

BYLAWS
OF
RIVERSIDE COMMUNITY SERVICES FOUNDATION
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I
ORGANIZATION

1.1 Name. The name of this Foundation is RIVERSIDE COMMUNITY SERVICES FOUNDATION ("Foundation").

1.2 Purpose. The Foundation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes. The specific purposes of this Foundation are:

- (a) to aid, sponsor, promote, advance, and assist in the provision, development, and maintenance of public parks, recreation, and community services in the City of Riverside ("City").
- (b) to engage in any other activities in furtherance of the purposes for which the Foundation is formed; and
- (c) to receive, invest and utilize funds and property acquired through the solicitation of contributions, donations, grants, gifts, bequests and the like for the purposes for which the Foundation is formed.

1.3 Limitation on Corporate Activities. The Foundation is organized and operated exclusively for public and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). The Foundation shall not carry on any other 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 (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

1.4 Supporting Organization. The Foundation is organized, and shall be operated at all times thereafter, exclusively for the benefit of the Parks, Recreation and Community Service Department of the City, an entity described in Sections 509(a)(1) and 170(b)(1)(v) of the Code.

1.5 Dedication of Assets. The property of this Foundation is irrevocably dedicated to public and charitable purposes meeting the requirements for exemption under section 214 of the California Revenue and Taxation Code, and no part of the net income or assets of this Foundation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Foundation, none of the assets of the Foundation shall be distributable to any director, officer or member thereof or to the benefit of any private person and any assets remaining after payment or provision for payment, of all debts and liabilities of this Foundation shall be distributed to a nonprofit fund, foundation

initially authorized shall be seven (7) until changed within the limits specified herein by a duly adopted resolution of the Board.

3.2.1 Designated Directors. A majority of the authorized number of Directors shall be appointed by the director of the Parks, Recreation and Community Services Department of the City ("**Department**") acting in his or her official capacity, or his or her designee ("**Director of the Department**"). Directors appointed by the Director of the Department shall be referred to herein as "**Designated Directors**". When the term of a Designated Director will be expiring at the end of the Foundation's fiscal year, a successor Designated Director shall be appointed at the Annual Meeting by the Director of the Department and shall hold office until expiration of the term for which appointed and until a successor is thereafter appointed.

3.2.2 Elected Directors. All other Directors shall be elected directors ("**Elected Directors**") with the right to vote.

3.3 Interested Persons. No more than forty-nine percent (49%) of the persons serving on the Board may be "interested persons."

3.3.1 As used in this Section 3.3, an "interested person" means:

(a) Any person compensated by the Foundation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director for his/her service as Director; and

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person.

3.3.2 Any violation of the provisions of this Section 3.3 shall not affect the validity or enforceability of any transaction entered into by the Foundation.

3.4 Nomination of Elected Directors. All candidates for election to the Board as Elected Directors shall be subject to nomination by the Nomination Committee, as such committee is described in Section 5.4 of these Bylaws. Each member of the Nomination Committee shall submit to the Nomination Committee the name of one (1) or more nominee(s) for the position of Elected Director, the nominees' qualifications and the reason for the nominees' candidacy; provided, however, that such nomination is communicated to the Nomination Committee at least twenty-eight (28) calendar days prior to the date of the Board meeting at which elections are to be held. The Nomination Committee shall submit to the Board at least seven (7) calendar days prior to the date of the Board meeting at which elections are to be held, for its consideration, a slate of candidates whom the Nomination Committee deems qualified for election through a vote of the Nomination Committee. The Board may direct the Nomination Committee to propose additional candidates other than those first proposed by the Nomination Committee.

3.5 Election of Directors. Directors shall be elected at each Annual Meeting by existing Directors and shall hold office until expiration of the term for which elected and until a

3.7.3 A vacancy on the Board shall be filled in the same manner of selection as that used to select the Director whose office is vacant.

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

3.8 Resignations of Directors. Except as provided in these Bylaws, any Director may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If an Elected Director's resignation becomes effective at a later time; the Board may elect a successor to take office as of the date when the resignation becomes effective. If a Designated Director's resignation becomes effective at a later time, the Director of the Department must designate a successor to take office as of the date when the resignation becomes effective.

3.9 Removal of Directors. An Elected Director may be removed from office, with or without cause, by the vote of the majority of the Directors then in office. However, a Designated Director may only be removed by the Director of the Department.

