

BYLAWS
OF
SANTA CLARA COMMUNITY FOUNDATION

Adopted: June 28, 2021
(date)

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NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these Bylaws, or where these Bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. If you would like assistance in updating, amending or interpreting these Bylaws, contact Center for Nonprofit Law.

BYLAWS

OF

SANTA CLARA COMMUNITY FOUNDATION

Except with respect to the Corporation's Articles of Incorporation, the provisions in these "Bylaws" control over provisions in any other document for managing and regulating the affairs of Santa Clara Community Foundation (the "Corporation"). If a provision in these Bylaws is inconsistent with a provision in the Articles of Incorporation, the provision in the Articles of Incorporation shall supersede the provision in these Bylaws.

ARTICLE I. PURPOSE

Section 1. Purpose. The purposes of the Corporation are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of the Corporation include the following:

To engage in charitable, scientific, literary, and educational activities and projects for the benefit of the Santa Clara community in Lane County, Oregon.

ARTICLE II. NONVOTING MEMBERS

Section 1. Nonvoting Members. Santa Clara Community Foundation may have nonvoting members at the discretion of the Board of Directors, who may pay dues or volunteer their time to support the organization. Nonvoting members may be referred to as "General Members."

The Board of Directors may establish categories of nonvoting membership and determine or alter any obligations and privileges of members in those categories by ordinary resolution. The nonvoting members will not have the power to vote on the election of Directors or Council Members, or to participate in a binding vote on corporate matters.

ARTICLE III. VOTING MEMBERS/STEWARDSHIP COUNCIL

Section 1. Powers, Purpose and Duties of Council Members.

(A) The Corporation shall have voting members ("Council Members") who collectively shall be known as the Stewardship Council. Council Members have the power to: (a) elect and also to remove the Directors on the Corporation's Board of Directors, to vote on any amendments to these Bylaws or the Articles of Incorporation that relate to the number of Directors, the composition of the Board, the term of office of Directors, or the method or

way in which the Directors are elected or selected; (b) establish the qualifications of Council Members and vote on any amendment to these Bylaws or the Articles of Incorporation which would reduce or eliminate any right of a Council Member; (c) vote to sell, transfer, lease, exchange, option, convey, or otherwise dispose of substantially all of the Corporation's assets, to merge the Corporation's assets with the assets of another entity, or to dissolve the Corporation; (d) vote on any other matters properly put before the Council Members for an advisory vote by the Board of Directors; and (e) inspect and copy corporate records as set forth in ORS 65.774. The Council Members do not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors, including adopting budgets, authorizing expenditures, setting policies, or determining the Corporation's programs and activities.

(B) The purpose of the Stewardship Council is to provide an internal system of checks and balances for the Corporation to hold the Board of Directors accountable for how well the Board follows and accomplishes the organization's tax-exempt mission. To fulfill this role, the Council acts in a manner similar to the judicial branch of government and is available to help resolve significant conflicts or controversies that arise within the Board of Directors. If there is a controversy, problem, or conflict dividing Directors on the Board of Directors or otherwise affecting the Corporation, then it is the role and job of the Council to investigate the controversy, problem, or conflict and help determine the outcome of the conflict through the exercise of the Council's power to elect or remove members of the Board of Directors. If there is no controversy, problem, or conflict dividing the Board of Directors or otherwise affecting the Corporation, then, like a court without a conflict or controversy brought to it for investigation, the Council shall simply elect the nominees for the Board recommended by the Board of Directors.

(C) The individual members of the Council shall each have the same legal duty of loyalty to the Corporation that the Board members have, which requires them to make decisions based on what they reasonably believe to be in the best long-term interest of the Corporation and the accomplishment of its mission, rather than loyalty to any individual Directors, Officers, or staff members.

(D) The Council shall have a joint meeting with the Board of Directors at least once each calendar year, to hear a report on the financial affairs and programs and activities of the Corporation, and to work together in their respective roles on the process of nominating and electing the members of the Board of Directors.

Section 2. Records of Members. The Secretary shall ensure that the Corporation maintains a current formal record of the names, contact information, and status of the Council Members. The contact information of Council Members must be in the form of a street address, mailing address, or electronic address at which the Council Member elects to receive notices and other messages from the Corporation.

