

ORINDA COMMUNITY FOUNDATION

a California nonprofit public benefit corporation

BYLAWS

1. NAME AND OFFICES OF THE CORPORATION

1.1 Name. The name of this corporation is ORINDA COMMUNITY FOUNDATION, INC. (“Corporation”).

1.2 Principal Address. The principal address for the transaction of the activities and affairs of the Corporation is P.O. Box 21, Orinda, Contra Costa County, California, 94563. The Board of Trustees (“Trustees”) may change, from time to time, the principal office from one location to another. Any such change shall be noted on these Bylaws opposite this Section, or this Section may be amended to state the new location.

1.3 Location of Office. The Trustees may at any time establish an office or subordinate offices at any place or places where the Corporation is qualified to do business.

2. PURPOSE

The general purposes of the Corporation are charitable, and the Corporation is authorized to transact any business authorized by the California Nonprofit Public Benefit Corporation Law (California Corporations Code Section 5310 et seq.). The Corporation is organized for the principal purpose of supporting community events, programs, projects, visual and performing arts, and community related partnerships in Orinda. It serves to facilitate and develop philanthropy, engage in grant making, and to take other actions for the benefit of the Orinda community not inconsistent with stated purpose.

3. MEMBERSHIP

3.1 Members. The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Trustees. All rights which would otherwise vest in the members shall vest in the Board of Trustees. Any action taken by the Board of Trustees may be taken upon majority affirmative approval, unless a greater affirmative approval is required by law, the Articles of Incorporation, or these bylaws.

3.2 Associates. Nothing in this Section 3 shall be construed as limiting the right of the Corporation to refer to persons associated with it as “members” even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Corporations Code (the “Law”). The Corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Public Benefit Corporation Law, upon any person or persons who do not have the right to vote for election of Trustees or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation’s Articles or bylaws, but no such person shall be a member within the meaning of Section 5056 of the Law.

4. BOARD OF TRUSTEES

4.1 Powers of Trustees.

(A) **General Corporate Powers.** All corporate powers shall be exercised by or under the direction of the Board of Trustees. The Trustees shall have the general management and control of the Corporation, and shall exercise all legitimate powers that may be exercised by the Corporation in furtherance of its principal purpose, or any other purpose allowed by law, subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation or Bylaws.

(B) **Specific Powers.** Without prejudice to the general powers set forth in Section 4.1(A) of these Bylaws, but subject to the same limitations, the Board of Trustees shall have the following powers in addition to other powers enumerated in these Bylaws:

- (i) to select and remove at the pleasure of the Trustees, all officers, agents, and employees; to prescribe powers and duties for them as may be consistent with Law, the Articles of Incorporation, and these Bylaws; to fix compensation for agents and employees; and to require from them faithful service;
- (ii) to conduct, manage, and control the affairs and activities of the Corporation and make such rules and regulations for this purpose, consistent with law, the Articles of Incorporation, and these Bylaws, as they may deem best;
- (iii) to adopt and use a corporate seal, and alter the form of seal;
- (iv) to enter into contractual obligations on behalf of the Corporation;
- (v) to borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;
- (vi) to loan money in furtherance of the principal purpose of and on behalf of the Corporation, and cause to be received for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trusts, mortgages, pledges, hypothecations and other evidences of indebtedness to and securities in favor of the Corporation; and
- (vii) to receive endowments, devices, bequests, gifts and donations on behalf of the corporation.
- (viii) to establish and transact all Corporate business by setting up bank account(s) from time to time as authorized by the Board of Trustees.

(C) **Delegation of Management.** Trustees may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate power shall be exercised under the ultimate direction of the Board of Trustees.

(D) **Executive Compensation Review.** The Board of Trustees (or a Board Committee) shall review any compensation packages (including all benefits), for all

paid staff, and separately review and approve the compensation for the executive director; when and if such paid positions exist as determined by the Board of Trustees. Trustees shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such person is hired, when the term of employment of such person is renewed or extended, and when the compensation of such person is modified, unless modification applies to substantially all of the employees of this corporation.

