistent with the Articles of Incorporation, and with these Bylaws;

(ii) Change the principal office from one location to another within the City of Lompoc, California; and designate any place within the City of Lompoc, California, for the holding of any meeting or meetings;

(iii) Adopt, make, and use a corporate seal; and alter the form of the seal;

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

(c) Limit on Dissolution; Required Dissolution. The corporation may not be dissolved without the express authorization of the City Council of the City of Lompoc. If the corporation wishes to dissolve, then it shall submit a written request to dissolve to the City Council. Regardless of whether the corporation has requested dissolution, the corporation shall dissolve upon revocation of its charter by a vote of a majority of the full membership of the Lompoc City Council. Following such a vote, the corporation shall take all necessary actions to dissolve in accordance with the requirements of state and federal law beginning at its next meeting and shall diligently pursue dissolution thereafter until complete.

Section 2. Board of Directors. The authorized number of directors of the board shall be seven (7). The board of directors shall be composed of the following:

- (a) One sitting member of the City of Lompoc City Council;
- (b) The chair of the Lompoc Public Safety Commission;
- (c) The chair of the Lompoc Beautification and Appearance Commission;
- (d) The chair of the Lompoc Library Commission;
- (e) The chair of the Lompoc Parks and Recreation Commission; and
- (f) Two representatives of businesses located in the City of Lompoc, who shall not be employees, commissioners, or elected officials of the City of Lompoc, and who shall have their primary residence in the City of Lompoc.

The board member seat designated in subdivision (a) is referred to herein as the Councilmember Seat. The board member seats designated in subdivisions (b) through (e) are referred to herein as the Commissioner Seats. The commissions listed in subdivisions (b) through (e) are referred to herein as Designated Commissions. The board member seats designated in subsection (f) are referred to herein as the Business Representative Seats.

Section 3. Appointment of the Board Members.

(a) Councilmember Seat Council Member and Business Representative Seats. The persons holding the Councilmember Seat Council Member and Business Representative Seats shall be appointed by a majority vote of the City Council, and all vacancies of such seats shall be filled by appointment by a majority vote of the City Council.

(b) Commissioner Seats. The chairs of the Designated Commissions shall automatically be placed on the board of directors, without appointment, unless they provide written notice to the City Council that they do not wish to serve on the board of directors. In the event (i) the chair of a Designated Commission does not wish to serve on the board of directors, or (ii) such person is removed from the board of directors by the City Council pursuant to Article VII, Section 4(d), or (iii) a Designated Commission does not have a chair, then the respective Designated Commission shall make a recommendation to the City Council of another commissioner from the same commission to serve on the board of directors. The City Council may then appoint the recommended commissioner to the board of directors by a majority vote. In the event the City Council votes not to appoint the recommended commissioner to the board of directors or no member of the Designated Commission wishes to serve on the board of directors, the City Council may then appoint any member of any City commission or any resident of the City of Lompoc to fill that Commissioner Seat. Vacancies of Commission Seats shall be automatically filled by the chair of the Designated Commission for that seat, or else as described in this subsection (b).

Section 4. Term, Removal, and Vacancy.

(a) Term of Office. Directors shall be appointed for an unlimited term and shall serve until (i) they resign, (ii) they are removed, or (iii) their seat is vacated.

(b) Number of Terms. Directors may serve any number of terms on the board of directors.

(c) Resignation. Any director may resign by giving written notice to the chair of the board or to the executive director or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective.

(d) Removal. Directors of the board may be removed with or without cause by a majority vote of the City Council and their removal shall be effective immediately unless otherwise specified by the City Council.

(e) Vacancies. Vacancies shall occur immediately upon the death or permanent incapacity of any board member or upon the following events:

(i) In the case of the person holding the Councilmember Seat, if he or she ceases to be a member of the Lompoc City Council;

(ii) In the case of a person holding a Commissioner Seat by virtue of being the chair of a Designated Commission, if he or she ceases to be the chair of the Designated Commission. In the case of a person holding a Commissioner Seat who was nominated by a Designated Commission, if he or she ceases to be a member of the Designated Commission. In the case of a person holding a Commissioner Seat neither by virtue of being chair of a Designated Commission nor following nomination by a Designated Commission, if he or she ceases to have his or her primary residence in Lompoc. ;

(iii) In the case of a person holding a Business Representative Seat, if he or she becomes an employee of the City, a City commissioner, or an elected official of the City, or ceases to work for a business located in Lompoc, or ceases to have his or her primary residence in Lompoc;

Section 5. Leadership of the Board.