Section 3. Dues. Annual dues, if any, will be set by the Board of Directors. Notwithstanding the provision in these Bylaws relating to the suspension or removal of a Council Member, a Council Member may be automatically suspended or removed for the nonpayment of dues without a hearing or opportunity to be heard.

Section 4. Number, Selection, and Tenure of Council Members.

(A) The number of Council Members shall not be less than five (5).

(B) The Directors on the Board of Directors of the Santa Clara Community Organization in Lane County, Oregon ("SCCO"), shall be the Council Members of this Corporation.

(C) Council Members shall serve for so long as they are on the Board of SCCO, unless the Council Member has resigned, been suspended, or removed from this Corporation. Council Members shall continue to serve until their successors have been properly elected, even if that requires them to continue service as Council Members after their term of office expires. Council membership is not transferrable.

(D) If a Council Member resigns, is suspended, or removed from this Corporation, and such resignation, suspension, or removal would cause there to be less than five (5) Council Members, the then current Council Members shall elect an Alternative Council Member.

(E) If the composition of the SCCO Board of Directors would cause an individual to not qualify as a Council Member in this Corporation, such Council Member shall resign. If such resignation would cause there to be less than five (5) Council Members, the then current Council Members shall elect an Alternative Council Member.

(F) Alternative Council Members shall serve a term of one (1) year and need not concurrently serve on the SCCO Board of Directors.

Section 5. Qualifications of Council Members. Council Members must have demonstrated a commitment to the mission of the Corporation. A majority of the Council Members shall not be related to each other, and a majority of the Council Members and their relatives shall not receive compensation from the Corporation or be involved in any regular or significant business transactions with the Corporation.

Section 6. Suspension or Removal of Council Members. A Council Member may be suspended or removed by a majority vote of the Council Members for serious misconduct which adversely affects the interests or reputation of the Corporation.

A Council Member may also be suspended or removed by a two-thirds (2/3) majority of the Council Members without cause. A Council Member subject to a vote of suspension or removal shall have no vote on the suspension or removal.

Before the Council Members can suspend or remove a Council Member, the Corporation shall provide prior written notice of the suspension or removal to the Council Member which states the reason(s) for the suspension or removal at least fifteen (15) days prior to the meeting at which suspension or removal will be considered. Further, there must be an opportunity for the Council Member to be heard, orally or in writing, by the Stewardship Council not less than five (5) days before the effective date of the suspension or removal.

A Council Member who has been suspended or removed is liable to the Corporation for dues, if any, incurred by the Council Member before the effective date of the Council Member's suspension or removal.

Section 7. Resignation of Council Members. Any Council Member may resign at any time by sending or delivering a written resignation to the President or Secretary of the Corporation. A Council Member's resignation is irrevocable upon receipt by the Corporation. If a Council Member resigns, and then subsequently desires to re-establish Council Membership, the individual must reapply for Council Membership as if the individual had never been a Council Member.

Section 8. Quorum for Council Membership Meetings. A quorum will consist of the presence, remote participation, or voting by ballot, when that is allowed, of at least two-thirds (2/3) majority of the Council Members.

Section 9. Decision-Making by Council Members. The affirmative vote of at least majority of the Council Members present or attending by remote participation in a properly called meeting, for which a quorum has been achieved, is necessary and sufficient to make decisions or pass resolutions of the Council Members, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion. All decisions require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in the written minutes.

Section 10. Proxy Voting. Proxy voting will not be allowed at any meeting of the Council Members or as part of reaching any decision of the Council Members.

Section 11. Participation in Meetings Remotely.

(A) Council Members who are not physically present for a Stewardship Council meeting may participate in and be deemed present in person for purposes of a quorum and voting at a Stewardship Council meeting if the Board of Directors authorizes participation by remote communication in advance of the meeting. Participation by remote communication, such as phone, video conferencing, internet-based communication, or other method, is subject to any guidelines and procedures that are adopted by the Board of Directors. At a minimum, remote communication may only be authorized if all persons may communicate substantially at the same time with other persons at the meeting and each person participating by remote communication has access to materials necessary to participate or vote in the meeting to the extent of the person's authorization to participate or vote. Before the Board of Directors may authorize Council Members to participate in a Stewardship Council meeting by remote communication, the Corporation shall implement measures to: (1) Verify that the person participating in the Stewardship Council meeting by remote communication is a Council Member; and (2) Ensure that the Council Member may participate by remote communication in an effective manner. The Corporation shall maintain a record of the vote or other action of a Council Member that participates in a Stewardship Council meeting by remote communication.

