

AGENDA

LAGUNA WOODS CIVIC SUPPORT FUND BOARD OF DIRECTORS

Tuesday, August 2, 2016
10:30 a.m.

Laguna Woods City Hall
24264 El Toro Road
Laguna Woods, CA 92637

1. CALL TO ORDER
2. ROLL CALL
3. PLEDGE OF ALLEGIANCE
4. PUBLIC COMMENTS – This is the time and place for members of the public to address the Board of Directors on items *not* appearing on this agenda. Pursuant to State law, the Board of Directors is unable to take action on such items, but may engage in brief discussion, provide direction to staff, or schedule items for consideration at future meetings.
5. BYLAWS (see attachment)

Recommendation: Adopt bylaws for the Laguna Woods Civic Support Fund and recommend that the same be ratified by the Laguna Woods City Council.

6. OFFICERS OF THE CORPORATION

Recommendation: Appoint such officers of the Laguna Woods Civic Support Fund as are called for in the adopted bylaws for the Laguna Woods Civic Support Fund, to be effective upon ratification of the bylaws by the Laguna Woods City Council.

7. MEMBERS OF THE BOARD OF DIRECTORS

Recommendation: Make recommendations to the Laguna Woods City Council regarding the appointment of members of the Board of Directors.

8. BOARD OF DIRECTORS MEETING SCHEDULE

Recommendation: Schedule upcoming meetings of the Board of Directors and approve a time and place for regular meetings of the Board of Directors.

9. BOARD OF DIRECTORS COMMENTS AND ANNOUNCEMENTS

10. ADJOURNMENT

Public Comments: Persons wishing to address the Board of Directors are requested to complete and submit a speaker card to a member of the Board of Directors. Speaker cards are available near the entrance to the meeting location. Persons wishing to address the Board of Directors on an item appearing on this agenda will be called upon at the appropriate time during the item’s consideration. Persons wishing to address the Board of Directors on an item *not* appearing on the agenda will be called upon during the “Public Comments” item. Persons who do not wish to submit a Speaker Card, or who wish to remain anonymous, may indicate their desire to speak from the floor. Speakers are requested, but not required, to identify themselves.

Americans with Disabilities Act (ADA): It is the intention of the Laguna Woods Civic Support Fund to comply with the ADA. If you need assistance to participate in this meeting, please contact either the City of Laguna Woods’ City Clerk’s Office at (949) 639-0500/TTY (949) 639-0535 or the California Relay Service at (800) 735-2929/TTY (800) 735-2922. The Laguna Woods Civic Support Fund requests at least two business days’ notice in order to effectively facilitate the provision of reasonable accommodations.

AFFIDAVIT OF POSTING

STATE OF CALIFORNIA)
COUNTY OF ORANGE) ss.
CITY OF LAGUNA WOODS)

I, Yolie Trippy, on behalf of the Laguna Woods Civic Support Fund Board of Directors, hereby certify under penalty of perjury that this agenda was posted at Laguna Woods City Hall, 24264 El Toro Road, Laguna Woods, California 92637; on the City of Laguna Woods’ website (www.cityoflagunawoods.org); and, at other locations designated by City of Laguna Woods Resolution No. 02-33, pursuant to California Government Code Section 54954.2 of the Ralph M. Brown Act.



YOLIE TRIPPY

7-27-16

Date

**BYLAWS OF
LAGUNA WOODS CIVIC SUPPORT FUND**

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

This corporation 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 charitable purposes.

ADOPTED ON XX

1. Name of Corporation

1.1. The name of this Corporation shall be “Laguna Woods Civic Support Fund.”

1.2. The business of this Corporation may be done under business names other than that which is set forth in Section 1.1. of these Bylaws; provided, however, that both the decision to conduct business under other business names and the selection of any such other business names shall be subject to a two-thirds majority vote of the Board of Directors at a duly noticed public meeting thereof and ratification by the City Council of the City of Laguna Woods (“City”) at a duly noticed public meeting thereof.

2. Principal Office of Corporation

2.1. The principal office for the transaction of the activities and affairs of this Corporation shall be located at such location within the City of Laguna Woods as the Board of Directors may designate by resolution. Initially, and until such time as otherwise designated by resolution, the principal office of this Corporation shall be 24264 El Toro Road, Laguna Woods, California 92637. Any change of the principal office shall be noted on these Bylaws opposite this Section 2 or, alternatively, these Bylaws may be amended to state the new principal location.

