

BY-LAWS OF
DOBBINS-OREGON HOUSE IMPROVEMENT FOUNDATION

ARTICLE I

NAME

Section 1. This organization shall be known as the Dobbins-Oregon House Improvement Foundation, a 501(c)(3) Public Benefit California Corporation.

ARTICLE II

OBJECTIVES

Section 1. The Dobbins-Oregon House Improvement Foundation is organized to develop and maintain community service venues and further to develop, operate and maintain community meeting and recreational facilities for beneficial use by residents of the Dobbins-Oregon House and surrounding areas of Yuba County, California and as otherwise directed by the Yuba County Board of Supervisors during periods of emergency.

(a) Community Service Venues is defined as including, but not limited to, provision of the physical space to locate, house, support community services that may include but not be limited to a medical clinic, kitchen and dining facilities, meeting and training rooms, a sheriff's substation, rest rooms, a library, and an emergency evacuation shelter.

(b) The "surrounding area" is specified in general as the service area of the community center and is not defined by any specific boundary or boundaries.

Section 2. The Dobbins-Oregon House Improvement Foundation is organized to receive grants, gifts or donations for the purpose of the development and ongoing support of a community center to be used for community events, disaster relief, health & educational programs and as a base for local emergency services. All of this shall be within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

Section 3. "No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office." (From Dobbins/Oregon House Improvement Foundation Articles of Incorporation)

ARTICLE III

MEMBERSHIP

Section 1. Regular Members of this organization shall be residents of the Dobbins-Oregon House and surrounding areas as defined in ARTICLE II Section One (1) above that are eighteen (18) years or older and who;

(a) wish to be members and who (b) have been residents of the above-described area for at least one (1) year.

To retain their membership status Regular Members shall maintain the qualifications listed above.

Section 2. There shall be no dues paid by any member.

Section 3. Regular Members shall have the right to nominate Directors, the right to attend all public meetings of the organization, the right to make, and vote on, advisory motions for consideration by the Board of Directors, and the right to speak in debate on advisory motions.

Section 4. Regular Members shall be eligible for election to the Board of Directors, and for appointment to all subordinate boards functioning as committees established by the Board of Directors.

ARTICLE IV

ADMINISTRATIVE BOARDS

Section 1. The organization shall elect a Board of Directors consisting of Nine (9) members and any number of alternate members. These shall be from the Regular Membership as defined in ARTICLE III Section 1. Alternate members shall be fully active in attendance and participation in Board meetings but may not vote on motions before the Board.

Section 2. Any Five (5) Directors, or Four (4) Directors and one Alternate Director, shall constitute a quorum of the Board of Directors.

Section 3. Each Director shall serve for a term of two (2) years. All Directors shall hold office until their successors are duly elected. Directors may be re-elected without restriction on the number of terms. No more than Five (5) Directors shall be elected or reelected in any one year except as mandated by resignations exceeding that number. If more than Five (5) Directors' terms expire in the same year, then the most recently elected Directors will continue in office until the following year, at which time they will be eligible for reelection. Any Director may be granted a Leave of Absence by a vote of the majority of the board. At the end of the Leave of Absence, upon request from the member on the Leave of Absence, the member shall be reinstated to their former position without further board action. An alternate board member will sit in place of a member approved for a Leave of Absence and have all powers as a regular Board Member.

Directors shall not have more than three (3) consecutive unexcused absences from Board of Directors meetings. Directors that have more than three (3) consecutive unexcused absences from Board of Directors meetings shall be notified and may be replaced by the longest tenure Alternate Board Member a newly elected Board Member. A Director duly surrendering a letter of resignation to the Chair of the Board of Directors shall be replaced by the longest tenure Alternate Board Member or a newly elected Board Member.

Section 4. The Board of Directors shall establish Subordinate Boards functioning as committees delegating authority to same, as needed. Committees shall be either "Standing", intended as permanent or long term, or "Select" (Ad hoc) intended for special, one-time, or short-term tasks. The following Standing Committees are established as Core Committees:

- Facilities and Grounds
- Finance (Chaired by Treasurer)
- Promotion and Outreach
- Volunteer Support
- Rentals

In addition to the Core Committees, each regular event sponsored by the board of Directors shall be supported by a dedicated "Standing" Event Committee.

Additional Standing Committees may be established as needed and approved by the board.

Section 5. The Chair of each Committee shall provide a status report to the Board of Directors at each regular meeting.