(B) The notice of a Stewardship Council meeting at which the Board of Directors authorizes participation by remote communication shall state that the Board of Directors authorizes participation by remote communication and shall describe how a Council Member may notify the Corporation that the Council Member intends to participate in the Stewardship Council meeting by remote communication.

Section 12. Voting by Written Ballot. Voting by written ballot may be authorized by the Board of Directors or by the Stewardship Council. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any action which may be taken at any annual, regular, or special meeting of the Stewardship Council may be taken without a meeting if the Corporation delivers a written ballot to every Council Member entitled to vote on the matter, by mail, fax, or e-mail as directed by the individual Council Member. The written ballot shall: (1) Set forth each nominee or proposed action; and (2) Provide an opportunity to vote for each vacant position elected by the Council Members and for or against each proposed action.

All solicitations for votes by written ballot must: (a) indicate the number of responses needed to meet the quorum requirements; (b) state the percentage of approvals necessary to approve each matter; and (c) specify a reasonable time by which the ballot must be received by the Corporation in order to be counted.

Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a Stewardship Council meeting authorizing the action. The vote is limited to the subject(s) specified on the ballot.

Section 13. Annual Voting Member Meeting. There must be an Annual Meeting of the Stewardship Council which will be held to elect Directors to the Board of Directors. It will be held during the fourth (4th) quarter of the calendar year at a time and location determined by resolution of the Board of Directors. The Annual Meeting may be held by remote communication if the Board of Directors authorizes Council Member participation by remote communication.

Written notice of the Annual Meeting must be sent by first class mail, fax, or e-mail, as directed by the individual Council Member, to all Council Members entitled to receive notice, at the address, e-mail, or fax number provided by the Council Member as it appears in the corporate records at least thirty (30) days in advance of the meeting.

At the Annual Meeting, Council Members will hear and consider reports from the Board of Directors or Officers concerning the activities, management, and budget of the Corporation. Council Members will then elect the Directors to the Board of Directors and vote on any other matters for which proper notice was given. Voting will be by secret ballot if any Council Member so requests. The failure to hold an Annual Meeting does not affect the validity of any Corporate action.

Section 14. Other Voting Member Meetings.

(A) Regular Meetings. The Corporation may hold a series of regular meetings of the Stewardship Council at times and locations set by the Board of Directors or Officers. A single notice sent by first class mail, e-mail, or fax, as directed by the individual Council Member at least seven (7) days in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change.

(B) Special Meetings. Special meetings of the Stewardship Council may be called by the President, by the Board of Directors, or by a quorum of the Council Members. Notice for a special meeting must be mailed by first class mail, e-mail, or fax, as directed by the individual Council Member at least seven (7) days in advance of the meeting and must specify the purpose(s) for which the meeting is called. Only the business for which a special meeting is called may be considered at the meeting.

Section 15. Content of Notice. The Stewardship Council meeting notice must contain the date, time, location, and when required, the purpose(s) of the Stewardship Council meeting. Notices of special meetings always require a statement of the purpose(s) for

which the meeting is called. If amendments to these Bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered. Additionally, if dissolution, merger, or the sale of substantially all of the Corporation's assets is to be considered at the meeting, the notice must state this fact with a brief description of the matter to be considered.

Section 16. Adjournment to Different Date, Time, or Location. If a Stewardship Council meeting is adjourned to a different date, time, and/or location, notice does not have to be given of the new date, time, and/or location if the new date, time, and/or location is announced at the Stewardship Council meeting before adjournment. However, if the persons entitled to vote at the Stewardship Council meeting change after the adjourned meeting and before the subsequent meeting, a new meeting notice must be given to each Council Member.

Section 17. Waiver of Notice. Any Council Member may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be delivered to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a Council Member at any meeting without specific objection to improper notice will constitute a waiver of the full notice of that meeting. To avoid a waiver of the right to receive notice when attending a meeting, a Council Member must either: (a) specifically object to holding the meeting at the beginning of the meeting if the Council Member's objection relates to the Corporation's failure to provide the required notice; or (b) specifically object to consideration of a particular matter at the meeting when the matter is presented if the matter was not included in the meeting notice but was required to be so included by law, the Articles of Incorporation, or these Bylaws.