3. Purpose of Corporation

3.1. The specific and primary purpose of this Corporation shall be to raise and distribute funds to support programs, projects, and services of the City, as well as to function as a “friends of the library” group in support of the Laguna Woods branch of the County of Orange’s public library system. The act of distributing funds shall be interpreted broadly and shall include making donations to the City, County of Orange, or other organizations, as well as contracting for or otherwise providing services to third parties consistent with the purpose set forth in this Section 3.

3.2. Programs, projects, and services for which this Corporation may raise and distribute funds shall include, but not be limited to, those pertaining to public art, cultural affairs, human relations, social services, recreation, transportation, public parks, public infrastructure, public safety, and economic development (e.g., business attraction, retention, and promotion) in the City, as well as library services provided at the Laguna Woods branch of the County of Orange's public library system.

3.3. All programs, projects, and services for which this Corporation raises or distributes funds shall be available to or benefit residents of the City, irrespective of which residential community they reside in.

3.4. This Corporation must receive prior written authorization from the City Council of the City for each program, project, or service for which this Corporation raises or distributes funds.

3.5. The general purposes of this Corporation are the following:

- a) To receive, hold, and disburse gifts, bequests, devises, grants, and other funds to accomplish its specific and primary purpose;
- b) To enter into, make, and perform, and carry out contracts which are deemed necessary to accomplish its specific and primary purpose; and
- c) To own, lease, and maintain real and personal property which is deemed necessary to accomplish its specific and primary purpose.

3.6. This Corporation shall not, except to an insubstantial degree in conformance with applicable laws, engage in any activities or exercise any powers that are not in furtherance of its purpose as set forth in this Section 3.

4. Limitations on Corporate Activities

4.1. This Corporation shall be organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as may be amended from time to time ("Code"). This Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation whose contributions are deductible under Section 170(c)(2) of the Code.

4.2. This Corporation shall be organized and operated as a nonprofit public benefit corporation within the meaning of California Nonprofit Public Benefit Corporation

Law (set forth at California Corporation Code Section 5110 *et seq.*), as may be amended from time to time or replaced by a successor statute. Corporate activities shall conform to the requirements thereof.

4.3. This Corporation is expressly prohibited from each of the following:

- a) Activities to raise or distribute funds for programs, projects, or services that are not offered or provided by the City or supportive of the Laguna Woods branch of the County of Orange's public library system.
- b) Activities to raise or distribute funds for programs, projects, or services for which the City Council of the City has not specifically authorized support from this Corporation. Such authorizations shall be made in writing.
- c) Activities to raise or distribute funds for programs, projects, or services that certain City residents may be precluded from based on which residential community they reside in (*e.g.*, programs, projects, and services that are only available to residents of a particular residential community).
- d) Activities to participate in, intervene in, or attempt to influence any political campaign on behalf of or in opposition to any candidate for public or private elected or appointed office, legislation, ballot measure, initiative, or similar voted matter (*e.g.*, publication or dissemination of materials with the purpose of attempting to influence legislation). This Corporation shall be nonprofit and nonpartisan.
- e) Activities to raise or distribute funds for religious organizations or religious purposes.

5. City Support of Corporation

5.1. To the extent provided for by the City Council of the City and these Bylaws, and to the extent allowable by law, the City, members of the City Council of the City, and City staff may support this Corporation in all manners except making direct fundraising appeals of or to third-parties. Members of the City Council of the City and City staff may participate in the design, development, and administration of fundraising campaigns and events, but shall not make direct fundraising appeals of or to third-parties. For the purpose of this Section 5, "fundraising" shall include any activity in which support is sought from any person or entity of either a monetary, service, or in-kind nature, exclusive of services for which this Corporation contracts.

5.2. The Board of Directors shall reasonably, fully, and timely cooperate with the City and its agents and contractors to allow for the performance of their duties.

5.3. The City may audit or inspect, or cause to be audited or inspected, the financial statements or any other aspect of this Corporation's activities, at any time, without limitation or restriction. In such instances, the Board of Directors shall reasonably, fully, and timely cooperate with the City and its agents and contractors.

5.4. The City may solicit legal advice or counsel in connection with its support of this Corporation. In such instances, the Board of Directors shall reasonably, fully, and timely cooperate with the City and its agents and contractors, and acknowledges the City's right to follow and act in accordance with advice and counsel received, including to the extent that it may differ from directives of the Board of Directors.

