



Bylaws Committee Meeting

February 17, 2021 at 5:00 p.m.

Zoom Link: <https://fresnoeoc.zoom.us/j/81068569577>

Meeting ID: 810 6856 9577

1-669-900-6833



BYLAWS COMMITTEE MEETING AGENDA

FEBRUARY February 17, 2021 at 5:00 p.m.

1. CALL TO ORDER

2. ROLL CALL

3. APPROVAL OF NOVEMBER 9, 2020 MEETING MINUTES

A. November 9, 2020 Bylaws Committee Meeting Minutes	Approve	Page 3
--	---------	--------

4. 2021 EXPIRING TERMS

A. 2021 Expiring Terms	Information	Page 5
------------------------	-------------	--------

5. ELECTION MATERIALS

A. Election Materials	Approve	Page 6
-----------------------	---------	--------

6. BYLAWS REVISIONS

A. Bylaws Revisions	Approve	Page 16
---------------------	---------	---------

7. OTHER BUSINESS

The next meeting is scheduled on Wednesday, May 19, 2021.

8. PUBLIC COMMENTS

(This portion of the meeting is reserved for persons wishing to address the Committee on items within jurisdiction but not on the agenda. Comments are limited to three minutes).

9. ADJOURNMENT

BYLAWS COMMITTEE
Virtual – Board Effects – Zoom
Monday, November 9, 2020 at 5:00 PM

MINUTES

1. CALL TO ORDER

Catherine Robles, Chair, called the meeting to order at 5:05 PM.

2. ROLL CALL

Roll was called and there was a quorum.

COMMITTEE MEMBERS
(ZOOM):

Catherine Robles (Chair)
Lisa Nichols
Brian King
Jimi Rodgers
Charles Garabedian

OTHER (ZOOM):

Amy Arambula
Linda Hayes

STAFF (ZOOM):

Emilia Reyes
Elizabeth Jonasson
Karina Perez
Heather Brown
Elionora Vivanco

3. APPROVAL OF JUNE 18, 2020 MEETING MINUTES

June 18, 2020 By-Laws Committee Meeting Minutes

M/S/C – Rodgers/Nichols to approve the June 18, 2020 By-Laws Committee Meeting Minutes.
All in favor.

4. TARGET AREA CANDIDATES

- A. Target Area B
 - a. Rey Leon
- B. Target Area C
 - a. Cindy Carender
 - b. Daniel Parra
 - c. Jewel Hurtado
- C. Target Area F
 - a. Alysia Bonner
 - b. America Hernandez
- D. Target Area H
 - a. Linda Hayes

Robles, Chair, shared and reviewed candidate's application, Target Area Candidates nominees meet all the criteria's and are moving forward with the election.

M/S/C – Garabedian/King to accept the Target Area Candidates. All in favor.

5. COMMUNITY SECTOR APPLICATIONS

- A. Andrea Reyes

- B. Adrian Martinez
- C. Bruce McAlister
- D. LeRoy Candler
- E. Lupe Jaime-Mileham
- F. Margarita Rocha
- G. Nasreen Johnson
- H. Tou Lee
- I. Zina Brown-Jenkins

Robles, requested revising the questions asked for the Community Sector interview to be send to committee members prior to the interviews for approval. Karina Perez, Chief of Staff, stated she would email the questions to the committee for their review/approval.

The Community Sector applications were reviewed, Robles inquired on the acceptance of Bruce McAlister application due to it was submitted after the deadline. Commissioner Nichols requested to abstain from voting on the acceptance of Bruce McAlister application. Further discussion continue and it was determined to disqualify his application to follow the Bylaws regulations. Interviews will be held on December 7th and 8th.

M/S/C – Garabedian/Rodgers to approve to disqualified Bruce McAlister Community Sector Application. All in favor.

M/S/C – Garabedian/Rodgers to approve all other Community Sector Applications. All in favor.

6. **ADJOURNMENT**

The meeting was adjourned.

M/S/C – King/Rodgers to approve meeting adjournment at 6:06 p.m. All in favor.

Respectfully submitted,

Catherine Robles

Chair

BYLAWS COMMITTEE MEETING

Date: February 17, 2021	Program: N/A
Agenda Item #: 4	Director: N/A
Subject: 2021 Expiring Terms	Officer: Emilia Reyes

Background

The information presented below is intended to keep the Committee apprised on Commissioners expiring terms for 2021.

Commissioners will be notified by mail, email, phone call and text of their upcoming expiring term and receive a 90, 60 and 30 day reminders before application due date.

Expiring Terms 2021

COMMISSIONER	REPRESENTS
Community Sector	
James Martinez	Fresno Reel Pride
Itzi Robles	Southeast Fresno Community Economic Development Association
Jimi Rodgers	Association of Black Social Workers
Maiyer Vang	Center for New Americans
Public Sector	
Charles Garabedian	Board of Supervisors
Brian King	Mayor's Office
Ruben Zarate	14th Senatorial District
Jerome Countee	State Center Community College District
Target Area	
Felipe De Jesus Perez	Target Area A
Daniel Martinez	Target Area D
Lisa Nichols	Target Area E
Catherine Robles	Target Area G



BYLAWS COMMITTEE MEETING

Date: February 17, 2021	Program: N/A
Agenda Item #: 5	Director: N/A
Subject: Election Materials	Officer: Emilia Reyes

Recommended Action

Staff recommends Committee review and approval for full Board consideration of the Election Materials for 2021.

Background

Attached are the updated election materials for the 2021 Board Election to be updated on the Fresno EOC's website.

- ❖ Chronology of Board Election 2021 Dates
- ❖ Community Sector Public Notice
- ❖ Community Sector Representative Form
- ❖ Target Area Public Notice
- ❖ Target Area Vote Registration Form

Registration and voter forms will be available on the Fresno EOC's website to be submitted electronically.

Fiscal Impact

None.

Conclusion

If approved by the Committee, this item will move forward for full Board consideration at the February 24, 2021 Commission Meeting.



Chronology of Board Election 2021 Dates

Fri, 3/12	Updated election materials uploaded to website.
Fri, 5/7	Press Release is released.
Wed, 9/1	Virtual Open House for prospective candidates – Wednesday 9/1/21 from 5:00 – 6:00p.m.
Fri, 10/1	Last day of acceptance of nomination forms for Community Sector Representatives and Target Area Candidates. (Organization appointing Community Sector Representative must submit an original resolution with the application, signed and dated within 60 days).
October	Ballots to target area-registered voters are mailed as registrations are received and verified.
Wed, 11/10	Screening Committee meets to review Community Sector applications. 5:00p.m.
Wed, 11/10	Voter registration form deadline to vote in 2021 elections.
Mon, 11/29 & Tue, 11/30	Screening Committee Interviews Community Sector candidates starting.
Wed, 12/01	Election Close Date. Ballots can be hand-delivered by 5:00p.m. If mailed, ballots must be postmarked by December 1, 2021.
Mon, 12/06	Ballots Opened at 4pm in the Fresno EOC Board Room and Virtual Link provided for Public View.
Wed, 12/15	Present election and community sector selection results at the Board of Commissioners meeting for approval to seat as of January 1, 2022.
January 2022	New board members virtual training.

If mailed, forms must be postmarked by due date. If forms are hand-delivered they will be accepted until 4:00 pm on the due date. If forms are submitted via email they will be received until 11:59 pm on the due date.

Voters may register to vote at any time during the year. If registering to vote in this year's election your paperwork must be in by the deadline.

Dates and times subject to change.

COMMUNITY SECTOR REPRESENTATIVES PUBLIC NOTICE

This is written notification that Fresno Economic Opportunities Commission (Fresno EOC) is hereby seeking qualified nominations for Board Commissioners representing the Community Sector. There are four (4) openings commencing January 2022 for a two-year term of office.

Fresno EOC is governed by a twenty-four-member Board of Commissioners. One-third of the board consists of public officials, or their representatives, and one-third are elected members representing low-income persons. The remaining members are Business/Community Representatives. Their participation and involvement on the Board, its committees, and collaboration with community organizations, agencies, and groups are critical to Fresno EOC's efforts. In addition, their ability to help in developing public and institutional understanding of and support for the programs -- and the positive effects those programs can have on the community is very important. All board members serve on a voluntary basis.

CANDIDATES FOR COMMUNITY SECTOR COMMISSIONERS

Community Sector Commissioners are representatives of business, industry, labor, religious, law enforcement, youth, education, social services, and/or multicultural organizations that can contribute or mobilize economic and human resources, ethnic and racial diversity and balance to the Commission as a whole, and is supportive of the mission and objectives of the Agency.

To qualify, you must be 18 years or older, a resident of the target area, and neither an employee of Fresno EOC nor a member of the immediate family of an employee of Fresno EOC. Nominees must be individuals that are responsible, professional and capable; of good character and reputation; and have the understanding of and ability to perform board governance consistent with the agency's Articles of Incorporation and By-laws. Selection priority may be given to those with expertise in early childhood education, fiscal management or accounting, a licensed attorney and a representative of Head Start.