3.10 Compensation of Directors. Directors shall receive no compensation for their services as Directors of the Foundation. However, they shall be entitled to receive such just and reasonable reimbursement of expenses as may be determined by the Board.

3.11 Inspection Rights of Directors. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Foundation during normal weekday business hours. If a Director wishes to be accompanied by an attorney during such inspection, then the inspection will be scheduled at a time when the Foundation's attorney will be present.

ARTICLE IV MEETINGS OF THE BOARD

4.1 In General. Subject to the other provisions of this Article, all meetings of the Board shall be held in compliance with the requirements under the CCC.

4.2 Place of Meetings. Unless specified otherwise, meetings of the Board shall be held at the principal office of the Foundation or an alternate method would be to use a virtual platform (i.e. Zoom or TEAMS Conference call) to hold quorum board meetings.

4.3 Annual Meetings. The annual meeting of the Board ("Annual Meeting") shall be held for the purpose of organization, election of Directors and officers and the transaction of such other business as may properly be brought before the meeting in the month of June of each year, the exact date to be set by resolution of the Board.

Benefit Corporation Law, including, without limitation, those provisions relating to: (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (b) approval of certain transactions between corporations having common directorships; (c) creation of and appointments of committees of the Board, and (d) 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 such meeting or such greater number as is required by the Articles of Incorporation, these Bylaws or by law.

4.11 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned more than twenty-four (24) hours, in which case notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

4.12 Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Foundation is a party and who is an "interested person" as defined in section 5233 of the CCC, shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board. Any certificate or document filed on behalf of the Foundation relating to an action taken by the Board without a meeting shall state that the action was taken by a unanimous written consent of the Board without a meeting and that the Bylaws of this Foundation authorize its Directors to so act.

ARTICLE V COMMITTEES OF THE BOARD

5.1 Committees.

5.1.1 Generally. Except as limited by Section 5.2 of these Bylaws, the Board may by resolution adopted by a majority of the Directors then in office, designate one or more committees for any purposes and delegate to such committees any of the powers and authorities of the Board to the extent permitted by section 5212 of the CCC. All such committees shall consist of two (2) or more Directors, including at least one Designated Director, and shall serve at the pleasure of the Board.

5.1.2 Committee Members. The chairperson and members of each standing, special or advisory committee, except as otherwise provided by the Board or by these Bylaws, shall be appointed annually by the Board and may be removed by majority vote of the Directors then in office.

Tenure; Vacancies. The chairperson and each member of each standing committee shall serve until his or her successor is appointed or until such committee is sooner terminated, or until

to act for the Foundation, shall serve only in an advisory capacity and shall report their findings and recommendations to the Board.

5.4 Nominating Committee. The Board may appoint a Nominating Committee, which shall be composed of at least two (2) Directors. The Nomination Committee shall be limited to such duties as are described in section 3.4 of these Bylaws.

ARTICLE VI OFFICERS

6.1 Officers. The officers of this Foundation shall be a President, a Vice President, a Secretary and a Treasurer. The Foundation, at the Board's discretion may also have a Chair of the Board. The Board may establish such other offices as it shall deem advisable. Additional officers so elected shall hold office for such period and shall have such powers and duties as the Board may authorize from time to time. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President or Chair of the Board.

6.1.1 President. The President shall preside at all meetings of the Board. The President shall also be the chief executive officer of the Foundation and shall supervise, direct and control the Foundation's activities, affairs and officers. The President shall exercise and perform such other powers and duties as the Board may assign from time to time.

6.1.2 Vice President. The Vice President (of if there is more than one vice president, the vice president designated by the Board) shall preside at meetings of the Board if the President is not present, and shall have such other powers and duties as may be conferred by the Board.

6.1.3 Secretary. The Secretary shall keep or cause to be kept, at the Foundation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board, and of meetings of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular or special, and if special, how authorized; the notice given; and the names of persons present at Board and committee meetings. The Secretary shall keep or cause to be kept written waivers of notice of meetings; written consents to holding meetings, written approval of minutes of meetings; and unanimous written consents of action of the Board without a meeting. The Secretary shall keep or cause to be kept, at the principal office of the Foundation, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in such custody and shall have such other powers and perform such other duties as the Board or these Bylaws may require.

6.1.4 Treasurer. The Treasurer may also be designated by the alternate title "Chief Financial Officer." The Treasurer shall keep and maintain, or cause to be kept, and maintained adequate and correct books and accounts of the Foundation's properties and

unless it shall be determined ultimately that the Director, officer or employee is entitled to be indemnified.