5.5. The City reserves the right to terminate its involvement with this Corporation, either fully or in part, and with or without cause, with 30 calendar days written notice to the Board of Directors. In such instances, all officer positions held by City staff shall become vacant and the City's responsibilities pursuant to these Bylaws shall end, to the extent specified in termination notice, upon its effective date. Unless the termination notice provides otherwise, Sections 3.4, 4.3(b), and 21.1 of these Bylaws (requiring authorization from the City Council of the City to raise or distribute funds for programs, projects, or services, or amend these Bylaws) shall automatically terminate upon the effective date that the City terminates its involvement with this Corporation. The City shall not be liable for incomplete or unfinished work.

6. Members of the Board of Directors of Corporation

6.1. Subject to these Bylaws and federal and state law, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be controlled and conducted by, the Board of Directors.

6.2. The authorized number of members of the Board of Directors of this Corporation ("Directors") shall be not less than two and not more than seven. The Board of Directors may include the following:

- a) Up to two members of the City Council of the City, appointed by a majority vote of the City Council at a duly noticed public meeting thereof; and
- b) Up to three residents of the City, appointed by a majority vote of the City Council at a duly noticed public meeting thereof; and

- c) Up to two persons representing businesses or organizations with a physical location in the City or that provide regular and ongoing services to residents of the City, appointed by a majority vote of the City Council of the City at a duly noticed public meeting thereof.

6.3. Directors shall be appointed for terms of up to 12 months.

6.4. No person serving on the Board of Directors shall at any time be an interested person. An interested person is (i) any person being compensated by this 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 reimbursement paid to a Director for reasonable and necessary expenses incurred on behalf of this Corporation or (ii) any brother, sister, mother, father, 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. Violations of the provisions of this Section 6.4 shall not affect the validity or enforceability of any transaction entered into by this Corporation.

6.5. A vacancy on the Board of Directors shall occur in the event of:

- a) The expiration of a Director's term; or
- b) The resignation of a Director, when made in writing to the Board of Directors, Chair of the Board, Chief Executive Officer, or Secretary; or
- c) The cessation of a Director to meet the minimum residency or occupational standards set forth in Section 6.2 of these Bylaws; or
- d) The death of a Director; or
- e) The declaration by resolution, approved by a majority vote of the Board of Directors at a duly noticed public meeting thereof, of a vacancy in the office of a Director who has been (i) convicted of a felony, (ii) declared of unsound mind by a court order, or (iii) found by final order or judgment of any court to have breached a duty under federal or state law including, but not limited to, the California Nonprofit Public Benefit Corporation Law; or
- f) The removal of a Director, with or without cause, by a two-thirds majority vote of the City Council of City at a duly noticed public meeting thereof.

6.6. A vacancy on the Board of Directors shall be filled in the manner prescribed in Section 6.2 of these Bylaws for regular appointment of such Director, provided that such vacancies shall be filled as they occur. No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

7. Actions of the Board of Directors of Corporation

7.1. The Board of Directors shall meet a minimum of once a year at the principal office of this Corporation or at such other location within the City selected by the Board of Directors in accordance with Section 2.1 of these Bylaws.

7.2. All meetings of the Board of Directors and standing committees thereof shall comply with the noticing and other requirements of the Ralph M. Brown Act.

7.3. A majority of Directors shall constitute a quorum to conduct business, except to adjourn. The majority of the quorum present at a duly noticed public meeting may take action and such action shall be an act of the Board of Directors, subject to the more stringent provisions of this Corporation's articles of incorporation and the California Nonprofit 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, despite the withdrawal of one or more Directors from the meeting, provided that actions are approved by at least a majority or two-third majority of the required quorum for that meeting, as may be required by these Bylaws. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting shall be given in accordance with the Ralph M. Brown Act.

7.4. This Corporation shall not compensate Directors for their services, but may reimburse Directors for their reasonable and necessary expenses incurred on behalf of this Corporation, in accordance with such rules, standards, and procedures as may be established by a majority vote of the Board of Directors at a duly noticed public meeting.

7.5. Subject to the provisions of the California Nonprofit 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 status of this Corporation, neither the Board of Directors nor any member thereof shall do any act, or authorize or suffer the doing of any act by an officer of this Corporation, on behalf of this Corporation, which is inconsistent with the articles of incorporation, these Bylaws or the purpose of this Corporation. Any such act or acts shall be null and void.