NOMINATION PROCESS

Interested nominees must complete the Community Sector Nomination Form (you can access the forms at <https://fresnoeoc.org/board/board-of-commissioners-nomination/>). **The form must be accompanied by a proof of age and a board-adopted resolution from the organization, agency, or group that is authorizing the nomination of the candidate. The resolution must be dated within 60 days of the due date and signed by an officer of the board other than nominee. If the organization is a public entity, a letter from an authorized official is required.** The form, documentation and resolution/letter must be submitted/postmarked by **FRIDAY, OCTOBER 1, 2021**, by mail to "Fresno EOC Community Sector Representative Nominations", Post Office Box 992, Fresno, CA 93714, via email by 11:59 pm to elections@fresnoeoc.org or in person by 4:00 pm at 1920 Mariposa Street, Ste. 300 Fresno, CA 93721. Faxes will not be accepted.

SELECTION

The Community Sector Screening Committee of the Fresno EOC Board of Commissioners shall review and screen all eligible nominations and forward the most qualified candidates to the Board to be ratified. The selected Business/Community Representatives will be seated at the Board's regular January 2022 meeting.

BACKGROUND

Fresno EOC is a 501(c)(3) private non-profit corporation established in 1965 as a Community Action Agency. Its purpose is to serve low-income persons throughout Fresno County. With an annual budget of \$110 million and staff of 1,200, it operates over 30 various human services and economic development programs aimed at providing a variety of resources to low-income families, disabled persons, senior citizens, women, youth and children. The programs address health care, education, senior services, housing, child care, energy conservation, transportation, nutritional aid, juvenile delinquency prevention, employment training needs, refugee services and economic development activities, among others. Please visit our website at www.fresnoeoc.org for more information.

For further information, contact Karina Perez at (559) 263-1012 or e-mail at elections@fresnoeoc.org
Fresno Economic Opportunities Commission, 1920 Mariposa Street, Suite 300, Fresno, CA 93721

COMMUNITY SECTOR REPRESENTATIVE NOMINATION FORM

This signed form and documentation must be submitted/postmarked by **FRIDAY, OCTOBER 1, 2021**. You must also submit a resolution of support for this 2 year term from the agency, organization or group you are representing signed within 60 days of the due date. If the organization is a public entity, submit a letter from an authorized official.

This signed nomination form may be submitted in the following ways:

Bymail: Fresno EOC Elections Office Post Office Box 992 Fresno, CA 93714	By E-mail: Elections@Fresnoeoc.org By 11:59 PM on the due date	Hand delivered: Fresno EOC 1920 Mariposa Street, Suite 300 Fresno, CA 93721 By 5:00p.m. on the due date
---	---	--

NAME		FIRST	MIDDLE	LAST
ADDRESS		NUMBER	STREET	CITY ZIP CODE
EMAIL ADDRESS				
ORGANIZATION REPRESENTING: RESIDENT:			# YEARS AS A FRESNO COUNTY	
ORGANIZATION ADDRESS:		NUMBER	STREET	CITY ZIP CODE
TELEPHONE NUMBER:		DATE OF BIRTH:		AGE:
CURRENT WORK POSITION/TITLE/NAME OF ORGANIZATION: (You may submit a resume if you have one.)				
RELEVANT EXPERIENCE INCLUDING CURRENT/PAST BOARD SERVICE:				
HOW WILL THE ORGANIZATION AND YOU BE AN ASSET TO FRESNO EOC?				



LIST THE REASONS FOR YOUR INTEREST IN FRESNO EOC BOARD OF COMMISSIONERS:

LIST THE REASONS YOUR ORGANIZATION INTERESTED IN FRESNO EOC BOARD OF COMMISSIONERS:

CONFLICT OF INTEREST DECLARATION:

Any close relative employed by Fresno EOC? YES NO If yes, name/relationship:

Economic interest in Fresno EOC? YES NO If yes, please explain:

I CERTIFY UNDER PENALTY OF PERJURY THAT THE ABOVE IS TRUE AND THAT:

- I am or will be 18 years of age or older by the date of my appointment;
- I am not an employee of Fresno EOC nor a member of the immediate family of an employee of Fresno EOC;
- I have read and understand the Fresno EOC Commissioner Job Description and have the capacity to serve;
- I understand that there is a mandatory training for new commissioners in January and a board retreat in March;
- I am not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded by any federal department or agency;
- I have not been convicted of or had a civil judgment rendered against me for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction, for violation of federal and state antitrust statutes or for commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
- I have not been indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses above; and
- I have not had any public transactions (federal, state or local) terminated for cause or default during the three years prior to the application.

Signed: _____ Date: _____

YOU MUST ATTACH A RESOLUTION OF SUPPORT FROM THE AGENCY/ORGANIZATION/GROUP YOU PROPOSE TO REPRESENT.

Making a false certification is cause for removal from the Board. If you are unable to certify the above information, please attach an explanation to the application.

TARGET AREA REPRESENTATIVES PUBLIC NOTICE

This is written notice to announce that Fresno Economic Opportunities Commission (Fresno EOC) is hereby holding elections for Board Commissioner Representatives of low-income Target Areas A, D, E, & G, to serve for a two-year term from January 2022 through December 2023. Target Area maps can be viewed at <https://fresnoeoc.org/board/board-of-commissioners-nomination/>. Fresno EOC is seeking qualified candidates and voters in this election.

Fresno EOC is governed by a twenty-four-member Board of Commissioners. One-third of the board consists of public officials or their representatives, and one-third are members of business and community groups. The remainder must be democratically elected to represent low-income residents and groups. Representatives are a fundamental source of information on conditions and problems of poverty. Their participation and involvement on the Board, on its committees and at neighborhood levels are critical to Fresno EOC's efforts. Also important is their ability to help develop public and institutional understanding of, and support for, the programs -- and the positive effects those programs can have on the community. All board members serve on a voluntary basis.

CANDIDATES FOR TARGET AREA COMMISSIONERS

To qualify, you must be 18 years or older, a resident of the target area, and neither an employee of Fresno EOC nor a member of the immediate family of an employee of Fresno EOC. Emphasis is given to providing maximum participation and involvement of low-income persons. Qualified candidates must be individuals that are responsible, professional and capable; of good character and reputation; sympathetic to the mission and objectives of Fresno EOC; will act as a representative of the poor; and can govern the affairs of the Agency consistent with its Articles of Incorporation and Bylaws.

NOMINATION PROCESS

Candidates must file a Candidate Nomination Form (you can access the forms at www.fresnoeoc.org/board) and submit documentation of your age and residency. The form, documentation and resolution/letter must be submitted/postmarked by **FRIDAY, OCTOBER 1, 2021**, by mail to "Fresno EOC Target Area Nominations", Post Office Box 992, Fresno, CA 93714, via email by 11:59 pm to elections@fresnoeoc.org or in person by 4:00 pm at 1920 Mariposa Street, Ste. 300 Fresno, CA 93721. Faxes will not be accepted.

ELECTIONS

Elections will be by mail-in or in-person ballot only. Ballots will be mailed out starting in November as registration forms are received and validated. Completed ballots must be **postmarked by Wednesday, December 1, 2021**. Ballots in signed, sealed return envelopes can be **submitted in person by 5:00pm on Wednesday, December 1, 2021** to the Fresno EOC Internal Audit office at 1920 Mariposa Street, Suite 300, Fresno, CA 93721. Emails and faxes will not be accepted. Results of the election will be posted after **December 15, 2021**. The newly elected Commissioners will be seated at the Board's regular January 2022 meeting.

REGISTRATION TO VOTE

You must register to receive a ballot to vote in this election. To qualify to vote in the Fresno EOC Target Area Representative Elections, you must be 18 years or older and a resident of the target area in which you wish to vote. To register the Voter Registration Form must be submitted/postmarked by **WEDNESDAY, NOVEMBER 10, 2021**, by mail to "Voter Registration", Post Office Box 992, Fresno, CA 93714, via email by 11:59 pm to elections@fresnoeoc.org or in person by 4:00 pm at 1920 Mariposa Street, Ste. 300 Fresno, CA 93721. Faxes will not be accepted.

BACKGROUND

Fresno EOC is a 501(c)(3) private non-profit corporation established in 1965 as a Community Action Agency. Its purpose is to serve low-income persons throughout Fresno County. With an annual budget of over \$130 million and staff of 1,200, Fresno EOC operates over 35 various human services and economic development programs aimed at providing a variety of resources to low income families, disabled persons, senior citizens, women, youth and children. The programs provide services to approximately 150,000 persons on an annual basis. Please visit our website at www.fresnoeoc.org for more information.