Section 16. Record Date. The record date to determine the Council Members entitled to receive notice and vote at a Stewardship meeting will be thirty (30) days before the date of the meeting unless the Board of Directors authorizes the use of a different date.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors shall exercise, delegate, or otherwise authorize the exercise of all corporate powers and shall direct the management of the Corporation's affairs. Such management includes but is not limited to the following: (a) establish the Corporation's policies and review and change them as necessary, (b) oversee its programs, (c) appoint or employ and supervise its staff director, (d) authorize its expenditures, (e) oversee its financial affairs, and (f) ensure the proper management and use of its assets and property. Whenever the Board of Directors delegates any of its authority or responsibility, the Board of Directors shall retain ultimate

authority and responsibility over the matter delegated. The Board of Directors must also ensure that the Corporation: (a) properly employs the necessary corporate formalities to make its decisions, (b) prepares and submits all required state and federal reports, and (c) operates in compliance with relevant state and federal laws. Board Directors must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The role of the Board of Directors does not include direct management or conduct of the daily operations of the Corporation.

Section 2. Records of Directors. The Secretary shall ensure that the Corporation maintains a current formal record of the names, contact information, and status of Directors. The contact information of Directors must be in the form of a street address, mailing address, or electronic address at which the Director elects to receive notices and other messages from the Corporation.

Section 3. Qualifications of Directors and Composition of the Board. Nominees for positions on the Board of Directors must have demonstrated a commitment to the mission and purposes of the Corporation and must have expertise in areas relevant to the needs of the Corporation.

Section 4. Number of Directors. The Board of Directors must consist of no fewer than five (5) and no more than fifteen (15) Directors. The Stewardship Council may create new positions on the Board of Directors by passing a resolution increasing the size of the Board, and then may elect new Directors at that same meeting or at a later time to fill the newly created positions. Directors elected in this manner shall serve until the next regularly scheduled annual membership meeting.

Section 5. Terms of Directors. Directors will serve three (3) year terms of office which shall be staggered such that one-third (1/3) of the Board is elected each year. One-third (1/3) of the initial Directors shall be appointed to a one (1) year term, one-third of the initial Directors shall be appointed to a two (2) year term, and one-third (1/3) of the initial Directors shall be appointed to a three (3) year term to begin the process of staggering the terms of Directors. The election of Directors will take place at the Annual Meeting which will be held during the fourth (4th) quarter of the calendar year at an exact time and place set by the Board of Directors. The Directors term of office shall begin on January first (1st) and end December thirty first (31st). However, unless they formally resign or are removed from office, Directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a Director may serve.

Section 6. Selection of Directors.

(A) Nominations. The initial Directors of the Board of Directors shall be appointed by the Incorporator. Initial Directors shall serve only until the next annual election of Directors after the expiration of their term, when initial Directors may be re-elected and any new Directors will be elected by the then current Council Members at an Annual Meeting held for that purpose. Nominations for new Board Directors may be made by the Board of Directors, by individual Directors, by Council Members, or by Nonvoting Members.

(B) Election Process. Each Council Member will have the right to vote only for as many persons as there are Director positions open on the Board of Directors at the time of the election. The vote must be by a secret ballot if any person so requests.

(C) Election Policy and Procedures. The Board of Directors may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

Section 7. Removal of Directors.

(A) Directors may be removed with or without cause by a two-thirds (2/3) majority vote of the Council Members present at, or participating in, a Stewardship Council meeting so long as a quorum is present or participating.

(B) Directors may also be removed by a two-thirds (2/3) majority vote of the entire Board of Directors, not including the Director to be removed, for the following causes: (i) missing three (3) or more meetings of the Board of Directors in a year; (ii) failing to fulfill the duties of a Director; or (iii) intentional acts or omissions that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the Corporation.

(C) Whenever the removal of a Director will be considered at a meeting of the Stewardship Council or Board of Directors, proper notice must be given in advance stating that the removal of a Director is to be considered. Removal of a Director by the Stewardship Council may only be considered at a special meeting for that purpose. Removal of a Director by the Board of Directors may be considered at a regular or special meeting.