8. Officers of Corporation

8.1. The officers of this Corporation shall be a Chair of the Board, Vice Chair of the Board, Chief Executive Officer, Chief Financial Officer, and Secretary. The offices of Chair of the Board and Vice Chair of the Board shall be filled by Directors. The Board of Directors may create other offices by resolution, with such other titles and such other duties as it determines and deems advisable. Any number of offices may be held by the same person, except that no person serving as the Secretary or the Chief Financial Officer may serve concurrently as the Chair of the Board.

8.2. The Chair of the Board shall be appointed by a majority vote of the Board of Directors at a duly noticed public meeting. The Chair of the Board shall preside over Board of Directors meetings, attest to the Board of Directors' approval of meeting minutes, and have such other powers and perform such other duties as the Board of Directors or these Bylaws may require.

8.3. The Vice Chair of the Board shall be appointed by a majority vote of the Board of Directors at a duly noticed public meeting. The Vice Chair of the Board shall serve as the Chair of the Board in his or her absence and have such other powers and perform such other duties as the Board of Directors or these Bylaws may require.

8.4. The Chief Executive Officer shall be the City Manager of the City or his or her designee. The Chief Executive Officer shall serve as the general manager of this Corporation and shall supervise and direct all administrative activities and affairs, in accordance with policies established and direction provided by a majority vote of the Board of Directors at a duly noticed public meeting. The Chief Executive Officer may support this Corporation in all manners except making direct fundraising appeals of or to third-parties.

8.5. The Chief Financial Officer shall be the City Treasurer of the City or his or her designee. The Chief Financial Officer shall supervise and direct all financial activities and affairs of this Corporation, in accordance with policies established and direction provided by a majority vote of the Board of Directors at a duly noticed public meeting. The Chief Financial Officer shall report to the Chief Executive

Officer and may support this Corporation in all manners except making direct fundraising appeals of or to third-parties.

- a) The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of this Corporation. The books of account shall be open to inspection by any Director at all reasonable times.
- b) The Chief Financial Officer shall prepare and file, or cause to be prepared and filed, such financial statements and reports as are required by law, by these Bylaws, or by the Board of Directors. The Chief Financial Officer 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 of Directors.
 - 1) An annual report shall be prepared in conformity with the requirements of Sections 6321 and 6322 of the California Nonprofit Corporation Law, or any successor statutes. The annual report shall be sent to each Director of this Corporation, and such other persons as are designated by the Board of Directors, no later than 120 days after the close of the fiscal year.
- c) The Chief Financial Officer shall 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 the Board of Directors may designate.
- d) The Chief Financial Officer shall disburse and invest, or cause to be disbursed or invested, this Corporation's funds as the Board of Directors may order.
- e) The Chief Financial Officer render to the Board of Directors or any officer of this Corporation, or cause to be rendered, when requested, a timely account of all transactions as Chief Financial Officer and of the financial condition of this Corporation
- f) The Chief Financial Officer shall have such other powers and perform such other duties as the Board of Directors or these Bylaws may require.

8.6. The Secretary shall be the City Clerk of the City or his or her designee. The Secretary shall be responsible for certain corporate functions. The Secretary shall report to the Chief Executive Officer and may support this Corporation in all manners except making direct fundraising appeals of or to third-parties.

- a) The Secretary shall keep, or cause to be kept, at the principal office of this Corporation for public inspection (i) a book of all minutes of meetings and resolutions of the Board of Directors and standing committees of the Board of Directors, (ii) a copy of this Corporation's articles of incorporation, (iii) a copy of these Bylaws, (iv) this Corporation's annual state and federal financial statements and reports, and (v) the seal of this Corporation, if any.
- b) The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of standing committees of the Board of Directors that the Ralph M. Brown Act or these Bylaws requires to be given.
- c) The Secretary shall have such other powers and perform such other duties as the Board of Directors or these Bylaws may require.

8.7. Any officer shall have the ability to call a meeting of the Board of Directors, subject to noticing and other requirements set forth in the Ralph M. Brown Act.

