

BYLAWS COMMITTEE MEETING

Date: April 20, 2025

Time: 2:00 p.m.

Location: Board Room 1920 Mariposa Street, Suite 310 Fresno, CA 93721

Teams: <https://teams.microsoft.com/meet/26353423231809?p=0XureYCE3DkdaMaNy1>

AGENDA

ITEM	SUBJECT	PRESENTER	ACTION
1.	CALL TO ORDER	Brown, Committee Chair	
2. Page 2	ROLL CALL A. Monthly Attendance Record		
3. Page 3	MARCH 23, 2026 BYLAWS COMMITTEE MEETING MINUTES	Brown, Committee Chair	Approve
4. Page 6	BYLAWS REVISIONS A. Supporting Document	Feldesman/Legal Council	Information
5.	ADJOURNMENT	Brown, Committee Chair	
Note:	NEXT COMMITTEE MEETING: Monday, May 18, 2026, at 4:15 p.m. at the Fresno EOC Executive Conference Room		



**Bylaws Committee Meeting
Monthly Attendance Record
2026**

Aldo Alvarado
Earl Brown
Luis Martinez
Matt Rogers
Rey Leon

Jan.	Feb	23-Mar	20-Apr	18-May	June	July	24-Aug	Sep	Oct	16-Nov	Dec	Attended
		O										1/1
		O										1/1
		T										1/1
		T										1/1
		X										0/1

O-Present X-Absent T-Teleconference

BYLAWS COMMITTEE MEETING

Date: March 23, 2026

Time: 4:15 p.m.

Location: Executive Conference Room – 1920 Mariposa Street, Suite 300, Fresno, CA 93721

MINUTES

ITEM

1. **CALL TO ORDER**
Earl Brown, Chair, called the meeting to order at 4:20 p.m.

2. **ROLL CALL**
Roll was called and a quorum was established.

Committee Members:

Aldo Alvarado
Earl Brown

Other Committee Members:

Debra McKenzie

Staff:

Steven R. Lewis
Salam M. Nalia
Ana Medina
Elionora Vivanco

Teleconference (T):

Luis Martinez
Matt Rogers

Absent:

Rey Leon

3. **NOVEMBER 17, 2025 BYLAWS COMMITTEE MEETING MINUTES**

Commissioner Alvarado approved the November 17, 2025, Bylaws meeting minutes with the recommendation to provide the original bylaws and to appoint a CPA, a banker, and a lawyer to the Board.

Public Comment: None heard.

Motion by: Alvarado **Second by:** Martinez

Ayes: All in favor.

Nayes: None heard.

4. **2026 BYLAWS COMMITTEE MEETING SCHEDULE**

Committee Chair Brown provided an overview of the 2026 Bylaws Committee Meeting schedule. Upon discussion, the Committee recommends meeting quarterly on the fourth Monday of the month at 4:15 p.m. prior to the regular Board Meetings.

Public Comment: None heard.

Motion by: Martinez **Second by:** Alvarado
Ayes: All in favor.
Nayes: None heard.

5. **BYLAWS COMMITTEE CHARTER**

Committee Chair Brown provided an overview of the track changes recommended to the Bylaws Committee Charter.

Public Comment: None heard.

Motion by: Martinez **Second by:** Alvarado
Ayes: All in favor.
Nayes: None heard.

6. **BYLAWS REVISIONS DISCUSSION**

Steven R. Lewis, Chief Executive Officer, provided an update on the bylaws review process, noting that newly selected attorneys are now reviewing the current bylaws and the original 1965 Articles of Incorporation. A special Bylaws committee meeting is scheduled for April 20, 2026, where the attorneys will present recommended updates, including strategies to reduce the Board to fewer than 24 members. Lewis continues to provide historical context regarding public comment and stated that several past CEOs came from government backgrounds and may have introduced government-style practices and terminology, such as referring to the Board as a "Commissioner," despite the 1965 Articles of Incorporation identifying the governing body as a Board of Directors. Lewis emphasized that the organization is a private 501(c)(3) nonprofit rather than a governmental or quasi-governmental entity and suggested this is an opportunity to reassess current governance practices.

Commissioner Rogers stated he doesn't understand the concern with the term "Commissioner" and questions why it would be changed since it has been used consistently. Lewis responded that he is not proposing a change to the term Commissioner but wants clarification as to why the title "Commissioner" is used and what it actually means.

