

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

or corporation which is organized and operated exclusively for public and charitable purposes meeting the requirements for exemption under section 214 of the California Revenue and Taxation Code and which has established its exempt status under section 501(c)(3) of the Code.

1.6 Principal Office. The principal office for the transaction of the activities and affairs of this Foundation shall be located and maintained at 3936 Chestnut Street, Riverside, California 92501. The Board (as that term is defined in Section 3.2 of these Bylaws) is hereby granted full power and authority to change the location of the principal office of the Foundation from one location to another location in the City of Riverside. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws. The Foundation may also have offices at such other places, within or without Riverside County, as its business may require and as the Board may designate.

ARTICLE II **MEMBERS**

The Foundation shall have no members as that term is defined by section 5056 of the California Corporations Code ("CCC"), and shall be governed solely by its Board in accordance with these Bylaws. Pursuant to section 5310(b) of the CCC, any action which would otherwise require approval by a majority of all members shall only require the approval of the Board. The Foundation may refer to persons or entities associated with it as "members" even though those persons or entities are not voting members, but no such reference shall constitute anyone a member within the meaning of section 5056 of the CCC.

ARTICLE III **DIRECTORS**

3.1 General and Specific Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation or these Bylaws, the Foundation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. Without limiting the generality of the foregoing, the Board shall have the power and authority to exercise this Foundation's rights as member or shareholder of any other corporation, venture or entity in which this Foundation has an interest as a member, shareholder or otherwise. In doing so, the Board may, by resolution authorize one (1) or more officers of this Foundation to represent this Foundation with respect to any matter to be acted upon by this Foundation as a member, shareholder or otherwise.

3.2 Authorized Directors. The authorized number of directors ("Directors") of the Board of Directors ("Board") of the Foundation shall be not less than five (5) or more than nine (9), the exact number to be fixed by resolution adopted by the Board, provided that any amendment which reduces the number of Directors shall not have the effect of terminating the unexpired term of any Director. The exact number of Directors 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

successor is elected and qualified. The candidates receiving the highest number of votes up to the number of Elected Directors to be elected are elected.

3.6 Term of Office.

3.6.1 Initial Directors. Three (3) of the initial Directors ("**Initial Directors**") of the Board shall serve a term of two (2) years and shall be eligible for two (2) additional terms of three (3) years thereafter; the remaining Initial Directors of the Board shall serve a term of three (3) years and shall be eligible for two (2) additional terms of three (3) years thereafter. Each year in office shall commence on the 1st day of July following the Annual Meeting and shall conclude on June 30th of the following year.

3.6.2 Directors Other than Initial Directors. Each Director, whether a Designated Director or an Elected Director, other than an Initial Director, shall serve a term of office of three (3) years and shall be eligible to serve two (2) additional terms of three (3) years thereafter. Each year in office shall commence on the 1st day of July following the Annual Meeting and shall conclude on June 30th of the following year.

3.6.3 Vacancy During Term of Office. A vacancy occurring in the office of an Elected Director may be filled by the remaining Directors for the balance of the unexpired term and until a successor has been elected and qualified. A vacancy occurring in the office of a Designated Director may only be filled by the Director of the Department for the balance of the unexpired term and until a successor has been designated.

3.7 Vacancies.

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

(a) the death, disqualification, resignation, suspension, expulsion or termination of any Director;

(b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of any court, convicted of a felony or found by final order of judgment of any court to have breached a duty under Article 3 of Chapter 2 of Division 3 of the CCC;

(c) the increase in the authorized number of Directors; or

(d) the removal of a Director for failure to adhere to policies and procedures governing the Board.

Notwithstanding the preceding, a Designated Director may only be removed by the Director of the Department.

3.7.2 Removal of a Director for one or more of the reasons listed in (b) above may be initiated by any member of the Board.

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.

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.

4.4 Regular Meetings. Regular meetings of the Board shall be held on a quarterly basis, the exact date, time and place to be set by resolution of the Board.

4.5 Special Meetings. Special meetings of the Board for any purpose or purposes may be called by the President, Secretary or any two (2) or more Directors.