(a) Chair of the Board. The person holding the Councilmember Seat Council Member shall be the chair of the board. The chair of the board shall preside at meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the board of directors or prescribed by the Bylaws.

(b) Vice Chair of the Board. The vice chair of the board shall be elected by the board and shall be a member of one of the Designated Commissions. In the absence or disability of the chair of the board, the vice chair of the board shall perform all the duties of the chair of the board, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the chair of the board.

Section 6. Directors' Meetings.

(a) Applicability of the Ralph M. Brown Act. All meetings of the board of directors of this corporation shall be subject to the provisions of the Ralph M. Brown Act (Government Code Section 54950 *et seq.*). However, if any applicable provisions of these Bylaws are more stringent than those contained in the Brown Act, then the provisions in these Bylaws shall control.

(b) Regular Meetings. The board of directors shall schedule regular meetings of the board of directors at such time and place as determined by the board of directors. Meetings of the board of directors shall be held in the City of Lompoc City Hall, unless otherwise determined by resolution of the board of directors or stated in the notice of meeting. The board of directors shall meet at least twice during the twelve (12) months after the Foundation is formed, and shall meet thereafter as often as deemed necessary by board of directors, but at least once every twelve (12) months.

(c) Special Meetings. Special meetings of the board of directors may be called at any time by the chair of the board or by a majority of the directors of the board. Notice of special meetings shall be given in accordance with Section 54956 of the Government Code, as may be amended from time to time. Any waiver of notice of a special meeting shall be filed with the corporate records and made a part of the minutes of the special meeting.

(d) Quorum. A quorum shall be present whenever at least four (4) directors are present. A quorum must be present in order for the board of directors to conduct business, except to adjourn. 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, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

(e) Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

(f) Notice of Adjournment. Notice of adjournment shall be given in accordance with Section 54955 of the Government Code, as may be amended from time to time.

Section 7. Compensation and Reimbursement. Directors and members of committees shall receive no compensation of any kind for their services as directors or officers. However, directors and officers may be reimbursed for expenses, as may be determined by resolution of the board to be just and reasonable.

Section 8. Liabilities. No director now or hereafter shall be personally liable for any indebtedness or liability of this corporation, and any and all creditors of this corporation shall look only to the assets of the corporation for payment.

ARTICLE VIII BOARD COMMITTEES

Section 1. Board Committees. The board of directors may establish one or more board committees, each consisting of no more than three (3) directors, to serve at the pleasure of the board. The board may designate one (1) or more directors as alternate members of any board committee who may replace any absent member at any meeting of the board committee. The board of directors may also appoint any number of persons who are not directors to serve at the pleasure of the board on any board committee, and said persons shall have a vote in the recommendation of the committee of which they are a member. The board of directors may adopt rules for the government of any board committee not inconsistent with the provisions of these Bylaws.

Section 2. Committee Member Selection. The chair of the board shall appoint committee members from the board, subject to confirmation by a majority vote of the board.

Section 3. Restrictions on Board Committees. A board committee shall have the power to make advisory recommendations to the board of directors regarding the subject matter of its charge, but shall have no other power, and shall have no power to bind the board of directors or the corporation in any way or thing whatsoever.

ARTICLE IX OFFICERS

Section 1. Officers. The officers of this corporation shall be an executive director, a secretary, and a treasurer. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the executive director or chair of the board.

Section 2. Executive Director. The executive director shall be the City Manager of the City of Lompoc. Subject to such supervisory powers, if any, as may be given by the board of directors to the chair of the board, and subject to the control of the board of directors, the executive director shall generally supervise, direct, and control the business and the officers of the corporation. The executive director shall be the chief executive officer of the corporation. The executive director may designate deputies to assist him/her, as needed, and may also designate deputies to assist the secretary and the treasurer, as needed.

Section 3. Secretary. The secretary shall be appointed by the City Manager of the City of Lompoc. The secretary shall attend to the following:

(a) Book of Minutes. The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of directors present or represented at directors' meetings, and the proceedings of such meetings.

(b) Custody of Articles and Bylaws. The secretary shall keep or cause to be kept, at the principal office of the corporation, a copy of the Articles of Incorporation and Bylaws, as amended.

(c) Notices, Seal, and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of the board of directors, and of committees of the board, required by the Bylaws or by law to be given. The secretary shall keep the seal of the corporation, if any, in safe custody. The secretary shall have other powers and perform such other duties as may be prescribed by the board of directors or the Bylaws.