Commissioner Rogers asked whether the Board has identified a specific target number for reducing its membership. Lewis responded that the proposed reduction would bring the Board to 15 members. Commissioner Rogers then expressed concerns and requested clarification on the reasoning behind decreasing the Board from 24 to 15 members. Lewis stated that the current Board is too large and emphasized that any reduction must maintain equitable representation for both urban and rural communities.

Commissioner Martinez inquired whether the Board has conducted any comparisons with similar boards or agencies, specifically those that serve a comparable population and geographic area, to understand how their board sizes and structures align with Fresno EOC. Lewis responded that other large Community Action Agencies, including ABCD in Boston and agencies in Chicago, operate with significantly smaller boards of approximately 15-16 Board members. Lewis further explained that Fresno EOC's current board size of 24 members has no scientific or strategic basis;

rather, it was an arbitrary number that has simply been carried forward over time without a clear rationale.

The Committee members continued to discuss and express their concerns regarding the reduction of the Board. After further discussion, the Committee members will further discuss potential changes with the attorneys once formal recommendations are presented.

Public Comment: None heard.

No action required

7. COMMISSIONERS' COMMENT

Commissioner Alvarado expressed concern that the November 2023 revisions eliminated most standing committees, leaving only the Executive, Audit, and Bylaws Committees, and noted that the 2026 Commissioner's Handbook no longer reflects the broader committee structure that once supported the agency's work. Commissioner Alvarado believes these changes have gradually consolidated authority within the Executive Committee, reducing wider commissioner participation, and highlighted the removal of the tripartite representation requirement as a significant governance issue. Overall, Commissioner Alvarado urged the committee to formally reinstate the previously eliminated committees in writing to restore a balanced organizational structure and prevent further centralization of power.

No action required

8. ADJOURNMENT

Motion by: Alvarado **Second by:** Martinez at 4:56 p.m.

BYLAWS COMMITTEE MEETING

Date: April 20, 2026	Program: N/A
Agenda Item #: 4	Director: N/A
Subject: Bylaws Revisions	Officer: Steven Lewis

Recommended Action

The information presented below is intended to keep the Committee apprised of the proposed revisions to the agency’s Bylaws.

CSBG Organizational Standard

The organization’s bylaws have been reviewed by an attorney within the past 5 years per Category 5, Standard 5.3.

Background

The agency’s legal counsel, Feldesman LLP, will present proposed bylaw revisions to the Committee, to reduce Board size, rebalancing the tripartite structure, and replacing the term “Commissioners” with “Directors”.

The presentation will be provided at the meeting.

Fiscal Impact

Action on this agenda item will have no fiscal impact.



FRESNO COUNTY ECONOMIC OPPORTUNITIES COMMISSION

AMENDED AND RESTATED BYLAWS

MODIFIED DECEMBER 2024 ADOPTED [MONTH] 2026

AMENDED AND RESTATED BYLAWS

ARTICLE I. NAME

The corporation's name shall be the Fresno County Economic Opportunities ~~CommissionBoard~~. The corporation may be referred to herein as "Corporation," ~~or "Agency."~~

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ARTICLE II. PURPOSES & LIMITATIONS

1. **Purposes:** This Corporation is a California nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 01(c)(3) of the Internal Revenue Code of 1986, as amended (~~the "Code"~~), or the corresponding provision of any future United States Internal Revenue Law. The specific and primary purposes of this Corporation are to undertake various charitable endeavors related to (i) developing, conducting and administering programs as a Community Act ~~AgencyCorporation~~ formed under the Economic Opportunity Act of 1964, as subsequently amended; (ii) identifying areas of poverty in Fresno County, ~~California (the "County")~~; (iii) encouraging, stimulating and assisting in the development of anti-poverty projects, as well as promote self-sufficiency, by non-profit and public organizations; and (iv) implementing various economic development and service programs in Fresno County in such as areas as transportation, education, job training, nutrition, and related activities. This Corporation is also authorized to receive contributions and grants and to make donations to, and otherwise aid and support, legally permissible undertakings consistent with the above-stated purposes.