4.6 Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on the Foundation's records. Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or electronic transmission shall be delivered, telephoned or sent, respectively, at least forty-eight (48) hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Foundation's principal office.

4.7 Waiver of Notice. Written notice may be dispensed with as to any Director who, at or prior to the time the meeting convenes, files with the Secretary a written waiver of notice, a written consent to the holding of the meeting, an approval of the minutes of the meeting, or who is actually present at the meeting when it convenes. All such waivers, consents and approvals shall be made a part of the minutes of the meeting.

4.8 Meetings by Telecommunications Equipment. Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment. Participation in a meeting by these means constitutes presence in person at such meeting if both of the following apply:

4.8.1 Each Director participating in such meeting can communicate concurrently with all other Directors; and

4.8.2 Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation.

4.9 Conduct of Meetings. Meetings of the Board shall be presided over by the President, or in his or her absence, by the Vice President, or in the absence of each of these persons, by a person chosen by the majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board; provided, however, that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

4.10 Quorum. A majority of the authorized number of Directors then in office shall constitute a quorum for the transaction of any business except adjournment; provided, however, that a majority of the Designated Directors must be present. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Public 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.

5.1.3 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 such person is removed, resigns or otherwise ceases to qualify as a

chairperson or member, as the case may be, of the committee. Chairpersons and members of special committees shall serve for the life of the committee unless they are sooner removed, resign or cease to qualify as a chairperson or member, as the case may be, of such committee. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

5.1.4 Quorum; Meetings. Each committee shall meet as often as necessary to perform its duties, at such times and places as directed by its chairperson or by the Board. A majority of the members of a committee shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall keep accurate minutes of its meetings, the chairperson designating a secretary of the committee for this purpose, and shall make periodic reports and recommendations to the Board.

5.1.5 Expenditures. Except as may otherwise be provided by the Board or by these Bylaws, any expenditure of corporate funds by a committee shall require prior approval of the Board.

5.2 Limitation on Delegation. In accordance with the CCC, the Board may not delegate any power of final action to any committee not composed entirely of Directors, and may not delegate to any committee the following powers:

- (a) the filling of vacancies on the Board or on any committee which has the authority of the Board;
- (b) the fixing of compensation of the Directors for serving on the Board or on any committee;
- (c) the amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) the appointment of committees of the Board or the members thereof;
- (f) the expenditure of corporate funds to support a nominee for Director after there are more persons nominated for Director than can be elected; or
- (g) the approval of any contract or transaction to which the Foundation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in section 5233(d)(3) of the CCC.

5.3 Advisory Committees. Advisory committees may be appointed from time to time by the Board. Advisory committees' membership may consist of Directors only, both Directors and nondirectors, or nondirectors only. Advisory committees have no legal authority

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 shall 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

transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. 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. The Treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Foundation with such depositories as the Board may designate; (ii) disburse the Foundation's funds upon a check or draft of the Foundation signed pursuant to the order of the Board; (iii) render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Foundation; and (iv) have such other powers and perform such other duties as the President, Board or these Bylaws may require.

6.2 Election; Removal; and Term of Office.

6.2.1 Election. The officers of the Foundation shall be elected by the Board at its Annual Meeting.

6.2.2 Term of Office. Each officer shall hold office for two (2) years at the pleasure of the Board and until his or her successor shall be selected and qualified to serve.

6.2.3 Removal. Any officer may be removed from office at any time by the Board, with or without cause or prior notice.

6.2.4 Resignation. Any officer may resign at any time upon written notice to the Board, and such resignation is effective upon receipt of the written notice by the Board unless the notice prescribes a later effective date or unless the notice prescribes a condition to the effectiveness of the resignation.

6.2.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled for the unexpired term at any meeting of the Board.

ARTICLE VII INDEMNIFICATION

7.1 Indemnification. The Foundation may indemnify a Director, officer, or employee under the provisions of section 5238 of the CCC, or pursuant to any contract entered into with any employee who is not an officer or Director.