Section 6. Committee chairs shall be appointed from the Regular Membership and members of the Board of Directors, by the Board Chair for Select Committees and by the Board of Directors for Standing Committees. Committee chairs shall serve at the will of the Board Chair or Board of Directors, as applicable for the type of Committee, with no fixed terms.

A Board Member may serve as Chair on no more than two (2) Committees.

Section 7. Any three (3) Committee members shall constitute a quorum of that Committee.

Section 8. At least one member from the Board of Directors shall serve on each Committee

Section 9. Any regular member may participate as a voting member on any Committee upon request to the Committee Chair within 60 days of the appointment to a Committee.

Section 10. All Committee meetings will be noticed to all Board Members a minimum of 72 hours in advance of a scheduled meeting.

Section 11. All Committee meetings will be open to any Member.

ARTICLE V

ELECTIONS

Section 1 Where possible, all elections of Board of Directors members shall be accomplished at a regularly scheduled meeting of the organization by vote of the currently sitting Board Members.

Section 2 Elections shall be held annually during the first regular Board of Directors' meeting in the month of March.

Section 3 Elections to fill vacant Board positions may be held at any time during the year with adequate notice to the Membership and an appropriate advertisement for nominations.

ARTICLE VI

MEETINGS

Section 1. The Members shall meet at least once a month. The Chair of the Board of Directors will designate the time and place of the monthly meeting.

Section 2. The members of Committees shall meet at least once a month. The Chair of the Committee will designate the time and place of their meetings.

Section 3. Remote Meetings

Members of Committees may meet at least monthly using telephone or internet conferencing instead of holding physical meetings. Committee Chair shall determine when and how meetings are held.

ARTICLE VII

OFFICERS

Section 1. The Board of Directors shall annually select one of their members to be Chair. The Chair shall preside at all meetings of the Dobbins/Oregon House Improvement Foundation. The Chair shall also monitor all functions of the organization and ensure that all required administrative actions are performed. The Chair shall act in an advisory capacity to the Board and the general membership. The Chair is not prohibited from serving on Committees in any capacity. To be eligible for nomination/election as Chair, a Board Member must have served for a minimum of 12 months on the Board of Directors.

Section 2. The Board of Directors shall annually select one of their members to be Vice-Chair. The Vice-Chair shall assume all duties of the Chair in the absence of the Chair.

Section 2.5 The Board may elect two Directors as Co-Chairs, instead of a Chair and Vice-Chair, following the same eligibility requirements described in Section 1. Responsibilities of the Chair as described in Section 1 shall be shared by the Co-Chair Directors.

Section 3. The Board of Directors shall annually select one of their members to be Secretary. The Secretary shall be responsible for:

- a) Maintaining a record of all proceedings at all regular and special meetings of the Board of Directors.
- b) Maintaining an up-to-date roster of active participants in the operation of the organization and files of all correspondence, and all other documentation pertinent to the administration of the organization.

Section 4. The Board of Directors shall annually select one of their members to be Treasurer. The Treasurer will be will be responsible for:

- a) Financial recordkeeping of the organization.
- b) Collection and deposit to bank accounts of all receipts of the organization, and other financial functions.
- c) With assistance of the Board Chair and/or Vice Chair, administration of funds, budgets, financial analysis of DOHIF activities and monthly and annual financial matters.

Section 5. The Secretary and Treasurer positions may be occupied by a single person and in such case the combined position will be titled Secretary/Treasurer.

ARTICLE VIII

DISBURSEMENTS

Section 1. The Treasurer, with assistance of the Finance Committee, will administer all funds of the organization, maintaining said funds in a bank or banks as approved by the Board of Directors. Administration of these funds shall include timely payment of all bills and such other financial obligations as authorized by the Board of Directors and maintaining an accurate accounting of said funds.

Section 2. Disbursements of the funds of the organization, other than normal recurring bills or expenses, greater than \$500.00 shall be made with the majority approval of the Board of Directors at a regular or special meeting.

Each Event Committee shall develop an Event Expenditure Planning Sheet (Event Budget Proposal) to be submitted to the Board for approval.

Expenditures made in good faith for purchases on behalf of the organization in response to an emergency, or where action within a short window of opportunity can result in economic or other significant benefit to the organization, may be reimbursed upon majority approval by the Board. All disbursements shall be made by check and signed by two members of the board,

- 1) The Treasurer 2) The Board Chair, or the Board Vice-Chair, or the Board Co-Chair.