For further information, contact Elizabeth Jonasson at (559) 263-1011 or e-mail at elections@fresnoeoc.org

Fresno EOC, 1920 Mariposa Street, Suite 300, Fresno, CA 93721

TARGET AREA REPRESENTATIVE NOMINATION FORM

This signed form and documentation must be submitted/postmarked by **FRIDAY, OCTOBER 1, 2020. You must submit documentation of your age and residency.**

This signed nomination form may be submitted in the following ways:

By mail: Fresno EOC Elections Office Post Office Box 992 Fresno, CA 93714	By E-mail: Elections@Fresnoeoc.org By 11:59 PM on the due date	Hand delivered: Fresno EOC 1920 Mariposa Street, Suite 300 Fresno, CA 93721 By 5:00 PM on the due date
---	---	---

FIRST	MIDDLE	LAST
NAME		
NUMBER	STREET	CITY
ADDRESS (NO P.O. BOX)		
TARGET AREA: A B C D E F G H HOW LONG AT PRESENT ADDRESS: YRS		
EMAIL ADDRESS		
MAILING ADDRESS: (If different from above)		
TELEPHONE NUMBER:		DATE OF BIRTH:
AGE:		
CURRENT WORK POSITION/TITLE/NAME OF ORGANIZATION: (You may submit a resume if you have one.)		
LIST THE REASONS FOR YOUR INTEREST IN FRESNO EOC BOARD OF COMMISSIONERS:		
CURRENT/PAST MEMBERSHIP IN ORGANIZATIONS/COMMUNITY GROUPS/AFFILIATIONS:		
PLEASE GIVE A STATEMENT OF QUALIFICATIONS/HOW YOU CAN CONTRIBUTE TO FRESNO EOC (This will be included on the ballot. You may use a separate sheet if necessary.)		



IF YOU WISH TO TRANSLATE YOUR STATEMENT TO SPANISH AND/OR HMONG, PLEASE PROVIDE IT HERE (Otherwise staff will translate your statement.)

LIST TWO REFERENCES: Include name, position, organization and contact information.

1.

2.

I CERTIFY UNDER PENALTY OF PERJURY THAT THE ABOVE IS TRUE AND HEREBY DECLARE MY CANDIDACY FOR A SEAT AS A COMMISSIONER ON THE BOARD OF THE FRESNO ECONOMIC OPPORTUNITIES COMMISSION REPRESENTING TARGET AREA ____ (fill in target area letter) AND THAT:

- I am or will be 18 years of age or older by the date of the election;
- I reside in the Target Area for which I am running;
- I am not an employee of Fresno EOC nor a member of the immediate family of an employee of Fresno EOC;
- I have read and understand the Fresno EOC Commissioner Job Description and the Target Area Public Notice and have the capacity to serve;
- I understand that there is a mandatory training for new commissioners in January and a board retreat in March;
- I am not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded by any federal department or agency;
- I have not been convicted of or had a civil judgment rendered against me for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction, for violation of federal and state antitrust statutes or for commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
- I have not been indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses above; and
- I have not had any public transactions (federal, state or local) terminated for cause or default during the three years prior to the application.

Signed: _____ Date: _____

YOU MUST ATTACH DOCUMENTATION OF AGE AND RESIDENCY. (i.e. copy of driver's license. No P.O. Box allowed)

Making a false certification is cause for removal from the Board. If you are unable to certify the above information, please attach an explanation to the application.



BYLAWS COMMITTEE MEETING

Date: February 17, 2021	Program: N/A
Agenda Item #: 6	Director: N/A
Subject: Bylaws Revisions	Officer: Emilia Reyes

Recommended Action

Staff recommends Committee review and approval for full Board consideration of the Agency's Bylaws.

Background

The agency's legal counsel, Kenneth Price, will provide a red line version of the Fresno EOC's Bylaws during the Committee Meeting for review and discussion.

Fiscal Impact

None.

Conclusion

If approved by the Committee, this item will move forward for full Board consideration at the February 24, 2021 Commission Meeting.



**FRESNO COUNTY ECONOMIC OPPORTUNITIES
COMMISSION**

BYLAWS

MODIFIED OCTOBER 2018

2734815v1 / 22466.0002

BYLAWS

ARTICLE I. NAME

The corporation's name shall be ~~the Fresno County Economic Opportunities Commission as stated in its articles of incorporation~~. The corporation may be referred to herein as "organization" or "agency."

ARTICLE II. PURPOSES

The organization's purposes shall be as ~~stated in its articles of incorporation~~ follows:

~~[Let's discuss purposes in Articles of Incorporation.]~~

ARTICLE III. AUTHORITY AND RESPONSIBILITY OF THE BOARD OF COMMISSIONERS

The organization's Board of Commissioners (hereafter sometimes referred to as "Board" or "Commission") shall supervise, control and direct the business and affairs of the organization. All Commissioners shall ~~fully~~ participate in the development, planning, implementation and evaluation of the programs offered by the organization in its service of low income individuals and families.

Commissioners shall be focused on the total problem of poverty in the County as well as with the interests of their respective target areas and appointing entities. The Commissioners shall be responsible for reporting back to their appointing entities and target areas as well as informing the Commission as a whole regarding the problems and relevant activities of their areas and appointing entities.

ARTICLE IV. COMPOSITION OF THE BOARD

Section 1: Community Services Block Grant (CSBG) Board Composition Requirements:

The Board shall consist of no more than twenty four (24) Commissioners, one-third from each sector described in this section below ~~(the "Tripartite")~~. The number of Commissioners may not be increased or decreased without a resolution of the Board, provided that no decrease shall have the effect of shortening the term of any incumbent Commissioner and the total number of Commissioners is divisible by three.

Commented [KJP1]: Inconsistent

Public Sector Commissioners. One-third of the ~~Tripartite~~ Board shall be elected or public officials, or their appointed representatives;

Target Area Commissioners. One-third of the ~~Tripartite~~ Board shall be persons chosen in accordance with democratic selection procedures adequate to assure that these Commissioners are representative of low-income individuals and families in the neighborhood served; reside in the neighborhood served; and are able to participate actively in the development, planning, implementation, and evaluation of the organization's programs; and

Community Sector Commissioners. One—third of the ~~tripartite~~ Board shall be officials or members of business, industry, labor, religious, law enforcement, education, social services, and/or multi-cultural organizations, or other major groups and interests in the community served.

Section 2: Head Start Board Composition Requirements

In order to meet Head Start requirements, the Board must also **include**:

Commented [KJP2]: Note: Sec. 642 [42 U.S.C. 9837]

- A. At least one Commissioner with a background and expertise in fiscal management or accounting.
- B. At least one Commissioner with a background and expertise in early childhood education and development.
- C. At least one Commissioner who is a licensed attorney familiar with issues that come before the governing body.

However, if a person described in any one of the three preceding sentences is not available to serve as a Commissioner, the Board shall use a consultant, or another individual with relevant expertise, with the required qualifications, who shall work directly with the Board.

- D. One Commissioner shall represent the Head Start Policy Council.

ARTICLE V. SELECTION OF COMMISSIONERS

After each prospective Commissioner has been selected to serve on the Board through the appropriate selection process described in the policies and procedures for the sector in which he or she proposes to serve, and has been determined by the Board (or a Committee thereof) to meet the qualifications set by the Board from time to time for service as a Commissioner, the Board shall vote whether to elect him or her to the Board.

A. Public Sector Commissioners. Public Sector Commissioners appointed from the following shall be considered for election to the Board:

- One Commissioner appointed by the Mayor of the City of Fresno;
- Two Commissioners appointed by the Fresno County Board of Supervisors;
- One Commissioner appointed by the Fresno County Superior Court Presiding Judge sitting in the Juvenile Department;
- One Commissioner appointed by the State Center Community College District Board of Trustees;
- One Commissioner appointed by a member of the California Assembly;
- One Commissioner appointed by a member of the California Senate; and
- One Commissioner appointed by a member of the U.S. Congress.

B. Target Area Commissioners. Target Area Commissioners shall be elected by members of the respective areas hereinafter "Target Area" in accordance with Policies and Procedures established by the Commission, under elections that are run by the Internal Audit department and supervised by the Selection Committee appointed by the Board Chair. Emphasis should be given to providing maximum participation of low income persons in the selection process of Target Area Commissioners, who shall be duly elected from areas within Fresno County that insure equal target area rural and urban representation and adopted by the Commission.



C. Community Sector Commissioners. Community Sector Commissioners may consist of representatives of business, industry, labor, religious, law enforcement, youth, education, social services, and/or multicultural organizations that can contribute or mobilize economic and human resources, ethnic and racial diversity and balance to the Commission as a whole, and is supportive of the mission and objectives of the agency. The Commissioners shall be selected in accordance with the written policies and procedures established from time to time by the Commission.

ARTICLE VI. TERMS OF OFFICE

Each Commissioner shall serve a two-year term, or until the Commissioner sooner dies, resigns, is removed, or becomes disqualified. The January meeting of the Commission shall represent the beginning date for the term of office of a Commissioner first elected or appointed, or reelected or reappointed. A public official shall serve as a Public Sector Commissioner only while he or she continues to hold public office. A representative of a public official shall serve as a Public Sector Commissioner only while the public official who designated him or her continues to hold public office. An individual designated by a Community Sector Organization to serve as a Community Sector Commissioner shall so serve only while he or she continues to be associated with the organization that designated the Commissioner.