2. **Limitations:** Notwithstanding any of the above statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities, or exercise any powers that are not in furtherance of the specific and primary purposes of this Corporation and this Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) ~~that would cause contributions to it to be non-deductible corporate contributions to which are deductible~~ under Section 170(c)(2) of the Code.

ARTICLE III. AUTHORITY AND RESPONSIBILITY OF THE BOARD OF ~~COMMISSIONER~~DIRECTORS

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

~~Commissioner~~Directors 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 ~~Commissioner~~Directors shall be responsible for reporting back to their appointing entities and target areas as well as informing the ~~CommissionBoard~~ 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 ~~fifteen (15) twenty-four (24)~~ ~~Commissioner~~Directors, one-third from each sector described in this section below (the "Tripartite"). The number of ~~Commissioner~~Directors 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~~Director and the total number of ~~Commissioner~~Directors is divisible by three. ~~Accordingly, to the extent that the Board was comprised of more than fifteen (15) Directors prior to this amendment and restatement, those Directors currently in office shall serve out the remainder of their current term until the total number of Directors on the Board equals fifteen (15), at which point the fifteen (15) Directors then in office shall comprise the entire Board.~~

Commented [GG1]: In order to decrease the number of directors to 15, the Board will need to pass a resolution so stating.

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

Target Area ~~Commissioner~~Directors. One-third of the Tripartite Board shall be persons

chosen in accordance with democratic selection procedures adequate to assure that these **CommissionerDirectors** 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 Corporation's programs; and

Community Sector CommissionerDirectors. 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:

- A. At least one **CommissionerDirector** with a background and expertise in fiscal management or accounting.
- B. At least one **CommissionerDirector** with a background and expertise in early childhood education and development.
- C. At least one **CommissionerDirector** 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 **CommissionerDirector**, 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 **CommissionerDirector** shall represent the Head Start Policy Council, which shall be a Community Sector **CommissionerDirector**.

ARTICLE V. SELECTION OF COMMISSIONERDIRECTORS

Each prospective **CommissionerDirector** from each sector shall complete the Corporation's application prior to appointment. For Public Sector **CommissionerDirectors**, the appointing agency shall supply the application to the prospective **CommissionerDirector** and provide a completed application to the Corporation prior to appointment. After each prospective **CommissionerDirector** 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 **CommissionerDirector**, the Board shall vote to accept the prospective **CommissionerDirector** on to the Board. Each **CommissionerDirector** must (i) be a resident of Fresno County; and (ii) have a strong awareness of poverty in the community in which they live and a desire to implement solutions to address poverty.

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

One **CommissionerDirector** appointed by the Mayor of the City of Fresno;

Two **CommissionerDirectors** appointed by the Fresno County Board of Supervisors;
One **CommissionerDirector** appointed by the Fresno County Superior Court Presiding Judge sitting in the Juvenile Department;

One **CommissionerDirector** appointed by the State Center Community College District Board of Trustees;

One **CommissionerDirector** appointed by a member of the California Assembly; One **CommissionerDirector** appointed by a member of the California Senate; and One **CommissionerDirector** appointed by a member of the U.S. Congress.

Commented [GG2]: If corporation is moving to 15 member board, the number of Public Sectors Directors needs to be reduced to five and some of the appointing agencies need to be eliminated.

- B. Target Area CommissionerDirectors.** Target Area CommissionerDirectors shall be elected by members of the respective areas hereinafter "Target Area" in accordance with Policies and Procedures established by the CommissionBoard, 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 CommissionerDirectors, who shall be duly elected from areas within Fresno County that insure equal target area rural and urban representation and adopted by the CommissionBoard.
- C. Community Sector CommissionerDirectors.** Community Sector CommissionerDirectors may consist of representatives of business, industry, labor, religious, law enforcement, youth, education, social services, and/or multicultural organizations (each a "Community Sector Organization") that can contribute or mobilize economic and human resources, ethnic and racial diversity and balance to the CommissionBoard as a whole, and is supportive of the mission and objectives of the AgencyCorporation. The Community Sector CommissionerDirectors shall be selected in accordance with the written policies and procedures established from time-to-time by the CommissionBoard. The proposed Community Sector CommissionerDirector must be affiliated with the Community Sector Organization recommending that appointment. For the purposes of the appointment of Community Sector CommissionerDirectors, "affiliated" shall be limited to individuals who actively participate in the affairs of, or serves as an employee or active volunteer of, the Community Sector Organization recommending the appointment.