8.8. A vacancy in the office of Chair of the Board or Vice Chair of the Board shall occur in the event of:

- a) The expiration of an officer's term as a Director; or
- b) The resignation of an officer, when made in writing to the Board of Directors, Chair of the Board, Chief Executive Officer, or Secretary; or
- c) The death of an officer; or
- d) The declaration by resolution, approved by a majority vote of the Board of Directors at a duly noticed public meeting thereof, of a vacancy in an office of this Corporation for an officer who has been (i) convicted of a felony, (ii) declared of unsound mind by a court order, or (iii) found by final order or judgment of any court to have breached a duty under federal or state law including, but not limited to, the California Nonprofit Public Benefit Corporation Law; or
- e) The removal of an officer, with or without cause, by a majority vote of the Board of Directors at a duly noticed public meeting thereof.

8.9. A vacancy in the office of Chair of the Board or Vice Chair of the Board shall be filled in the manner prescribed in these Bylaws for regular appointment of such office, provided that such vacancies shall be filled as they occur.

9. Members of Corporation

9.1. This Corporation shall have no “members” as that term is defined by Section 5056 of the California Corporation Code and shall be governed solely by its Board of Directors. In accordance with Section 5310(b) of the California Corporation Code, any action that would otherwise require approval by a majority of all members shall only require approval of the Board of Directors. 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 this Section 9.1, at meetings of the Board of Directors.

9.2. This Corporation may refer to individuals or entities associated with it as “members” even though those individuals or entities are not voting members. No such reference to “members” shall constitute any individual or entity a member within the meaning of Section 5056 of the California Corporation Code.

10. Fiscal Year

10.1. The fiscal year of this Corporation shall commence on January 1 and conclude on the immediately following December 31.

11. Budgets

11.1. Prior to the commencement of each fiscal year, the Board of Directors shall adopt a budget setting forth the estimated operating, capital, and other expenditures required in connection with, and the estimated receipts from, the activities of this Corporation for such fiscal year; provided, however, that during its first fiscal year, the Board of Directors shall adopt a budget for that initial year within four months of the first meeting of the Board of Directors. Budgets shall require approval of either a majority of the Board of Directors, inclusive of all members of the City Council of City serving thereon, or a two-third majority of the Board of Directors, at a duly noticed public meeting thereof.

11.2. No expenditure may be made or obligation incurred which, when added to any other expenditure for the fiscal year of this Corporation, exceeds the adopted budget for that fiscal year by more than \$5,000.00 or any line item specified in the adopted budget by more than five percent (5%), without the prior approval of a majority of the Board of Directors, inclusive of all members of the City Council of City serving thereon, or a two-third majority of the Board of Directors, at a duly noticed public meeting thereof.

12. Deposits

12.1. All funds of this Corporation shall be deposited from time-to-time to the credit of this Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

13. Payments and Instruments

13.1. Except as otherwise provided by law, these Bylaws or a resolution, written policy, or minute order of the Board of Directors, checks, drafts, promissory notes, orders for the payment of money, and any other evidence of indebtedness of this Corporation shall be signed by the Chair of the Board and countersigned by the Chief Executive Officer or Chief Financial Officer.

13.2. Except as otherwise provided by law or these Bylaws, the Board of Directors may authorize any officer or agent of this Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Corporation. Such authority shall be made in writing and may be general or confined to specific instances. Unless authorized, no Director, officer, agent, or other person shall have any power or authority to bind this Corporation by any contract or engagement or to pledge its credit or render it liable monetarily for any purpose or in any amount.

14. Dedication of Assets

14.1. The property of this Corporation is irrevocably dedicated to public and 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 thereof, or to the benefit of any private person, provided however that this Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3 of these Bylaws. Upon the dissolution or “winding up” of this Corporation, its assets (other than trust funds) remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to (i) the City, provided that it is then an organization described in Section 170(c)(1) of the Code or the corresponding provision of any future United States internal revenue law, to be used for public purposes, and/or (ii) one or more nonprofit corporations organized and operated for the benefit of the residents of the City, such corporation or corporations to be selected by the Board of Directors, subject to approval of the City Council of the City. Such nonprofit corporation(s) must be 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, and be organized and operate exclusively for charitable, scientific, literary, and/or educational purposes.

15. Use of City Logo and City Titles

15.1. The City's logo shall not be used in fundraising materials or collateral without prior written authorization of the City Council of City. The City titles of any member of the City Council of City or the City titles of any member of City staff shall not be used in fundraising materials or collateral.