(E) Transparency. Trustees shall conduct the business of the corporation in a transparent manner, to the extent reasonably practical, as defined in Section 4.6(C). There shall be no penalty for non-compliance with this requirement.

4.2 Number of Trustees.

(A) Authorized Number. The Board of Trustees shall consist of not less than five (5) nor more than twenty (20) Trustees. The exact number to be fixed from time to time by resolution of the Board of Trustees.

(B) Additional Liaisons. From time to time, Trustees may invite other organizations or entities to appoint non-voting liaisons to serve as advisors to the Board of Trustees.

(C) Restriction on Interested Persons as Trustees. No more than 20 percent of the persons serving on the Board may be interested persons. An interested person is (i) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Trustee as Trustee; and (ii) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

4.3 Election, Designation, and Term of Office. All Trustees shall be elected by a majority of the Board of Trustees of the corporation. The Trustees shall serve terms pursuant to Section 4.5 after being elected by majority vote of the existing Board of Trustees. At the time of their election, Trustees must be residents of Orinda, California. The creation of the initial founding Board of Trustees and officers shall be determined by the following process. Interested Orinda citizens informed by public announcement shall meet to review the draft bylaws and discuss formation of an Orinda Community Foundation. If the creation of a Foundation is approved by majority vote of those present, then five Orinda citizens shall be selected from those interested and present at the founding meeting to form the Founding Board of Trustees by majority vote of those present. Selection of officers and adoption of the bylaws shall be determined by majority vote of the Board of Trustees at its first regular meeting thereafter.

4.4 Vacancies on Board.

(A) Events Causing Vacancy. A vacancy or vacancies on the Board of Trustees shall exist on the occurrence of the following:

- (i) the death or resignation of any Trustee;

- (ii) the declaration by Board of Trustee resolution of a vacancy of the office of a Trustee who has been declared of unsound mind by an order of court or convicted of a felony or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law;
- (iii) the increase of the authorized number of Trustees;
- (iv) after repeated absence of Trustee from three consecutive Board of Trustee meetings by a 2/3 vote of Trustees present may declare the seat vacant.

(B) Resignations. Except as provided below, any Trustee may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Trustee's resignation is effective at a later time, the Board of Trustees may elect a successor to take office as of the date when the resignation becomes effective. No Trustee may resign if the Corporation would then be left without a duly elected Trustee.

(C) Filling Vacancies. Vacancies on the Board may be filled by a majority vote of the Trustees then in office, whether or not less than a quorum, or by a sole remaining Trustee.

4.5 Manner of Selection of Trustees

(A) Nomination. The Board of Trustees will conduct a transparent, public process for nominating trustees as follows: the Board will publicize openings on the Board of Trustees as set forth in the Corporation's Policies and Procedures Manual then in effect (the "Procedures"). Applications must be submitted to the Board President or Secretary within the time period prescribed in the Procedures. The Board may designate a subcommittee to interview all candidates, review written applications, and present a list of nominees to the Board of Trustees no later than seven (7) days prior to the date of the annual meeting at which the election of the nominees shall take place. Nominations by petition may be accepted, if received in writing by the president or secretary at least seven (7) days before the date of the annual meeting at which the elections are to take place. These additional nominations may be made by any Trustee, or interested party. For purposes of this section, an "interested party" shall mean any individual who may be a resident of Orinda or donor to the Corporation.

(B) Elections. Elections shall be held as needed when vacancies occur, or the Board of Trustees determines to increase number of Trustees within guideline of Bylaws, generally at the annual meeting, unless the Board of Trustees fixes a different time. If the number of applicants exceeds the number of vacancies, those persons receiving the highest number of votes shall be elected as a member of the Board of Trustees.