Section 4. Treasurer. The treasurer shall be appointed by the City Manager of the City of Lompoc. The treasurer shall attend to the following:

(a) Books of Account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of this corporation. The treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

(b) Deposit and Disbursement of Money and Valuables. The treasurer shall (i) deposit or cause to be deposited all money and other valuables in the name and to the credit of this corporation with such depositories as may be designated by the board of directors, (ii) disburse the funds of this corporation as may be ordered by the board of directors, (iii) render to the executive director and directors, whenever they request it, an account of all transactions effected by the treasurer and of the financial condition of this corporation, and (iv) have such other powers and perform such other duties as may be prescribed by the board of directors or the Bylaws.

(c) Bond. If required by the board of directors, the treasurer shall give this corporation a bond in the amount and with the surety or sureties specified by the board of directors for faithful performance of the duties of such office and for restoration to this corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under control of the treasurer on such officer's death, resignation, retirement, or removal from office.

(d) Tax Filings. The treasurer shall prepare and file all necessary tax and financial documents on behalf of this corporation.

Section 5. Resignation or Removal of Officers. Resignation or removal from the position of City Manager, City Clerk, or Director of Management Services shall be deemed resignation or removal from the position of executive director, secretary, or treasurer, respectively.

Section 6. Vacancies in Office. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled in the manner designated by the City Manager of the City of Lompoc or any person serving as an interim City Manager, if applicable.

ARTICLE X
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Section 1. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify any present or former director, officer, employee or other “agent” of the corporation, as that term is defined in Section 5238(a) of the California Corporations Code, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, 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,” as used in this Section, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the indemnification may be authorized by the court in which such proceeding is or was pending, pursuant to Section 5238(e) of the California Corporations Code.

Section 3. Advancement of Expenses. To the fullest extent permitted by law, expenses incurred by a person seeking indemnification under Sections 5238(b) or 5238(c) of the California Corporations Code in defending any proceeding covered by those Sections shall be advanced by the corporation upon the request of such person and upon receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer’s, director’s, employee’s, or agent’s status as such.

ARTICLE XI
RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The corporation shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Written minutes of the proceedings of its board, board committees and community committees.

Section 2. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect the corporation’s books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by

the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 3. Annual Report. The corporation shall cause an annual report to be sent to the directors and the Lompoc City Council within one hundred twenty (120) days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes.
- (e) The number of grants applied for by the corporation and the number and amount of grants received.
- (f) A list and description of all projects funded by the corporation.
- (g) The number of meetings held by the corporation.
- (h) Any information required by Section 4 below.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

Section 4. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all directors the corporation shall annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the corporation's fiscal year:

(a) Any transaction (i) in which the corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than Fifty Thousand Dollars (\$50,000.00), or was one of a number of transactions with the same interested person involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000.00). For this purpose, an "interested person" is either of the following:

- (i) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
- (ii) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief

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

(b) Any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the fiscal year to any officer or director of the corporation under Article X of these Bylaws.

ARTICLE XII GENERAL CORPORATE MATTERS

Section 1. Fiscal Year. The fiscal year of this corporation shall commence on July 1 and conclude on June 30.

Section 2. Checks, Drafts and Evidence of Indebtedness. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to this corporation, shall be signed or endorsed by both (i) the chair of the board or a vice chair of the board, and (ii) the treasurer of the corporation.

Section 3. Corporate Contracts and Instruments; How Executed. The board of directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of this corporation, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the board of directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind this corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 4. Policies. The Lompoc Community Foundation shall be governed by the officially adopted policies of the City of Lompoc, except to the extent that such policies conflict with these Bylaws or California Nonprofit Public Benefit Corporation Law. In the event of any conflict, these Bylaws and California Nonprofit Public Benefit Corporation Law shall govern.

Section 5. Parliamentary Procedure. The Lompoc Community Foundation shall conduct meetings in accordance with the parliamentary procedures of the City of Lompoc.

ARTICLE XIII AMENDMENTS

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the board of directors. Notwithstanding the above, these Bylaws, whether in whole or in part, may not be amended, repealed, or otherwise made ineffective without the express written authorization of the Lompoc City Council. Any change(s) to these Bylaws shall be adopted by the board of directors subject to approval by the City Council, shall be transmitted to the City Council for its consideration, and shall only become effective upon approval of such change(s) by the City Council or else shall be void.

CERTIFICATE OF INCORPORATOR

I hereby certify that I am the Incorporator of the Lompoc Community Foundation, a California nonprofit public benefit corporation, and that I adopted the above and foregoing Bylaws as the Bylaws of this corporation pursuant to my authority under California Corporations Code section 5134 on _____, 2021, and that they have not been amended since that date.

Executed on _____, 2021, at Lompoc, California.

James Throop, Incorporator