Section 8. Resignation of Directors. A Director may resign at any time. The resignation of a Director must be in writing and be delivered to the President or Secretary of the Corporation. Once delivered, a notice of resignation is irrevocable. If a Director resigns, and then subsequently desires to re-establish their position on the Board of Directors, the individual must be elected as if the individual had never been a Director.

Section 9. Filling Vacancies. The Stewardship Council may, by a majority vote, elect new Directors to fill any vacancies on the Board of Directors. A Director elected to fill a vacancy will serve the remainder of the term normally associated with that position.

Section 10. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interest of the Corporation.

Section 11. Quorum. At all meetings of the Board of Directors the presence or participation of a quorum, which is at least a majority of the number of Directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 12. Decision-Making and Voting. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each Director of the Board of Directors will have one vote. At the request of any Director, the names will be recorded in the minutes of each Director who voted for, voted against, or abstained on a particular motion.

The Directors must diligently and conscientiously attempt to make decisions by consensus and give careful consideration to minority views. When a consensus apparently cannot be achieved, any Director may request that a vote be taken. The affirmative vote of at least a majority of all of the Directors participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these Bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion.

Section 13. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 14. Telecommunication and Electronic Meetings. Meetings may be held by telephone, video conferencing, internet-based communication, or any other method, so long as all participating Directors can simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum.

Section 15. Decisions by Mail or Email.

(A) Voting by Mail. Any decision that the Board of Directors may make at a meeting may be made without a meeting if the decision is approved by the affirmative vote of all of the Directors of the Board. A clearly stated motion must be sent to all of the Directors on the Board by mail or fax, with clear instructions that this process requires one hundred percent (100%) of the Directors to vote "yes" for the motion to pass. Motions are adopted and effective on the date that all Directors in office have responded with an affirmative "yes" vote. If any Director votes "no," abstains, or fails to vote, then the motion fails to pass. A printed record of each Director's vote must be kept in the corporate records.

(B) Voting by Email. Voting by email may be authorized by the Board of Directors. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any action which may be taken at any annual, regular, or special meeting of the Board of Directors may be taken without a meeting by email if: (1) The Corporation has a record of all Directors email addresses; and (2) The Corporation maintains a copy of the announcement and record of the Director's votes in the corporate minutes.

The announcement shall be sent to each Director at the email address stored in the corporate records and shall include: (1) A description of the action to be taken; (2) A deadline to respond with a vote which may not be less than forty-eight (48) hours; (3) A statement that a Director may change their vote any time prior to the deadline; and (4) An effective date if the action is intended to be effective at a date which is later than the deadline date.

The affirmative vote of a majority of all Directors in office is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.

Section 16. Meetings. The Board of Directors must meet at least four (4) times per year and shall strive to do this by meeting at least once each quarter of the year. Robert's Rules of Order may be consulted for guidance but shall not be binding.

Section 17. Executive Session Meetings. The Board, by resolution, or the President, may at any time decide to go into an Executive Session meeting. Executive Session shall be used when the Board of Directors deems it is necessary to protect the confidentiality of the matters that will be considered there. Executive Session meetings may be attended only by Directors of the Board of Directors, and any guests the Board invites to join the meeting, which may include the Executive Director, other staff, or any other person the Board wishes to invite. A Director may only be excluded from any portion of Executive Session meetings in which matters will be considered that present a conflict of interest

for that Director. Minutes shall be properly recorded but shall only be read or approved at a subsequent Executive Session if there is a need to continue to ensure the confidentiality of the matters contained in the minutes. The Secretary shall take care to record in the minutes only the motions passed and information essential to comply with the law in order to protect the confidential nature of Executive Sessions.

Section 18. Notice of Meetings.

(A) Notice must be given to every Director of the Board of every meeting of the Board of Directors, stating the date, time, and location of the meeting, and the purpose of the meeting if required by law or these Bylaws. The notice must be given not less than forty-eight (48) hours in advance of the meeting if delivered by telephone conversation or in person, and not less than seven (7) days in advance if delivered by first class mail, e-mail, or fax to an address provided by the individual Director.

(B) After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meetings and be delivered to all Directors on the Board of Directors. The Board of Directors may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all Directors.