4.6 Trustees' Meetings

(A) Place and Number of Meetings. Regular meetings of the Board of Trustees shall be held in the City of Orinda, or any place within or outside Orinda, California that Trustees may designate from time to time without notice. Meetings shall be held at such times as the

President may determine, but in no event fewer than one (1) time during the calendar year.

(B) Meetings by Telephone; Etc. Any meeting may be held by conference telephone, web-cam conferencing, or similar communication equipment, or as otherwise permitted by applicable law, as long as all Trustees participating in the meeting can hear one another. All such Trustees shall be deemed to be present in person at such a meeting.

(C) Annual Meeting. The Board shall hold an annual meeting on the second Wednesday of March for the purpose of organization, selection of Trustees and officers as needed, and the transaction of other business.

(D) Authority To Call. Special meetings of the Board of Trustees for any purpose may be called at any time for any purpose by the President or the Vice President or the Secretary or by any two Trustees with twenty-four hours (24) notice.

(E) Parliamentary Rules. As a general guideline the Robert's Rules of Order, Newly Revised will be used on procedures to follow when conducting Board of Trustee annual and general meetings.

(F) Quorum. A majority of the authorized number of Trustees shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Trustees present at a duly held meeting at which a quorum is present shall be the act of the Board of Trustees, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporations Law, including, without limitation, those provisions relating to:

- (i) approval of contracts or transactions in which a Trustee has a direct or indirect material financial interest,
- (ii) approval of certain transactions between Corporations having common trusteeships,
- (iii) creation of and appointments to committees of the Board, and
- (iv) indemnification of Trustees. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Trustees, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(G) Adjournment. A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place.

4.7 Minute Book. A record of the corporation's meetings shall be maintained in a minute book at the Orinda Library for public viewing.

4.8 Compensation and Reimbursement. Trustees and members of committees shall receive no compensation for their services as Trustees. Trustees may be reimbursed for legitimate expenses for Foundation business, as appropriate.

4.9 Committees.

(A) Committees of the Board of Trustees. The Board of Trustees, by resolution adopted by a majority of the Trustees then in office, provided a quorum is present, may create one or more committees or Ad Hoc Committees, each consisting of one or more Trustees and also persons who are not Trustees, to serve at the pleasure of the Board of Trustees. Appointments to committees of the Board of Trustees shall be by majority vote of the Trustees then in office. The Board of Trustees may appoint one or more Trustees as alternate members of any such committee, who may replace any absent member at any meeting.

Any such committee shall have the authority granted to the extent provided in the Trustees' resolution, except that no committee, regardless of Board resolution may:

- (i) fill vacancies on any committee that has the authority of the Board;
- (ii) fix compensation of the Trustees for serving on the Board or on any committee;
- (iii) amend or repeal Bylaws or adopt new Bylaws;
- (iv) amend or repeal any Board resolution that by its express terms is not able to be amended or repealed;
- (v) create any other committees of the Board or appoint members of committees of the Board;
- (vi) expend corporate funds to support a nominee for Trustee after more people have been nominated for Trustee than can be elected;
- (vii) approve any contract or transaction to which the Corporation is a party and in which one or more of its Trustees has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

(B) Meetings and Action of Committees. The time of regular meetings of committees and the calling of special meetings of committees may be determined by the chair of the committee in consultation with the members of the committee. The chair/co-chair of each committee, or his designee, shall orally report on the deliberations of the committee at each regularly scheduled meeting of the Board. The chair of each committee shall also provide the President and the Secretary with a written summary record of each meeting or give update reports at regular Board of Trustee meetings.

(C) Finance and Audit Committee. An independent review of financial records and contractual obligations should occur annually with written report to the Board. An independent audit should be scheduled as needed or required.

5. OFFICERS

5.1 Officers Of the Corporation. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, who shall be selected from the Board of Trustees. The term of office shall be for one year with election of officers by majority vote of the

Board of Trustees held at the annual meeting. Consecutive terms of office are permitted with no term limits.