Commented [KJP3]: This is vague -- i.e. "employed"?

ARTICLE VII. COMMISSIONERS

Section 1. Powers

A. General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation, the business and affairs of the organization shall be managed, and all corporate powers shall be exercised, by or under the direction of the Commission.

B. Organizational Jurisdiction. For the purposes of California law, the jurisdiction of the organization shall be Fresno County. Notwithstanding the foregoing, the organization may conduct business outside of Fresno County.

Formatted: Font: Not Bold

CB. Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Commissioners shall have the power to:

1. Appoint or remove a Chief Executive Officer according to the policies set forth by the Commission.
2. Prescribe any and all powers and duties in the Chief Executive Officer that are consistent with law, with the Articles of Incorporation, and with these Bylaws, and fix the compensation of the Chief Executive Officer.
3. Approve all programs and budgets and shall oversee the enforcement of grant conditions. The Commission shall ~~conduct the affairs in~~ compliance with any and all requirements of the applicable Federal and State Law including, but not limited to, those laws requested by its funding sources, and any regulations promulgated thereunder.
4. Change the principal executive office or the principal business office in the State of California from one location to another; cause the organization to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within ~~or outside~~

~~the State of California~~the organization's jurisdiction for the holding of any meeting or meetings of the Board, including annual meetings.



5. Adopt, make and use a corporate seal; prescribe the forms of membership certificates, if applicable; and alter the form of the seal and certificates.
6. Borrow money and incur indebtedness on behalf of the organization and cause to be executed and delivered for the organization's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities.

Section 2. Vacancies

Vacancies shall be deemed to exist on the occurrence of the following: death, resignation or removal of any Commissioner. The Board shall take steps to ensure that vacant seats are filled in a timely manner. Each successor shall hold office for the unexpired term of his or her predecessor or until the successor sooner dies, resigns, is removed or becomes disqualified.

A. Public Sector Commissioners. When a vacancy occurs in a Public Sector Board seat held by the representative of a public official, the Board shall request that the public official either take the seat himself or herself or put forth another representative to be elected by the Board. If the public official fails to take the seat himself or herself or to name another representative within the period specified by the Board, the Board shall select another public official to serve as a replacement Commissioner or to appoint a representative, subject to approval of the Board, to so serve.

Commented [KJP4]: this would trigger mandatory Brown Act compliance -- just a note.

B. Target Area Commissioners. Vacancies in the target area sector shall be filled using the same democratic process originally used to fill the seat.

C. Community Sector Commissioners. When a vacancy occurs in a seat held by an individual designated by a Community Sector Organization, the Board shall ask the Community Sector Organization that designated that individual to designate another individual, subject to approval by the Board, to fill the vacancy. Should that Community Sector Organization fail, within the period specified by the Board, to designate an individual to fill the vacancy, the Board shall select another Private Sector Organization to designate an individual, subject to approval of the Board, to fill the vacancy.

Commented [KJP5]: Should the standard of "associated" apply here? Employed???

Section 3. Resignation

A Commissioner may resign from the Board by delivering his or her written resignation to the Chair, to a meeting of the Commission, or to the organization at its principal office. The resignation shall be effective upon receipt unless specified to be effective at some other time. A Commissioner who has ceased to meet the qualifications for service as a Commissioner, as specified in these bylaws and by the Board from time to time, and/or for the Board seat to which he or she was elected, is deemed to have resigned as of the date he or she ceased to meet those qualifications.

Section 4. Removal

A. Removal by Appointing Authority. The appointing authority may remove for any reason and nominate at will a replacement Commissioner, who shall be subject to approval of the Board.

Formatted: Font: Bold

BA. Grounds for Removal by the Board. The Board may remove a Commissioner from the Board or can be removed from the Board, any Committee and from any office for the following reasons:



1. Incapacity. The Board may remove a Commissioner, if in the opinion of the Board, the Commissioner is incapacitated or otherwise unable to carry out the duties of his or her office. The term incapacity shall also include a declaration of unsound mind by a final court order or conviction of a felony.

2. Cause. The Board may remove a Commissioner for cause on any of the following grounds:

- i. violation of the organization's articles of incorporation, or bylaws, or conflict of interest policy, or Board resolutions or other policies,
- ii. repeated disruptions of Board or Committee meetings,
- iii. false statements on documents completed in connection with service as a Commissioner or Officer of the organization,
- iv. fraudulent or dishonest acts or gross abuse of authority or gross abuse of discretion with reference to or negatively reflecting upon the organization's programs or mission,
- v. a Target Area Commissioner moving outside of their Target Area, or
- vi. a Community Sector Organization that nominated the Commissioner ceases to exist or operate within Fresno County.

3. Superior Court judgment. A Commissioner may be removed by the Superior Court pursuant to Corporations Code section 5223 or final judgment by a court of competent jurisdiction for breach of the duty under Corporations Code sections 5230 et seq.

4. Negligence of Duties. The Board may remove a Commissioner for failure to consistently respond to emails or telephone calls requesting input from Board members, lack of follow-through on assignments, including submission of requested reports and/or lack of participation overall in the activities of the Board.

5. Excessive Absences. The Board may remove a Commissioner by resolution, after three (3) absences in a calendar year.

B. Procedure for Removal. The Commission shall follow the policy established for removal of Commissioners established by the Board from time to time.

Section 5. Conflicts of Interest

Subject to the articles of incorporation, bylaws and any applicable law, the Board shall adopt and implement a conflict of interest policy covering the organization's Commissioners, Officers and such employees and other persons as may be specified in the policy. The conflict of interest policy shall comply with California Government Code sections 1090 and 87100, et seq., and Head Start regulations.

In compliance with Head Start regulations, Commissioners of the organization may not: have a financial conflict of interest with the organization or its delegate agencies; be employees of the Head Start or Early Head Start programs; or be immediate family members of any employees of the Head Start or Early Head Start programs. For this purpose, the term "immediate family member" means: a spouse, parents and grandparents, children and grandchildren, brothers and sisters, mother-in-law

2734815v1 / 22466.0002

Formatted: Font: Italic



and father-in-law, brothers-in-law and sisters-in-law, daughters-in-law and sons-in-law, and adopted and step family members. Commissioners who are federal employees are prohibited from serving in any capacity that would require them to act as an agent of or attorney for the organization in its dealings with any federal government departments or agencies.

Commissioners shall disclose in writing to the Secretary all relationships described in this section, not later than ten (10) days after becoming aware of any relevant conflict of interest.

Commented [KJP6]: Consider deleting this section and adding to the conflicts policy.

Section 6. Compensation of Commissioners

Commissioners may not receive compensation for serving on the Board or for providing services to the organization. However, they may receive reimbursement (or advances, in the case of low-income sector Commissioners) from the organization for reasonable and documented expenses incurred in the course of performing services as Commissioners. To the extent the organization makes any such reimbursements or advances, it shall do so only in accordance with financial policies established from time-to-time by the Board.

Section 7. Employment of Commissioners

No ~~Commissioner member~~ shall be eligible to ~~accept be employed by the employment on the agency staff association until no less than six one (16) months year~~ after the term or period of services as a Commissioner has ~~terminated~~. A member of an advisory board of the Commission shall be ineligible to accept employment until three (3) months after ~~terminating the termination from the term of period of~~ service on any association advisory board. However, any individual falling below the California or federal poverty guideline is automatically exempt from the above "waiting period" requirement, ~~but must so long as that individual~~ resigns from the Commission or advisory board at the time of acceptance of employment and such employment does not violate California or federal law.

Commented [KJP7]: What about including contracting with the agency.

ARTICLE VIII. MEETINGS

Section 1. Annual Meeting

The annual meeting of the Board shall be held during the month of January each year, subject to postponement by the Board. The purposes of the annual meeting are to elect officers and to transact such other business as may come before the meeting. If the annual meeting is postponed, a special meeting may be held in its place, and any business transacted shall have the same force and effect as if transacted at the annual meeting.

Section 2. Regular Meetings

Meetings shall be scheduled for the convenience of Commission members and the public. Regular meetings of the Board shall be held at least ten (10) times per year, generally on the fourth Wednesday of each month. ~~At any regular meeting the agenda shall provide an opportunity for any person to present discussion regarding any matter of public interest that is within the subject matter jurisdiction of the Agency.~~

Section 3. Open Meetings~~Closed Session~~

All Board and standing committee meetings will comply with the Ralph M. Brown Act (Government Code section 54950 *et seq.*). As part of such Brown Act compliance, the Board at all meetings shall provide an opportunity for the public to comment on any action or information item before the Board as well as public comment period for matters properly within the subject matter jurisdiction

Formatted: Space Before: 13.95 pt, Line spacing: Exactly 12.5 pt

Formatted: Font: Italic

of the organization that is not otherwise on the agenda. Additionally, the Board may from time-to-time convene and take action in closed session so long as expressly authorized under the Brown Act.