ARTICLE IX

FISCAL

Section 1. The fiscal year shall be the calendar year.

ARTICLE X

PARLIAMENTARY PROCEDURES

Section 1. The proceedings of the Board of Directors meetings, and of Subordinate Boards functioning as committees, shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary rules.

Section 2. A parliamentarian may be appointed by the Board of Directors to provide guidance on parliamentary issues during Board of Directors meetings. Attendance of the parliamentarian at all Board of Directors meetings is desired, but not mandatory.

ARTICLE XI

POLICIES AND PROCEDURES

Section 1. The Board of Directors shall adopt policies and procedures for operations of the organization.

Section 2. Except where action required to respond to a bona fide emergency may require otherwise, all operation and administration of the organization shall not deviate from the policies and procedures adopted by the board of directors.

In the event of an officially declared emergency by county, state or federal government and a quorum as defined in Article 4 Section 2 is not present at a properly scheduled meeting, as allowed by California State Assembly Bill 491 (2013), an emergency quorum shall be composed of at least three (3) board members including two (2) officers (chair, co-chair, secretary, treasurer).

In the event of three consecutive properly scheduled board meetings for which an insufficient number of board members in good standing attend to fulfill a normal quorum for each of those meetings, an executive committee composed of attending board members shall be empowered as the executive body for the Dobbins-Oregon House Improvement Foundation until a sufficient number of board members in good standing attend a subsequent properly scheduled board meeting to attain a quorum.

ARTICLE XII

INDEMNIFICATION

Section 1. This organization shall indemnify each of its officers and directors whether or not then in office (and his or her executor, administrator, and heir) to the fullest extent permitted by law against expenses and other disbursements in connection with any action or proceeding to which he or she is made or threatened to be made a party because he or she is or was a director or officer of the Dobbins/Oregon House Improvement Foundation. The Dobbins/Oregon House Improvement Foundation may advance expenses in connection with such action or proceeding to the extent permitted by law.

ARTICLE XIII

AMENDMENTS

Section 1. These by-laws may be amended or altered by a two-thirds vote of the Board of Directors, at any special or regular meeting provided that notice of the proposed changes shall have been given to each Director not later than ten (10) days prior to such a meeting.

Change History:

December 14, 2001: Modified DISBURSEMENTS per DOHIF Board action December 4, 2001.

December 17, 2002: Revised to define Members, specify Directors term limits, Director election process, require a Chief Financial Officer to be a member of the Board of Directors, remove references to Yuba Feather Lions Club and other minor changes, per DOHIF Board action, December 17, 2002.

October 17, 2006: Modified to include an alternate member of the Board of Directors to function as a regular member of that Board in the event a quorum of Directors cannot otherwise be convened at any regular or special meeting of the board. Also modified to separate out administrative duties and requirements from the definitions associated with regular membership, along with wording modifications to clarify intended meanings.

March 17, 2009: Modified to increase the number of members required on the Board of Directors from eleven (11) to fifteen (15), a quorum from six (6) to eight (8) and the maximum number of directors subject to election or re-election from six (6) to eight (8).

April 20, 2010: Modified to incorporate various clarifying language changes, remove the requirement to attend a minimum of four Board meetings to be a regular member, provide for a leave of absence for Board Members, clarify filling of a vacant Board position, strengthen Committee structure and Committee meeting notice, clarify duties of various Board Officers and the Treasurer and clarify limits for disbursements, Committee budgets and signature requirements for disbursements made by check.

April 8, 2014: Modified to provide clarification regarding Alternate Board Members; provide for changes to the Officer positions, including elimination of the CFO position; and provide clarification on Disbursements.

January 12, 2016: Modified to amend the description of “surrounding area” from a specific boundary defined area to an undefined service area of the community center.

March 14, 2017: Modified to clarify Board and Committee definition; include Article II Section 3 from AOI; revise disbursements; limit committee spending; incorporate Policy and Procedures Article XI.

January 15, 2020: Article IV Section 4 and Chair Limits Section 6, establish Core Committees. Modified to allow “Remote Meetings” Article VI Section 3. Create Co-Chair position Article VII Section 2.5 Article VIII Section 1 include “with assistance of the Finance Committee” Section 2 Clarify “Planning Sheet Event Budget”. Include Board Co-Chair.

January 12, 2021: Modified to reduce number of Directors Article IV sections 1,2,3

Establish emergency procedures Article XI section 2. Assembly Bill 491 (2013)