5.2 Other Officers. The Board of Trustees may appoint and may authorize the President, or other officer to appoint any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties determined by the Board.

5.3 Removal of Officers. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Trustees or by an officer on whom the Board may confer that power of removal.

5.4 Resignation of Officers. Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

5.5 Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis.

5.6 Responsibilities of Officers.

(A) **President.** The President shall preside at Board of Trustee meetings and Executive Committee meetings. S/he shall exercise and perform such other powers and duties as may be assigned by the Board or prescribed by the Bylaws.

(B) **Vice President.** In the absence of the President, the Vice President will preside at all Board and Executive Committee meetings and assume all other duties of the President. S/he may also be assigned other duties as assigned by the President or Board of Trustees.

(C) **Secretary.**

(i) **Book of Minutes.** The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board. The minutes of meetings shall include the time and place of holding, whether the meeting was general or special, and the names of Trustees present. The Secretary shall keep or have kept at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(ii) **Notices, Seal, and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees, and of committees of the Board required by the Bylaws to be given. The Secretary shall keep the corporate seal in safe custody, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(iii) **In the absence of a Vice-President,** the Secretary shall serve as the Vice-President in the event of the President's absence.

(iv) **Policy and Procedure Manual.** The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a Policy and Procedure Manual. Policies and procedures may be adopted that govern best business practices in keeping with the Articles of Incorporation, these Bylaws and rules governing nonprofit public benefit corporations. They are to be reviewed by the Board periodically and noted in the Board meeting minutes, to ensure adopted policies and procedures are in compliance with current law.

(D) **Treasurer**

(i) **Books of Account.** The Treasurer, as chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Trustee at all reasonable times.

(ii) **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board of Trustees may designate, shall disburse the Corporation's funds as the Board may order, shall render to the Executive Director and Trustees, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties in prudent fiscal manner as the Trustees or the Bylaws may prescribe.

(iii) **Bond.** If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from the office.

(E) **Executive Director.** The position of Executive Director may be created by action of the Board of Trustees but is not a required position. No paid staff positions are required. Subject to such supervisory powers as the Board may give to the President, the Executive Director shall, subject to the control of the Board, be the general manager of the Corporation and shall supervise, direct, and control the business, activities, and affairs of the Corporation. The Executive Director shall have such other powers and duties as the Board or the Bylaws may prescribe. The Executive Director shall not be a voting member of the Board.

6. INDEMNIFICATION

6.1 **Definitions.** For the purpose of this Section 6:

(A) "Agent" means any person who is or was a Trustee, officer, employee, member of a Board committee or other agent of the Corporation, or is or was serving at the

request of the Corporation as a Trustee, officer, employee, a Board committee or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Trustee, officer, employee, Board Committee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation;

(B) “Proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative;

(C) “Attorney General” means the Attorney General of the State of California;

(D) “Expenses” includes, without limitation, attorneys’ fees and any expenses of establishing a right to indemnification under Sections 6.3 or 6.4(B) of these Bylaws.

6.2 Indemnification in Actions by Third Parties. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that person’s conduct was unlawful.

6.3 Indemnification in Actions by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation, or brought under Section 5233 of the Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 6.3:

(A) **In Respect of any Claim,** issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person’s duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(B) **Of Amounts Paid** in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(C) **Of Expense Incurred** in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

6.4 Indemnification Against Expenses. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 6.2 or 6.3 of these Bylaws or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

6.5 Required Determinations. Except as provided in Section 6.4 of these Bylaws any indemnification under this Section 6 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 6.2 or 6.3 of these Bylaws, by:

(A) **A Majority Vote** of a quorum consisting of Trustees who are not parties to such proceeding;

(B) **The Court in which such Proceeding** is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

6.6 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section 6.