~~As permitted by law, upon an approved motion of the Board, the Board may enter closed session to discuss and vote on issues that are considered confidential.~~



Section 4. Notice

Written notice of the time, date, location and agenda of each meeting of the Board shall be given to each Commissioner and made available to the public at least 72 hours before regular meetings ~~or 24 hours before a special meeting. Commissioners must protest the lack of notice before the beginning of the meeting. Lack of notice does not preclude the Board from bringing up and/or taking action on items during the meeting, except as provided by law.~~

Section 5. Quorum

A majority of the number of Commissioners authorized pursuant to these bylaws constitutes a quorum of the Board for the transaction of business. A quorum or its absence shall be determined at the beginning of all meetings. For Board committee meetings, a quorum shall be 50% of the members of the Committee. The Board Chair's presence shall count towards the establishment of a quorum. Should a meeting not meet quorum requirements or lose the quorum at some point during the meeting, the meeting may proceed with informational items, however no action other than adjournment may be taken.

Section 6. Voting and Action by the Board

Unless a greater number is required by the organization's articles of incorporation, these bylaws, organization policies and procedures or by law, the act of a majority of the ~~C~~ommissioners at any meeting at which a quorum is present shall be an act of the ~~B~~oard. Each Commissioner shall have one vote (provided that he or she is not prohibited from voting on a particular matter due to a conflict of interest). Votes by proxy are prohibited.

Section 7. Parliamentary Procedure

Where necessary and in matters not covered by these bylaws, Robert's Rules of Order, Newly Revised, shall serve as a guide to proper procedure (but need not be followed strictly for valid action) at meetings of the Board and its Committees.

Section 8. Participation by Conference Telephone, Electronic Video Screen Communication or Electronic Transmission

Any Board member's participation in any meeting via electronic means shall comply with the Brown Act's limitations on technological conferences, as may be modified by Executive Order.

~~Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this section constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another, including members of the public. Participation in a meeting through use of electronic transmission by and to the organization, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply:~~

~~A. Each member participating in the meeting can communicate with all of the other members concurrently.~~

2734815v1 / 22466.0002

Formatted: Right: 0.1", Space Before: 13.35 pt, Line spacing: Exactly 12.5 pt

~~B. Each member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the organization.~~



~~If the commission goes into closed session during the meeting, any Commissioner appearing by electronic communication cannot participate in said closed session, due to the inability to insure the confidentiality of the proceedings.~~

Section 9. Action without a Meeting

~~No action by the Board may be taken without a meeting. An action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as a unanimous vote of the Commissioners.~~

Section 10. Special Meetings

Special meetings may be called by the Chair or upon the written and signed request of ten (10) or more Commissioners, dated and specifying the items of business. Notice of any special meeting shall be given to each Commissioner and posted to the public at least twenty four (24) hours in advance of such meeting and shall specify the purpose of the meeting. No other business shall be transacted except the agenda items described in the notification.

Section 11. Adjourned Meeting

Any Commission meeting, annual or special whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Commissioners represented at the meeting; but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

ARTICLE IX. OFFICERS

The officers of the Commission shall consist of a Chair, First Vice Chair, Second Vice Chair, Secretary, and Treasurer, all of whom shall be elected from the members of the Commission with the exception that the CEO shall be appointed to serve as Secretary. Such officers shall be elected to serve until the next annual meeting of the Commission or until their successors shall have been elected and qualify. No Commissioner shall hold more than one office at the same time.

Section 1. Duties of Officers

The duties and powers of the officers shall be as follows or as shall be set hereafter by resolution or policy of the Board of Commissioners:

- A. Chair.** The Chair shall: (1) be the chief volunteer officer of the organization, subject to the direction and control of the Board; (2) preside at meetings of the Board of Commissioners; (3) appoint the members of standing and of such special Committees with the approval of the Commission; (4) be ex-officio a member of all Committees; and (5) perform such other duties and have such other powers as the Board of Commissioners may determine from time to time. The Chair may vote on any matter before the Commission. The Chair shall be counted to determine the existence of a quorum.
- B. First Vice Chair and Second Vice Chair.** In the absence of the Chair or the Chair's inability or refusal to act, the First Vice Chair and Second Vice Chair as alternate, shall perform the duties of the Chair and shall perform such other duties as the Commission may, from time to time, designate.



- C. Secretary.** The Commission shall appoint the Chief Executive Officer, who shall serve as the Chief Administrative Officer and as Secretary to the Commission. The secretary shall be responsible for the recording and maintenance of records of all proceedings of the Board. This shall include the attendance of Commissioners at meetings, record of votes of all motions of all meetings of the Commission, and all Commission Committees. These records shall be kept in electronic or print files which shall be kept at the principal office of the Commission. The records shall be open at all reasonable times to the inspection of any Commissioner. Such files shall also contain the Commission's articles of incorporation and bylaws (as well as any amendments thereto) and the names of all Commissioners and the address of each. The secretary or his or her delegate shall give all notices that may be required by law or by these bylaws. The secretary shall perform such other duties and have such other powers as the commissioners shall determine from time to time.
- D. Treasurer.** The treasurer shall: (1) oversee the organization's financial management practices, subject to the direction and control of the Board; (2) ensure that the Commissioners understand the financial situation of the organization (including ensuring that financial statements for each month are available for each meeting of the Board of Commissioners and are kept on file at the organization's principal office); (3) serve as Chair of the Finance Committee; (4) serve as an Authorized Check Signatory when the Chair is unavailable; and (5) perform such other duties and have such other powers as the Board of Commissioners may determine from time to time.

Section 2. Delegation of Duties

An officer may delegate the specific duties set forth above to another individual or receive assistance from another individual in performing such duties, so long as the Officer retains oversight and review of the work of the other individual and the records and documents prepared and distributed by that individual.

Section 3. Election

The Officers shall be elected each year by the Board at the Board's annual meeting. In the event that any or all of the Officers are not elected at the annual meeting, they may be elected at a subsequent Board meeting. Other Officers may be elected from time to time by the Board. The Board may from time-to-time adopt a Board elections policy providing for the procedures and implementation of Board elections.

Section 4. Term of Office

Each Officer shall hold office until the next annual meeting and until his or her successor is elected and qualified or until the Officer sooner dies, resigns, is removed or becomes disqualified.

Section 5. Removal of Officers

Any Commissioner can bring forth to the Bylaws Committee a recommendation for removal of an Officer to be heard by the Bylaws Committee. Removal of Officers shall follow the procedure in Article VII, Section 4.

Commented [KJP8]: Should this be refined so that there one Commissioner does not bring repeated requests for removal?

Section 5. Resignation of Officers

An Officer may resign by delivering his or her written resignation to the Chair, to a meeting of the Commissioners or to the Secretary. The Board Chair may relinquish their position as Chair by



notifying the Board or Secretary in writing. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Section 6. Vacancies

The Board should promptly fill vacancies in the Officer positions, either at a regular meeting or at a special meeting called for that purpose. Each successor shall hold office for the unexpired term of his or her predecessor or until the successor sooner dies, resigns, is removed or becomes disqualified.

Section 8. Chief Executive Officer

The Board shall appoint and employ a Chief Executive Officer who, subject to the Board's direction and control, shall: manage the day-to-day affairs of the organization; implement goals and policies established by the Board; report on and advise the Board and its Committees concerning the affairs and activities of the organization; and prepare an annual administrative budget for the approval of the Commission.

The Chief Executive Officer shall be empowered to hire, supervise and terminate the organization's other employees in accordance with personnel policies established by the Board. In addition, the Chief Executive Officer shall perform such other duties and have such other powers as the Board may determine from time to time. The Chief Executive Officer shall attend meetings of the Board and may attend meetings of its Committees..

The Board shall evaluate the Chief Executive Officer and set his/her compensation on an annual basis. The Board may remove the Chief Executive Officer at any time with or without cause. Removal without cause shall be without prejudice to the Chief Executive Officer's contract rights, if any, and the appointment of the Chief Executive Officer shall not itself create contract rights.

~~The Chief Executive Officer and all employed staff charged with the handling of Commission funds shall post with the Commission at the organization's expense a fidelity bond in an amount approved by the Commission.~~

ARTICLE X. COMMITTEES

The Board may establish one or more Committees (standing and/or ad hoc) and may delegate to any such Committee or Committees any or all of its powers, except the powers specified in section 5212 of the California Corporations Code.. Any Committee to which the powers of the Commissioners are delegated shall consist solely of Commissioners and shall, to the extent possible, reflect the ~~tripartite~~Tripartite composition of the full Board. Committee members and Chairs shall be appointed by the Board Chair and be approved by the Board and shall serve at the pleasure of the Board.