Section 19. Waiver of Notice. Any Director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be delivered to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a Director at any meeting without specific objection to improper notice will constitute a waiver of the full notice of that meeting. To avoid a waiver of the right to receive notice when attending a meeting, a Director must either: (A) specifically object to holding the meeting at the beginning of the meeting if the Director's objection relates to the Corporation's failure to provide the required notice; or (B) specifically object to consideration of a particular matter at the meeting when the matter is presented if the matter was not included in the meeting notice but was required to be so included by law, the Articles of Incorporation, or these Bylaws.

Section 20. Authority of Directors. The President shall be an official spokesperson for the Corporation and may represent the Corporation and its positions whenever appropriate. No Director of the Board of Directors other than the President may officially represent the positions of the Corporation or speak or make agreements on behalf of the Corporation without specific approval by the Board of Directors.

ARTICLE V. OFFICERS AND STAFF

Section 1. Officers. The Officers of the Corporation must carry out the policies and decisions of the Board of Directors as directed by the Board. The Officers must include a President, Secretary, and Treasurer. The Board of Directors may also elect one or more Vice Presidents, a Chairperson, and other Officers as desired. The same person may not hold any two of the offices of President, Secretary, or Treasurer at the same time, but the same person may hold any other two (2) or more offices. Officers must serve simultaneously as Directors on the Board of Directors.

Section 2. Election and Term of Office. The Officers of the Corporation will be elected by the Board of Directors. As soon as possible following the election of Directors, the Board of Directors will meet to elect new Officers of the Corporation. Officers will serve one (1) year terms. However, unless they formally resign or are removed from office, Officers will remain in office until their successors are properly elected, designated or appointed. There is no limit to the number of terms, successive or otherwise, an Officer may serve.

Section 3. Removal. Any Officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the Corporation would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the Officer so removed. The Officer being considered for removal has no vote in the process of removal. The removal of an individual as an Officer shall have no effect on the individual's status as a Director on the Board of Directors, unless the Board or Stewardship Council, whichever is appropriate, also removes the individual as a Director.

Section 4. Vacancies. If any office of the Corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the President may appoint any eligible individual to fill such a vacancy. If the vacancy is in the office of the President, the Board of Directors shall elect a new President from the remaining Directors of the Board. The appointed or elected Officer will hold office for the remaining portion of the term of that office.

Section 5. President. The President is the principal Officer of the Corporation and will, in general, supervise or oversee the supervision of all of the affairs of the Corporation. The President generally will preside at all meetings of the Board of Directors, unless the Board selects another person to preside. The President will also perform other duties as may be assigned by the Board of Directors. The President may serve as an ex-officio member of any committee.

Section 6. Vice-President. If the Corporation has a Vice President, the Vice President will perform the duties of the President in the absence of the President or in the event of the

President's inability to act. The Vice President, when acting as President, will have all the powers of and is subject to all the restrictions on the President. The Vice President will also perform other duties assigned by the Board of Directors. More than one Vice President position may be created, and duties clarified, in an ordinary resolution of the Board of Directors.

Section 7. Secretary. The Secretary will perform or oversee the performance of the following duties: (a) record and keep the minutes of the meetings of the Stewardship Council, Board of Directors, and Board committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the contact information of each Council Member as provided by such member; (e) keep a register of the contact information of each Director on the Board of Directors as provided by such Director; (f) ensure that all required state and federal reports are prepared and filed in a timely fashion; and (g) perform or oversee all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 8. Treasurer. The Treasurer will perform or oversee the performance of the following duties: (a) be responsible for the proper management and control of all funds of the Corporation; (b) prepare full and accurate financial records on a timely basis of all the income, expenses, and assets of the Corporation; (c) present reports on the financial affairs of the Corporation at least once each quarter at a meeting of the Board of Directors; and (d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the Corporation. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 9. Chair. The Board of Directors may elect a Chair and determine his or her duties.

Section 10. Executive Director and Staff. The Board of Directors may appoint or employ an Executive Director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the Corporation. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the Board of Directors determines otherwise, the Executive Director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the Corporation.

The Executive Director shall receive notice of all meetings of the Board of Directors and Executive Committee meetings, and shall ordinarily attend all Board meetings, except when the Board goes into Executive Session to meet without the Executive Director present.

ARTICLE VI. COMMITTEES

Section 1. Establishment. The Board of Directors may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee. The establishment of an Executive Committee must be done in accordance with the procedures stated below.