7.2 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Foundation as authorized in section 5238 of the CCC prior to the final disposition of such proceeding, upon receipt of an undertaking by or on behalf of the Director, officer or employee to repay such amount 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 AMENDMENTS

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.

9.2 Financial Statements.

9.2.1 Financial statements shall be prepared as soon as reasonably practicable after the close of the fiscal year, but not later than the fifteenth (15th) day of the third (3rd) month after the close of said fiscal year. The financial statements shall contain in appropriate detail the following:

(a) The assets and liabilities, including trust funds, of the Foundation 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 Foundation, both unrestricted and restricted to particular purposes, for the fiscal year; and

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

9.3 Annual Report.

9.3.1 Contents. An annual report, including the financial statements prescribed by Section 9.2.1 of these Bylaws, shall be furnished annual to all Directors within 120 days after the end of the Foundation's fiscal year and shall include any information required by Section 9.4 of these Bylaws. The financial statements included with the annual report shall be accompanied by a report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Foundation that such statements were prepared without audit from the books and records of the Foundation.

9.3.2 Waiver. The requirement of an annual report shall not apply if the Foundation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing. If the Board approves, the Foundation may send the report and any accompanying material sent pursuant to this Section 9.3 by electronic transmission.

9.4 Report of Transactions and Indemnifications. As part of the annual report to all Directors required by Section 9.3 of these Bylaws, or a separate document if no annual report is issued, the Foundation shall annually prepare and mail, deliver or send by electronic transmission to all Directors a statement of any transaction between the Foundation and one of its officers or Directors or of any indemnification paid to any officer or Director if, and to the extent, required by section 6322 of the CCC. The statement shall be mailed within 120 days after the close of the fiscal year. The statement required by this Section shall describe briefly:

9.4.1 Covered Transactions. Any covered transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000), or which was one of a number of covered 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 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 on the 30th of June of 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, bequests 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.

10.6 Checks; Drafts; etc. Except as otherwise set forth in these Bylaws, all checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents, of the Foundation and in such manner as shall from time to time be determined by resolution of the Board.

10.7 Conflicts of Interest. The Foundation, through its Board, may promulgate from time to time a conflict of interest policy and other policies according to the current law then in effect to be adhered to by its officers and Directors.

10.8 Inspection of Articles and Bylaws. The Foundation shall keep at its principal executive office in California the original or a copy of its Articles of Incorporation endorsed and certified by the Secretary of State and its Bylaws certified by the Secretary, as amended or otherwise altered to date, which shall be open to inspection by Directors at all reasonable times during office hours.

10.9 Inspection by Public. In accordance with section 6104 of the Code, copies of the Foundation's application for tax exemption and any papers submitted in support of such application shall be made available by the Foundation for inspection at the request of any individual during regular business hours at the Foundation's principal place of business and at any regularly maintained regional or district office of the Foundation having three or more employees.

10.10 Interpretation and Construction. Any conflict between these Bylaws and the Articles of Incorporation shall be resolved in favor of the Articles of Incorporation. 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.

10.11 Dissolution. The Foundation shall not be voluntarily dissolved, except by approval of the Board. In the event of dissolution of the Foundation in any manner and for any cause, after the payment or adequate provision for the payment of all of its debts and liabilities, all of the remaining funds, assets and properties of the Foundation shall be paid or distributed as provided for in the Articles of Incorporation.

10.12 Rules of Order. Robert's Rules of Order shall be the parliamentary law of all proceedings of the Board and all committees. Notwithstanding the foregoing, failure to follow Robert's Rules of Order at any meeting shall not affect the validity of any corporate action otherwise in compliance with the CCC and this Foundation's Articles of Incorporation, these Bylaws and applicable corporate resolutions.

10.13 Job Descriptions and Policies. Notwithstanding any other provision in these Bylaws to the contrary, the Board may, at its option, implement job descriptions and policies for Directors, committee members, officers and other employees.

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 December 10, 2007.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Foundation this 10th day of December, 2007.

DUNCAN WEBB, Secretary