16. Non-Discrimination

16.1. Neither this Corporation, nor any Director or officer in the performance of his or her duties, shall discriminate, in any way, against any person on the basis of race, color, religious creed, national origin, ancestry, sex, age, physical handicap, medical condition, sexual orientation or marital status.

17. Application of Conflict of Interest Laws

17.1. Notwithstanding any other provision of these Bylaws, this Corporation shall comply with the Political Reform Act of 1976, California Government Code Section 81000, *et seq.* This Corporation shall operate as if it is an "agency" and each Director and officer shall operate as if he or she is a "designated employee" as defined in the Political Reform Act. Each Director and officer shall comply with the conflict of interest reporting and disqualification requirements of the Political Reform Act. The Board of Directors shall adopt, periodically review, and if necessary, amend, a "conflict of interest code" as such term is defined in the Political Reform Act.

17.2. Directors who are also members of the City Council of City shall comply with the provisions of California Government Code Section 1090, *et seq.* and this Corporation shall operate as if it is a "body" of which the applicable Director is a member. No Director shall be financially interested in any contract made by him or her in his or her official capacity as a Director or made by this Corporation. Nor shall any Director be a purchaser at any sale or vendors at any purchase made by him or her in his or her official capacity as a Director or made by the Board of Directors. The prohibitions in this Section 17.2 shall be interpreted in the same manner as the prohibitions contained in California Government Code Section 1090, *et seq.* Every contract made in violation of this Section 17.2 by a Director may be avoided at the instance of any party except the Director interested therein.

18. Compliance with California Public Records Act

18.1. This Corporation shall comply with the provisions of the California Public Records Act, California Government Code Section 6250 *et seq.* This Corporation shall operate as if it is a “Local Agency” as that term is used in the California Public Records Act, and as such, shall be subject to all obligations and exemptions under the California Public Records Act.

19. Indemnification of Directors, Officers, Employees, and Agents

19.1. To the fullest extent permitted by law, this Corporation shall indemnify any present or former Director, officer, employee, or other “agent” of this Corporation, as that term is defined in Section 5238 of the California Nonprofit Corporation Law, 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 Section 5238 of the California Nonprofit Corporation Law, and including an action by or in the right of this Corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in these Bylaws, shall have the same meaning as in Section 5238(a) of the California Nonprofit Corporation Law.

19.2. On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Corporation Law, the Board of Directors shall promptly determine under Section 5238(e) of the California Nonprofit Corporation Law whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors 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, application shall be made by this Corporation or the agent or the attorney or other person rendering a defense to the agent to the court in which the proceeding is or was pending for a determination, whether or not the application by the agent, attorney, or other person is opposed by this Corporation.

19.3. To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under Sections 19.1 and 19.2 of these Bylaws in defending any proceeding covered by those sections shall be advanced by this Corporation before final disposition of the proceeding, on receipt by this 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 this Corporation for those expenses.

19.4. The Board of Directors shall have the power, but not the obligation, to purchase and maintain insurance in accordance with Section 5238(i) of the California Nonprofit Corporation Law and to the full extent permitted by law on behalf of its Directors, officers, employees, or other “agent” of this Corporation, as that term is defined in Section 5238 of the California Nonprofit Corporation Law, against any liability asserted against or incurred by any Director, officer, employee, or agent in such capacity or arising out of the Director’s, officer’s, employee’s, or agent’s status as such.

20. Construction and Definition of Bylaws

20.1. Unless the context requires otherwise, the general provisions, rules of construction, and definitions set forth in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the term “person” includes both a legal entity and a natural person, and vice versa for all references.

21. Amendment of Bylaws

21.1. No amendment of these Bylaws shall be valid unless adopted by a two-thirds majority vote of the Board of Directors at a duly noticed public meeting thereof and then ratified by the City Council of the City at a duly noticed public meeting thereof.

22. Certificate of Secretary

22.1. A certificate of the Secretary shall be affixed to the original, or most recent amended version of the Bylaws, such Certificate to be in the following form:

I, *[Secretary’s Name]*, certify that I am the duly appointed and acting Secretary of the Laguna Woods Civic Support Fund, a California Nonprofit Public Benefit Corporation, that the Bylaws attached hereto, consisting of *[Number of Pages]* pages, are the bylaws of this Corporation as adopted by the Board of Directors on *[Date]* and ratified by the City Council of the City on *[Date]*, and that they have not been amended or modified since such adoption and ratification.

Executed on *[Date]* at Laguna Woods, California.