7.3 Insurance. The Foundation may purchase and maintain insurance on behalf of any Director, officer or employee of the Foundation against any liability asserted against or incurred by the Director, officer or employee in such capacity or arising out of the Director's, officer's or employee's status as such, whether or not the Foundation would have the power to indemnify the Director, officer or employee against such liability under the provisions of section 5238 of the CCC.

ARTICLE
VIII
AMENDMEN
TS

8.1 Amendment of Articles. The amendment of the Articles of Incorporation of the Foundation is provided for by California state law and requires the approval of the majority of the Directors of the Foundation and the filing of a certificate of amendment with the Secretary of State.

8.2 Amendment of Bylaws. These Bylaws may be amended or repealed, or new Bylaws may be adopted, only by approval of a majority of the Directors of the Foundation, except that Section 3.2.1, Section 3.6.3, Section 3.7.1, Section 3.8, Section 3.9 and Section 4.10 of these Bylaws may not be amended or repealed without the consent of the Director of the Department.

ARTICLE
IX
RECORDS

9.1 Minute Book. The Foundation shall keep or cause to be kept a minute book which shall contain:

(a) The record of all meetings of the Board including date, place, those attending and the proceedings thereof, a copy of the notice of the meeting and when and how given, written waivers of notice of meeting, written consents to holding meeting, written approvals of minutes of meeting, and unanimous written consents to action of the Board without a meeting, and similarly as to meetings of committees of the Board established pursuant to these Bylaws.

(b) A copy of the Articles of Incorporation, and all amendments thereof, and a copy of all certificates filed with the Secretary of State; and

(c) A copy of these Bylaws, and all amendments hereof, duly certified by the Secretary.

transactions in which the same "interested person" had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000). The names of the "interested persons" involved in such transactions, stating such person's relationship to the Foundation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the

9.4.1 interest of the partnership need be stated.

9.4.2 Indemnifications. The statement shall describe briefly the amount and circumstances of any indemnifications or advances aggregating to more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any officer or Director of the Foundation pursuant to section 5238 of the CCC.

For purposes of this Section 9.4, an "interested person" is (i) any Director or officer of the Foundation, or its parent or subsidiary; and (ii) any holder of more than 10 percent (10%) of the voting power of the Foundation, its parent or subsidiary.

ARTICLE X MISCELLANEOUS

10.1 Fiscal Year. The fiscal year of the Foundation shall end of the 30th of June each year.

10.2 Bonding. All Directors, officers or employees handling funds shall be properly bonded, if so, required by the Board.

10.3 Self-Dealing. In the exercise of voting right by Directors, no Director shall vote on any issue, motion or resolution which directly or indirectly inures to his or her benefit financially, except that such Director may be counted in order to qualify a quorum and, except as the Board may otherwise direct, participate in a discussion on such an issue, motion or resolution if he or she first discloses the nature of his or her interest subject to the applicable provisions of the CCC.

10.4 Gifts and Donations. The Board may accept on behalf of the Foundation any contributions, gifts, requests or devises for the general purpose or for any special purpose of the Foundation not in violation of the Foundation's Articles of Incorporation.

10.5 Contracts. Unless otherwise set forth in these Bylaws the Board may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

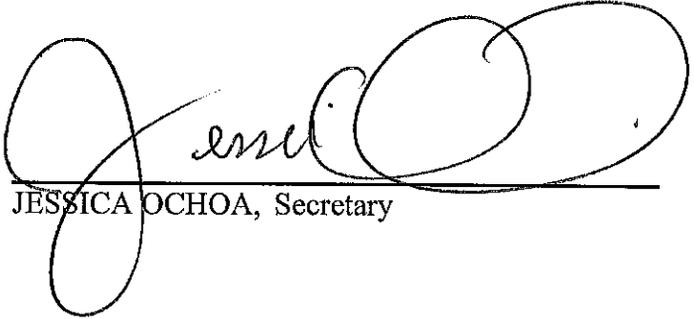
CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of RIVERSIDE COMMUNITY SERVICES FOUNDATION, a California nonprofit public benefit corporation ("**Foundation**"); and

2. That the foregoing Bylaws, comprising fourteen (14) pages, constitute the Bylaws of said Foundation, as duly approved by the Board of Directors of said Foundation at a meeting duly held on June 3, 2021.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Foundation this 3rd day of June, 2021.



JESSICA OCHOA, Secretary