Each Committee shall keep a record of its actions and proceedings and, when required by the Board, shall make a report of those actions and proceedings to the Board. Unless the commissioners otherwise designate, Committees shall conduct their affairs in the same manner as is provided in these ~~By~~laws for the conduct of the affairs of the Board of Commissioners, with such changes in the context of such provisions as are necessary to substitute the Committee and its members for the Board and its members; provided, however, that the time of regular meetings of Committees may be determined either by resolution of the Board or by resolution of the Committee, and that special meetings of a Committee may also be called by resolution of the Board. A quorum for any meeting shall be 50 percent of that Committee. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions of these bylaws. Each standing Committee shall comply with the Brown Act.

2734815v1 / 22466.0002

Commented [KJP9]: I believe E&O

insurance should take care of this requirement unless it's a Head Start requirement.



There shall be the following standing Committees: Executive, Human Resources, Finance, Bylaws, Audit, Pension, Program Planning and Evaluation Committee and Infrastructure. The Board Chair shall appoint the Chair of each Committee who shall serve until a successor shall have been duly appointed for the term of that person as a member of the Commission shall have ended.

Section 1. Executive Committee

The Executive Committee shall be composed of the four (4) elected officers as well as the chairs of the Audit, Bylaws, Program and Planning, Human Resources and Pension Committee. This Committee shall have all the powers and authority of the Board of Commissioners, as allowed by law in the intervals between meetings of the Board, and is subject to the direction and control of the full Board.

The Executive Committee shall act on interim matters that cannot wait until the next Commission meeting. Its decision(s) are subject to approval by the Commission. The Executive Committee shall make a report of its actions and proceedings to the Board at the next meeting of the Board held after such actions or proceedings. The Executive Committee shall meet as necessary as determined by the Chair. An Executive Committee meeting may be called by the Chair or upon the written request of two (2) Committee members with 48 hours' notice.

Section 2. Finance Committee

The Finance Committee shall be composed of the Treasurer, who shall be its Chair, and four (4) other Commissioners, at least one from each ~~tripartite~~Tripartite sector. The Finance Committee shall: (1) advise the Chief Executive Officer in the preparation and administration of the operating budget; (2) oversee the administration, collection, and disbursement of the financial resources of the organization; (3) advise the Board with respect to significant financial decisions; and (4) have such other powers and perform such other duties as the Board may specify from time to time.

Section 3. Audit Committee

The Audit Committee shall be composed of five (5) Commissioners, with at least one from each ~~tripartite~~Tripartite sector and who are not on the Finance Committee. The Audit Committee shall assist the Board of Commissioners in fulfilling its oversight responsibilities by monitoring: (1) the overall systems of internal control and risk mitigation; (2) the integrity of the financial statements of the organization; (3) compliance by the organization with legal and regulatory requirements and ethical standards; (4) at the close of each fiscal year shall present to the Commission a financial report for the year audited by a licensed Certified Public Accountant; and (5) the selection, independence and performance of the organization's independent auditors. In addition, the Audit Committee shall oversee the internal audit department and have such other powers and perform such other duties as the Board may specify from time to time.

Section 4. Bylaws Committee

The Bylaws Committee shall be composed of five (5) Commissioners, with at least one from each ~~tripartite~~Tripartite sector. The Bylaws Committee shall: (1) oversee Board member recruitment (including administering the target area Board member democratic selection process, recommending candidates for Public and Community Sector Board seats, and ensuring that the Board fills vacancies promptly), orientation, and training; (2) coordinate the Board's periodic evaluation process of itself and the organization's governance structure, policies and procedures; (3) coordinate periodic review



of the organization's articles of incorporation and bylaws; and (4) have such other powers and perform such other duties as the Board may specify from time to time.

Section 5. Program Planning and Evaluation Committee

The Program Planning and Evaluation Committee shall be composed of five (5) Commissioners, with at least one from each ~~tripartite~~**Tripartite** sector. Subject to the direction and control of the full Board, the Program Planning and Evaluation Committee shall: (1) oversee implementation of the organization's community needs assessment and strategic planning processes approved by the Board and conduct periodic reviews to determine to what degree the organization is addressing the needs and goals identified through these processes; (2) shall discuss, review and recommend grant applications; (3) track the progress of the organization's programs in meeting identified goals and objectives; (4) oversee the organization's processes for outcome reporting for its programs; (5) review monitoring reports, evaluations, and other feedback on the organization's programs provided by funding sources and other interested parties; (6) work with the organization's staff and full Board to ensure that monitoring findings are addressed in a timely way; (7) oversee the regular evaluation of the organization's programs by the organization's Board and staff; and (8) regularly report to the full Board on these matters. In addition, the program planning and evaluation Committee shall have such other powers and perform such other duties as the Board may specify from time to time.

Section 6. Human Resources Committee

The Human Resources Committee shall be composed of five (5) Commissioners, with at least one from each ~~tripartite~~**Tripartite** sector and shall (1) periodically review the organization's personnel policies and procedures and implementation thereof, and report findings and recommendations for policy and procedures changes to the full Board; (2) periodically review the organization's compensation schedule and implementation thereof, recommend any changes to the Board; (3) review and make recommendations to the Board regarding the organization's employee benefits package; (4) receive information from the organization's staff and attorneys on legal proceedings involving the organization's employees and make recommendations and reports to the Board on those matters. In addition, the Human Resources Committee shall have such other powers and perform such other duties as the Board may specify from time to time.

Section 7. Pension Committee

The Pension Committee shall be composed of five (5) Commissioners, with at least one from each ~~tripartite~~**Tripartite** sector, two elected employee representatives, and two Pension Plan Trustees. The Pension Committee meets on a quarterly basis to review and approve quarterly financial reports and investment performance reports of the retirement plans; receive an update of the current investment market; and answer any questions of the employees and Board members on the plan. The Committee will provide employees with a diversified slate of investment options; and make changes to the funds offered as needed.

Section 8. Infrastructure Committee

The Infrastructure Committee shall be composed of five (5) Commissioners, with at least one from each ~~tripartite~~**Tripartite** sector and shall (1) establish outcome statements for meeting the agency's infrastructure needs, and periodically monitor performances towards meeting these statements; (2) review, discuss and make recommendations to the Board of Commissioners relative to the agency's plans for real estate acquisitions/development, property maintenance, and technology advancements, and procurement activities; (3) meet the community and agency staff's infrastructure



needs; (4) provide employment opportunities for clients, students, and corps members by creating relationships among the agency's education and employment training programs; (5) promote procurement opportunities to small proprietors, women, and minority operated businesses and those certified as a Disadvantaged Business Enterprise (DBE) as it pertains to facilities management/maintenance, IT network, telecommunications, and real estate activities.

ARTICLE XI. POLICIES AND PROCEDURES

Section 1. Annual Statement of Certain Transactions and Indemnifications

No later than the time the organization gives its annual report, if any, to the Commissioners, and in any event no later than 120 days after the close of the organization's fiscal year, the organization shall prepare and mail or deliver to each Commissioner a statement of the amount and circumstances of any transaction or indemnification of any transaction(s) in which the agency, its parent or its subsidiary was a party, or in which any Commissioner or Officer had a direct or indirect financial interest.

Section 2. Fiscal Year

The fiscal year of the organization shall be fixed by resolution of the Board of Commissioners and may be changed by the Board of Commissioners.

Section 3. Execution of Instruments

Except as the Board may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted and endorsed by the organization shall be signed by the Chair or the Chief Executive Officer and checks drawn on any account of the organization shall be signed by either the Chair, the Treasurer or the Chief Executive Officer (each an "Authorized Check Signatory") and, if in excess of any amount determined by the Board from time to time, countersigned by another Authorized Check Signatory. Unless authorized by the Board, no Officer, employee or agent shall have any power or authority to bind the organization by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or for any amount.

Section 4. Agents

The Board may appoint agents who shall have such authority and shall perform such duties as may be prescribed by the Board. The Board may remove any such agent at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

ARTICLE XII. BONDING

The Board shall require all Officers of the organization charged with handling of funds, and may require any other Officer, director, employee or agent, to be bonded for performance of their duties in such amount and by such bonding company registered in the state of California as shall be satisfactory to the board at the organization's expense.



ARTICLE XIII. INDEMNIFICATION OF COMMISSIONERS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section One. Actions Other Than By the Corporation.

Formatted: Font: Bold

The Board of Commissioners shall have the power to 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, this Organization to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, 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 this organization, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of this organization and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that 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 this organization or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section Two. Actions By the Organization.

Formatted: Font: Bold

The Board of Commissioners shall have the power to 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, this organization, or brought under Section 5233 of the California Corporations Code, 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 person is or was an agent of this organization, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if that person acted in good faith, in a manner that person believed to be in the best interests of this organization, 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 8.02 for any of the following reasons:

Formatted: Font: Bold, No underline, Font color: Auto, Not Hidden

Formatted: None

In respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to this organization in the performance of that person's duty to this organization, 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, that person is fairly and reasonably entitled to indemnity for the expenses and then only to the extent that the court shall determine;

Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

Of expenses 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.