Section 2. Executive Committee.

(A) The Board of Directors may establish an Executive Committee of the Board to make decisions as deemed necessary between meetings of the full Board, and may delegate to the Executive Committee the power of the Board to authorize expenditures and amendments to budgets, set policies, and authorize programs or activities. The Executive Committee shall be established only by the affirmative vote of at least a majority of all Directors then in office. The Executive Committees shall consist of the Officers so long as they are simultaneously serving as members of the Board of Directors. The Executive Committee may also have up to two (2) other Directors on the Board of Directors if their membership on the Executive Committee is approved by the affirmative vote of a majority of all Directors then in office. The Executive Committee shall not have any members who are not simultaneously Directors on the Board of Directors. The Board may place substantive restrictions or limits on the powers of the Executive Committee and may also require certain procedures for the Executive Committee to follow. The Executive Committee must make reasonable efforts to communicate with the full Board in advance regarding the issues and decisions that will be considered or voted on at Executive Committee meetings.

(B) The Executive Committee must comply with the provisions of these Bylaws concerning meetings and decisions of the full Board of Directors, including the requirements for notice, quorum, voting and decision-making, the preparation and subsequent adoption of minutes of Executive Committee meetings, and the permanent storage of those minutes. All Executive Committee decisions must be recorded in official minutes which must be provided to the full Board.

Section 3. Board Level Committees. In addition to the Executive Committee, the Board may establish other committees delegated with the power of the Board of Directors to accomplish specific tasks, including but not limited to: (a) making Board decisions, (b)

authorizing expenditures, (c) adopting budgets, (d) setting policies, or (e) establishing programs. These types of committees are “Board Level Committees.” Board Level Committees must consist of two (2) or more Directors of the Board of Directors and shall not have any members who are not simultaneously Directors on the Board of Directors. Such committees shall be established by resolution adopted by the Board at a properly called meeting and shall specifically state the authority of the Board being delegated to the committee.

Section 4. Non-Board Level Committees.

(A) The Board may establish any other working or advisory committee it deems appropriate. These are all “Non-Board Level Committees” which do not have the power to make Board level decisions, authorize expenditures, adopt budgets, set policy, or establish programs. Non-Board Level Committees shall be established by a resolution adopted by the Directors present at a properly called meeting. Any person may be a member of such a committee whether or not that person is a Director on the Board of Directors. Such committees may include a nominating committee, financial oversight committee, budget committee, personnel committee, and any number of working committees and advisory committees.

(B) Financial Oversight Committee. The Board may establish a Non-Board Level Committee responsible for financial oversight of the Corporation’s income and expenses, which shall be named the Financial Oversight Committee. The committee must consist of two (2) or more persons, including at least one (1) person with some financial experience or experience with bookkeeping, who is not the Corporation’s check signer or bookkeeper. The committee shall be responsible for overseeing the Corporation’s financial transactions and the implementation of the Corporation’s financial policies. As part of its mission, the committee shall review on a monthly basis, or oversee a monthly review of, the Corporation’s expenditures, financial transactions, bank statements, returned checks, and credit card statements. The committee shall report any questions or concerns about the Corporation’s finances to the Board. The committee shall also make the necessary arrangements for and oversee the Corporation’s annual audit or annual financial review.

Section 5. Committee Members. The Board shall appoint the members of committees, or for committees other than the Executive Committee the Board may delegate this task to the President or the Committee Chair. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 6. Committee Chairs. One member of each committee will be selected or appointed Committee Chair by the Board, or if the Board wishes, it may delegate that power to the President or to the members of the committee.

Section 7. Limitation on Powers. No committee may (a) elect, appoint, or remove any Council Member, Officer, Director of the Board of Directors, or member of the Executive Committee; (b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; (c) authorize the dissolution of the Corporation or revoke proceedings therefore; (d) amend, alter, or repeal the Articles of Incorporation, these Bylaws, or any resolution of the Board of Directors; or (e) authorize the payment of a dividend or any part of the income or profit of the Corporation to its Council Members, Directors, Officers, or any other person or entity.