6.7 Other Indemnification. No provision made by the Corporation to indemnify its or its subsidiary's Trustees or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or Trustees, an agreement, or otherwise, shall be valid unless consistent with this Section 6. Nothing contained in this Section 6 shall affect any right to indemnification to which persons other than such trustees and officers may be entitled by contract or otherwise.

6.8 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Section 6, except as provided in Sections 6.4 or 6.5(B), in any circumstances where it appears:

(A) that it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(B) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement

6.9 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Section 6, provided, however, that a Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the Law. The Corporation shall maintain Directors & Officers insurance.

6.10 Non-applicability to Fiduciaries of Employee Benefit Plans. This Section 6 does not apply to any proceeding against any Trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section 6.1 of these Bylaws. The Corporation shall have power to indemnify such Trustee, investment manager, or other fiduciary to the extent permitted by Section 207(f) of the Law.

7. RECORDS AND REPORTS.

7.1 Maintenance of Corporate Records. The Corporation shall keep:

- (A) Adequate and correct books and records of account;
- (B) and written minutes of the proceedings of its Board

7.2 Inspection by Trustees. Every trustee shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation for a purpose reasonably related to the trustee's interests as a trustee. Such inspection may be made in person or by agent or attorney and the right of inspection shall include the right to copy and make extracts.

7.3 Fiscal Year: The fiscal year shall be from July 1 to June 30.

8. ENDORSEMENT OF DOCUMENTS; CONTRACTS. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other individual, entity, institution, municipality or other governmental unit, when signed by the President, the Executive Director and the Secretary, or the Treasurer of the Corporation shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board of Trustees, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose.

9. DEDICATION OF ASSETS

Section 9.1 Dedication of Assets. The properties and assets of this Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, upon dissolution or otherwise, shall inure to the benefit of any director or officer of this Corporation or to any private person or individual.

Section 9.2 Assets Distributed on Liquidation. Dissolution of the Orinda Community Foundation and its assets requires a document stating such desire with the signatures of the President and Secretary plus one Trustee for a total of three signatures of the Board of Trustee members as constituted at the time of dissolution. Upon the dissolution or winding up of the Corporation the assets remaining after payment of, or provision for payment of, all its debts and liabilities, shall be distributed to such one or more organizations that are then organizations described in Code Sections 501(c)(3) and 509(a)(1) first to the City of Orinda Community Fund, as applicable, or (a)(2) other Orinda community organizations exclusively for charitable, artistic, scientific, literary, or educational purposes benefiting particularly the Orinda community, and without limitation of any restriction that is consistent with such purposes that has been properly placed upon the disposition of such assets by a particular donor, as may be selected by the Trustees of the Board of the Corporation to receive such assets. Any such assets not so distributed shall be distributed pursuant to an order of the Contra Costa County Superior Court to such organization(s) that are then organizations described in Code Sections 501(c)(3) and 509(a)(1) City of Orinda Community Fund as applicable, or (a)(2) other Orinda community organizations exclusively for charitable, scientific, artistic, literary, or educational purposes benefiting particularly the Orinda community, and without limitation of any restriction that is consistent with such purposes that has been properly placed upon the disposition of such assets by a particular donor, as may be selected by the Court to receive such assets.

10. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit 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 number includes the plural, the plural number includes the singular and the term “person” includes both a legal entity and a natural person.

11. AMENDMENTS. New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of a majority of the Board of Trustees subject to limitations contained in the Articles of Incorporation and to any provisions of law applicable to amendment of Bylaws of nonprofit corporations.

OFFICER'S CERTIFICATION OF BYLAWS

I hereby certify that I am the duly elected and acting Secretary of the ORINDA COMMUNITY FOUNDATION, a California nonprofit public benefit corporation, and that the foregoing Bylaws, consisting of twelve pages, constitute the Bylaws of such corporation as duly approved by resolution of the Board effective as of March 8, 2010.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of the _____.

Paula Leibovitz Goodwin, Secretary