Section Three. Successful Defense By Agent,

To the extent that an agent of this organization has been successful on the merits in defense of any proceeding referred to in Sections 8.01 or 8.02, 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.

Formatted: Font: Bold

Formatted: Level 6, Tab stops: 2", List tab

Formatted: Font: Bold

Formatted: Font: Bold, No underline, Font color: Auto, Not Hidden

Section Four. Required Approval

Formatted: Font: Bold

Except as provided in Section 8.03, any indemnification under this Article VIII shall be made by the Board of Commissioners 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 Section 8.01 or 8.02, by any of the following:

Formatted: Font: Bold

A majority vote of a quorum consisting of Board of Commissioners who are not parties to the proceeding; or

The court in which the proceeding is or was pending, upon application made by this organization 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 this organization.

Section Five. Advance of Expenses,

Formatted: Font: Bold

Expenses incurred in defending any proceeding may be advanced by this organization before the final disposition of the proceeding upon receipt of an undertaking by, or on behalf of, the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII.

Formatted: Level 6, Indent: Left: 0", Hanging: 0.5", Tab stops: 2", List tab

Formatted: Font: Bold, No underline, Font color: Auto, Not Hidden

Section Six. Other Contractual Rights

Formatted: Font: Bold

No provision made by the organization to indemnify its Commissioners or Officers for the defense of any proceeding, whether contained in the organization's Articles of Incorporation or Bylaws, a resolution of the Board, an agreement or otherwise, shall be valid unless consistent with this Article VIII. Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than Commissioners and Officers of this organization may be entitled by contract or otherwise.

Formatted: None

Formatted: Font: Bold, No underline, Font color: Auto, Not Hidden

Section Seven. Limitations.

Formatted: Font: Bold

No indemnification or advance shall be made under this Article VIII, except as provided in Sections 8.03 or 8.04, in any circumstances where it appears:

That it would be inconsistent with a provision of the Articles of Incorporation, 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

That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Formatted: Font: Bold

Formatted: Font: Bold, No underline, Font color: Auto, Not Hidden

Section Eight. Insurance,

Formatted: Level 6, Indent: Left: 0", Hanging: 0.5", Tab stops: 2", List tab

The organization shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its agents, against any liability asserted against or incurred by any agent in such capacity or arising out of the agent's status as such, regardless of whether the organization would have the power to indemnify the agent against the liability under the provisions of this Article VIII; provided, however, that the organization shall have no power to purchase and maintain such insurance to indemnify any agent of the organization for a violation of Section 5233 of the California Corporations Code.

~~The Board shall have the statutory power to indemnify the agents of the organization pursuant to the terms and conditions of section 5238 of the California Corporations Code, as amended. All provisions, definitions, powers and limitations set forth in 5238 are incorporated herein by this reference as though set forth fully and at length herein. Nothing herein shall prevent, preclude, impair or otherwise limit the power of the Board of Commissioners to obtain insurance as described in section 5238.~~

ARTICLE XIV. AMENDMENT OF BYLAWS

These bylaws may be altered, amended or repealed at any meeting of the Commissioners; provided that notice of the meeting must be provided to the Commissioners at least 14 days before the date of the meeting and must include the text of the proposed alteration, amendment or repeal.

ARTICLE XV. DISSOLUTION

In the event of dissolution of this Commission by act of the Commission or by operation of law, such dissolution shall be conducted in accordance with the laws of the State of California, in proceedings to which the Attorney General shall be a party.

FRESNO COUNTY ECONOMIC OPPORTUNITIES COMMISSION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, for the purpose of forming a corporation under Part 1, of Division 2, of Title 1, of the Corporations Code of the State of California, also know as the General and non-Profit Corporation Law, do certify:

FIRST: That the name of the corporation is, FRESNO COUNTY ECONOMIC OPPORTUNITIES COMMISSION.

SECOND: That the purposes are as follows:

- (a) To develop, conduct and administer the programs as established by the Economic Opportunity Act of 1964;
- (b) To identify and diagnose areas of poverty in the county;
- (c) To develop a comprehensive plan to combat and prevent poverty in Fresno County;
- (d) To encourage, stimulate and assist in the development of anti-poverty action projects by non-profit voluntary and public organizations and indigenous poverty groups;
- (e) To review and coordinate anti-poverty proposals and process those approved through channels to the funding source;
- (f) To effect sound relationships between local community action programs and activities administered under other provisions of the act, as well as programs, resulting from other legislation consistent with the aims of the economic opportunity act.

SECONDARY PURPOSES:

That in addition to the primary purposes above outlined the corporation shall have the further general purpose and powers, as follows:

(a) To act as agent or representative of any member or members in any activities of the corporation;

(b) To buy, sell, lease, hold and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of any other business of the corporation, or incidental to.

(c) To borrow money and to give a lien on any of its property and provide any other security for the repayment thereof, in any manner permitted by law;

(d) To acquire any real estate or interest or right in land, or pertinent thereto, any and all property in connection therewith.

(e) To construct, operate, maintain and improve, and to sell, convey, assign, mortgage or lease any real estate, and any personal property:

(f) To borrow money and issue evidence of indebtedness in furtherance of any and all of the objects of its corporate business; to secure the same by mortgage, deed of trust, pledge or other lien.

(g) To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the purposes of this corporation.

(h) To have and exercise all powers, rights and privilegess conferred on corporations by the laws of this state, and all powers and rights necessary, incidental or conducive to carrying out the object and purposes for which this corporation is formed,

except such as are inconsistent with the expressed provisions of the acts under which it is performed.

The foregoing shall be construed as both primary and secondary purposes, objects and powers, and the enumeration thereof shall not be construed to limit or restrict, in any manner, the general power conferred on this corporation by the laws of this state, all of which powers are expressly claimed.

THIRD: This is a non-profit corporation organized under the laws of the State of California, relating to non-profit corporation, and does not contemplate the distribution of claims, profits or dividends to the members thereof, and that no part of the earnings of the corporation shall enure to the benefit of any member, trustee, officer or individual.

FOURTH: That the corporation shall not carry of propaganda, or otherwise attempt to influence legislation.

FIFTH: That the principal office for the transaction of the business of this corporation shall be located in the County of Fresno, State of California.

SIXTH: That the Board of Directors of the corporation shall be known and described as "The Board of Directors," and that the directors of the corporation shall be known and described as "Directors."

(a) That the number of directors of the corporation shall be not less than 25, nor more than 50, provided that said minimum and maximum number may be changed by the By-Laws duly adopted by members of this corporation.

(b) That the qualifications, powers, duties, duties of officers or directors, and the manner in which they shall be chosen, shall be prescribed and set forth in the By-Laws of the corporation.

(c) That the names and addresses of the persons that are to act as directors, until the selection of their successors, are:

SEVENTH: That the corporation shall have perpetual existence.

EIGHTH: That the members of the corporation shall not be personally liable for debts, liabilities or obligations of the corporation.

NINTH That the authorized number and qualifications of the members of the corporation, the different class of members, if any, the property, voting, and other rights and privileges of each class of membership, and the liability of each or all classes to dues or assessments, or the methods of collection thereof, shall be prescribed and set forth in the By-Laws of the corporation.

TENTH: Upon the dissolution or winding up of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the directors or other personas in charge of the liquidation, unless the corporation holds its assets in any trust, shall distribute any remaining assets to a non-profit tax exempt fund, foundation or corporation, organized and operated for charitable, religious, scientific or educational purposes which shall be selected by said directors or other persons in charge of liquidations; that if the corporation holds its assets in trust, the assets shall be disposed of in such manner as shall be directed by the decree if the Superior Court in the County in which the corporation has its principal office,, upon the petition therefor by the Attorney General or any person concerned in liquidation.

ELEVENTH: This corporation is the incorporation of a previously unincorporated association, and that the name of said unincorporated association was “Fresno Economic Opportunity Commission, Inc.”