The Board of Directors shall always have the power to amend, alter, or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

ARTICLE VII. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No Officer or Director of the Board of Directors will receive any compensation for fulfilling the responsibilities of a Director of the Board or of an Officer as defined in these Bylaws. However, the Corporation may pay compensation to Officers and Directors of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Directors of the Board of Directors and their relatives who receive regular compensation from the Corporation must always constitute less than a majority of the Board. Officers and Directors of the Board of Directors may be given reimbursement for actual expenses incurred in the course of fulfilling their responsibilities, subject to Board approval.

Section 2. Conflict of Interest. The Board of Directors shall adopt a conflict of interest policy consistent with IRS regulations. A conflict of interest is always present whenever the Corporation pays money or other compensation, or provides any tangible benefits, to a Council Member, Officer, or Director of the Board of Directors or to any family member of the foregoing. All transactions involving conflicts of interest must be approved using the following procedures: (1) conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved by the President, Executive Committee, Executive Director, or other staff. (2) Council Members, Directors, and Officers who have a conflict of interest in any matter must (a) declare the existence of any direct or indirect conflict of interest, (b) disclose the details of the proposed transaction on the record, (c) abstain from voting on that matter, and (d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done.

(3) The rest of the Board of Directors must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the Corporation and that no special benefits are being given to any person. The information relied upon by the Board of Directors, and its source, must be recorded in the minutes.

(4) All conflict of interest transactions must be approved by the affirmative vote of a majority of all of the Directors of the Board of Directors who do not have a conflict of interest involved in that issue as long as no less than two (2) disinterested Directors vote to approve the transaction.

All Council Members, Directors, and Officers must sign a disclosure of all conflicts of interest and update it if that disclosure needs to be changed.

Section 3. Financial Controls. The Board of Directors shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement, or theft of the Corporation's funds and assets and that would discover if those problems or crimes occurred. Those financial policies shall require that there must be three (3) separate levels of financial operations, and that those operations shall be performed by different people: (A) those with the authority to spend the Corporation's money; (B) those who are the bookkeeper(s) who record and track the income and expenditures; and (C) those who oversee the bookkeeping system and the expenditure of funds. This means that the persons who have authority to sign the Corporation's checks or use its credit cards shall not be allowed to also serve as the Corporation's bookkeeper(s); and that the Corporation's bookkeeper(s) shall not be given permission or authority to spend the Corporation's money, sign its checks, or use its credit cards.

Section 4. Annual Financial Assessment. The Board of Directors must require the performance of an annual audit, financial review, financial compilation, or financial assessment, which must involve the services of a trusted person with bookkeeping skills and knowledge, who does not do the bookkeeping for the Corporation or sign checks for the Corporation. This need not be a formal audit but must at least involve a sufficiently thorough review of the Corporation's financial records so that it would likely discover any misuse, embezzlement, or theft of the Corporation's funds or assets. The financial oversight committee described above shall select the person performing the annual financial assessment and shall ensure that the resulting report is presented to the entire Board of Directors.

Section 5. Tax Year. The tax year of the Corporation is the calendar year.

Section 6. Written Documents. Wherever these Bylaws require a written document, such document may be created, stored, or transmitted by electronic means in lieu of a physical, hard, or paper copy of the document.

Notwithstanding the foregoing, the Corporation shall strive to store corporate documents as both electronic and physical documents whenever practicable.

Section 7. No Discrimination. In the delivery of its services to the public, the Corporation shall not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

ARTICLE VIII. AMENDMENTS

Section 1. Amendment of the Articles of Incorporation and Bylaws. The Board of Directors may amend or restate the Articles of Incorporation or these Bylaws, and the affirmative vote of at least two-thirds (2/3) of the entire Board of Directors is necessary and sufficient to do so. Provided, however, that only the Stewardship Council may approve amendments that relate to: (a) the number of Directors, (b) the composition of the Board, (c) the term of office of Directors, (d) the method or way in which the Directors are selected or removed, (e) the way in which the Council Members are selected or removed, or (f) the qualifications of Council Members. The affirmative vote of two-thirds (2/3) of Council Members participating in the vote is necessary and sufficient for the approval of such amendments. Proper written notice must be given in advance, including either a written copy or written summary of the proposed amendments.

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CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing Bylaws constitute the Bylaws of Santa Clara Community Foundation as duly adopted by the Board of Directors on the 28 day of June, 2021.

Signed this 08 day of July, 2021.

Secretary Signature Jerry Mohr

Printed Name Jerry Mohr