STATE OF CALIFORNIA



DEPARTMENT OF STATE

ENDORSED COPY

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

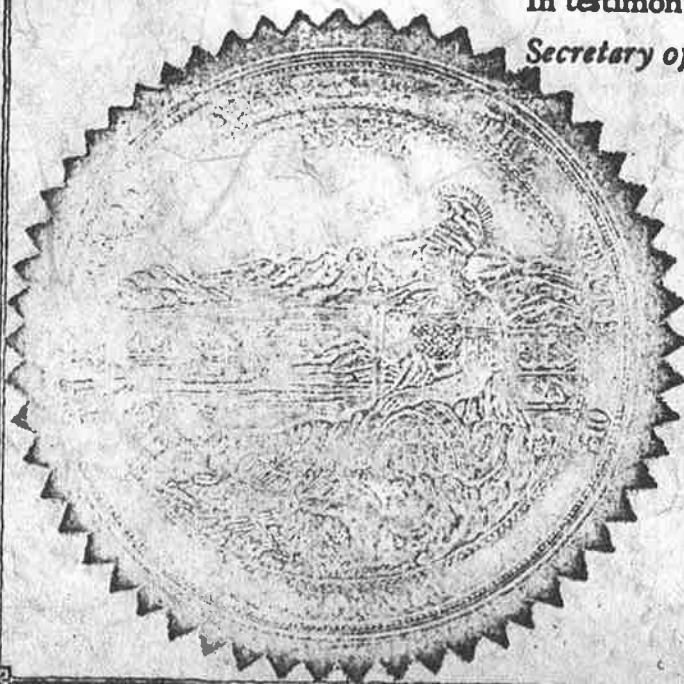
That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,

this AUG 31 1965


Secretary of State

By 
Assistant Secretary of State



SEP-24-65 119059 CS 777 - H (5)

2.01

777

**DO NOT
FILE**
In the office of the Secretary of State
of the State of California
AUG 30 1965
FRANK M. JORDAN, Secretary of State
By Bill Holden Deputy

FRESNO COUNTY ECONOMIC OPPORTUNITIES COMMISSION

476374

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, for the purpose of forming a corporation under Part 1, of Division 2, of Title 1, of the Corporations Code of the State of California, also known as the General and Non-Profit Corporation Law, do certify:

FIRST: That the name of the corporation is, **FRESNO COUNTY ECONOMIC OPPORTUNITIES COMMISSION.**

SECOND: That the purposes are as follows:

- (a) To develop, conduct and administer the programs as established by the Economic Opportunity Act of 1964;
- (b) To identify and diagnose areas of poverty in this county;
- (c) To develop a comprehensive plan to combat and prevent poverty in Fresno County;
- (d) To encourage, stimulate and assist in the development of anti-poverty action projects by non-profit voluntary and public organizations and indigenous poverty groups;
- (e) To review and coordinate anti-poverty proposals and process those approved through channels to the funding source;
- (f) To effect sound relationships between local community action programs and activities administered under other provisions of the act, as well as programs, resulting from other legislation consistent with the aims of the economic opportunity act.

SECONDARY PURPOSES:

That in addition to the primary purposes above outlined the corporation shall have the further general purposes and powers, as follows:

- (a) To act as agent or representative of any member or members in any activities of the corporation;
- (b) To buy, sell, lease, hold and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of any other business of the corporation, or incidental to.
- (c) To borrow money and to give a lien on any of its property and

provide any other security for the repayment thereof, in any manner permitted by law;

(d) To acquire any real estate or interest or right in land, or pertinent thereto, any and all property in connection therewith.

(e) To construct, operate, maintain and improve, and to sell, convey, assign, mortgage or lease any real estate, and any personal property;

(f) To borrow money and issue evidence of indebtedness in furtherance of any and all of the objects of its corporate business; to secure the same by mortgage, deed of trust, pledge or other lien.

(g) To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the purposes of this corporation.

(h) To have and exercise all powers, rights and privileges conferred on corporations by the laws of this state, and all powers and rights necessary, incidental or conducive to carrying out the object and purposes for which this corporation is formed, except such as are inconsistent with the expressed provisions of the acts under which it is performed.

The foregoing shall be construed as both primary and secondary purposes, objects and powers, and the enumeration thereof shall not be construed to limit or restrict, in any manner, the general powers conferred on this corporation by the laws of this state, all of which powers are expressly claimed.

THIRD: This is a non-profit corporation organized under the laws of the State of California, relating to non-profit corporation, and does not contemplate the distribution of claims, profits or dividends to the members thereof, and that no part of the earnings of the corporation shall inure to the benefit of any member, trustee, officer or individual.

FOURTH: That the corporation shall not carry on propaganda, or otherwise attempt to influence legislation.

FIFTH: That the principal office for the transaction of the business of this corporation shall be located in the County of Fresno, State of California,

SIXTH: That the Board of Directors of the corporation shall be known and described as "The Board of Directors," and that the directors of the corporation shall be known and described as "Directors."

(a) That the number of directors of the corporation shall be not less than 25, nor more than 50, provided that said minimum and maximum number may be changed by the By-Laws duly adopted by members of this corporation.

(b) That the qualifications, powers, duties, tenures of officers or directors, and the manner in which they shall be chosen, shall be prescribed and set forth in the By-Laws of the corporation.

(c) That the names and addresses of the persons that are to act as directors, until the selection of their successors, are:

Robert B. Moore
38-8 No. Orchard
Fresno, California

Rito Serrano
1005 Irwin Ave.
Fresno, Calif.

Reed K. Clegg
P. O. Box 1912
Fresno, Calif.

Percy Brown
2340 S. Bardell
Fresno, California

Willie Brown
P. O. Box 326
Riverdale, Calif.

Roy Greenaway
Security Bank Bldg.
Fresno, Calif.

Norman H. Fries
10364 S. Bryan
Raisin City, Calif.

Lloyd Ghilardi
2915 "D" St.
Selma, Calif.

Casimiro Lopez
P. O. Box 592
Parlier, Calif.

Hugh W. Goodwin
1745 "L" Street
Fresno, Calif.

Henry Jones
4692 N. Blackstone
Fresno, Calif.

William Metx
605 Security Bank Bldg.
Fresno, Calif.

Reverend Roger Mahony
1229 "F" Street
Fresno, Calif.

Willard March
1050 "O" Street
Fresno, Calif.

Chester Mucker
1222 E. Kavidand
Fresno, Calif.

Joseph O. Mueller
Mason Bldg. Rm. 202
Fresno, Calif.

Mrs. Mendonia Murphy
P.O. Box 911
Firebaugh, Calif.

Leland E. Scott
915 Van Ness Ave.
Fresno, Calif.

Bobby G. Russell
437 9th Street
Orange Cove, Calif.

Mrs. Ann Rubio
366 W. Pinedale
Pinedale, Calif.

James E. Solt
2314 Mariposa St.
Fresno, Calif.

Dr. Dallas A. Tueller
Fresno State College
Fresno, Calif.

John Trujillo
P. O. Box 534
Mendota, Calif.

John Lindberg
402 Crocker Citizens Bank
Fresno, Calif.

SEVENTH: That the corporation shall have perpetual existence.

EIGHTH: That the members of the corporation shall not be personally liable for debts, liabilities or obligations of the corporation.

NINTH: That the authorized number and qualifications of the members

of the corporation, the different class of members, if any, the property, voting, and other rights and privileges of each class of membership, and the liability of each or all classes to dues or assessments, or the methods of collection thereof, shall be prescribed and set forth in the By-Laws of the corporation.

TENTH: Upon the dissolution or winding up of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the directors or other persons in charge of the liquidation, unless the corporation holds its assets in any trust, shall distribute any remaining assets to a non-profit tax exempt fund, foundation or corporation, organized and operated for charitable, religious, scientific or educational purposes which shall be selected by said directors or other persons in charge of liquidations; that if the corporation holds its assets in trust, the assets shall be disposed of in such manner as shall be directed by the decree of the Superior Court in the County in which the corporation has its principal office, upon the petition therefor by the Attorney General or any person concerned in liquidation.

ELEVENTH: This corporation is the incorporation of a previously unincorporated association, and that the name of said unincorporated association was "Fresno Economic Opportunity Commission, Inc."

IN WITNESS WHEREOF, we have hereunto set forth our hand this

20th day of August, 1965.

Incorporating Committee:

Roy Greenaway

Henry Jones

Reed K. Clegg

Bobby G. Russell

NORMAN H. FINE

Robert B. Moore
Robert B. Moore - Acting Chairman

John Lindberg
John Lindberg - Acting Secretary

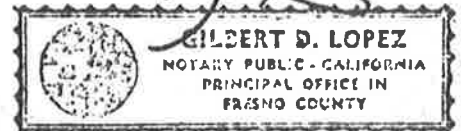
Robert B. Moore
Robert B. Moore - Attest

STATE OF CALIFORNIA)
COUNTY OF FRESNO) : SS

On this 20th day of August, 1965, before me, the undersigned, a Notary Public in and for the State of California, with principal office in the County of Fresno, residing therein, duly commissioned and sworn, personally appeared ROBERT B. MOORE and JOHN LINDBERG, known to me to be the persons described in, whose names are subscribed to and who executed the within instrument and acknowledged that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in said County the day and year in this certificate first above written.

Notary Public



MY COMMISSION EXPIRES FEBRUARY 1, 1967

STATE OF CALIFORNIA)
COUNTY OF FRESNO) : SS

We, the undersigned, ROBERT B. MOORE and JOHN LINDBERG, being the Chairman and Secretary of the afore-mentioned unincorporate association, to wit, "Fresno Economic Opportunity Commission, Inc." being first duly sworn, depose and say:

That the "Fresno Economic Opportunity Commission, Inc.," has authorized its incorporation and has authorized said ROBERT B. MOORE as Chairman and JOHN LINDBERG, as Secretary, to execute the Articles of Incorporation at a meeting duly held on the 4th day of August, 1965.

I, ROBERT B. MOORE, and I, JOHN LINDBERG, do swear under the penalty of perjury that the foregoing is true and correct.

Robert B. Moore

John Lindberg