ARTICLE VI. TERMS OF OFFICE

Each CommissionerDirector shall serve a three-year term, or until the CommissionerDirector sooner dies, resigns, is removed, or becomes disqualified. The January meeting of the CommissionBoard shall represent the beginning date for the term of office of a CommissionerDirector first elected or appointed, or reelected or reappointed. A public official serving on the Board shall serve as a Public Sector CommissionerDirector only while he or she continues to hold public office. A representative of a public official shall serve as a Public Sector CommissionerDirector 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 CommissionerDirector shall so serve only while he or she continues to be affiliated with the organization that designated the CommissionerDirector.

ARTICLE VII. COMMISSIONERDIRECTORS

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 Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the CommissionBoard.
- B. Organizational Jurisdiction.** For the purposes of California law, the jurisdiction of the Corporation shall be Fresno County. Notwithstanding the foregoing, the Corporation may conduct business outside of Fresno County.
- C. Specific Powers.** Without prejudice to these general powers, and subject to the same limitations, the CommissionerDirectors shall have the power to:
 1. Appoint or remove a Chief Executive Officer according to the policies set forth by the CommissionBoard.
 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 CommissionBoard shall comply 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 Corporation 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 the Corporation'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 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, hypothecation, and other evidence 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 CommissionerDirector. 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 CommissionerDirectors.** 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 CommissionerDirector or to appoint a representative, and shall be accepted by the Board, to so serve. Each appointed Public Sector CommissionerDirector shall serve for the remaining term of the vacating Public Sector CommissionerDirector.
- B. Target Area CommissionerDirectors.** Vacancies in the target area sector shall be filled using the same democratic process originally used to fill the seat of the Target Area CommissionerDirectors. Any election to fill a Target Area CommissionerDirector seat shall be for the remainder of the unexpired term of the vacating Target Area CommissionerDirector.
- C. Community Sector CommissionerDirectors.** 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-Community Sector Organization to designate an individual, and shall be accepted by the Board, to fill the vacancy. After a vacancy, each Community Sector Organization shall have thirty (30) days to provide a name of a proposed Community Sector CommissionerDirector. Each appointed Community Sector CommissionerDirector shall serve for the remaining term of the vacating Community Sector CommissionerDirector.

Section 3. Resignation

A CommissionerDirector may resign from the Board by delivering his or her written resignation to the Chair, to a meeting of the CommissionBoard, or to the Corporation at its principal office. The resignation shall be effective upon receipt unless specified to be effective at some other time. A CommissionerDirector who has ceased to meet the qualifications for service as a CommissionerDirector, 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/Director, who shall be subject to approval of the Board.
- B. Grounds for Removal by the Board.** The Board may remove a Commissioner/Director from the Board or any Committee and from any office for the following reasons:
- 1. Incapacity.** The Board may remove a Commissioner/Director, if in the opinion of the Board, the Commissioner/Director 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/Director for cause on any of the following grounds:
 - i. violation of the Corporation's articles of incorporation, ~~or~~ bylaws, ~~or~~ conflict of interest policy, ~~or~~ Board resolutions, Board Handbook, or other policies,
 - ii. repeated disruptions of Board or Committee meetings,
 - iii. false statements on documents completed in connection with service as a Commissioner/Director or Officer of the Corporation,
 - iv. fraudulent or dishonest acts or gross abuse of authority or gross abuse of discretion with reference to or negatively reflecting upon the Corporation's programs or mission,
 - v. a Target Area Commissioner/Director moving outside of their Target Area, or
 - vi. a Community Sector Organization that nominated the Commissioner/Director ceases to exist or operate within Fresno County.
 - 3. Superior Court judgment.** A Commissioner/Director 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/Director 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.** A Commissioner/Director shall be deemed to have vacated that Commissioner/Director's Board seat after three (3) absences of regular meetings during a calendar year. No later than five (5) days before the next Board of Commissioner/Directors' meeting after the vacancy, a Commissioner/Director may request in writing to the Chair and Clerk of the Board that the Board to restore the Commissioner/Director's Board seat during the Board meeting immediately following the deemed vacancy so long as the Board takes such action upon a determination, in the Board's sole discretion, that there is good cause to excuse the excessive absences. If the Commissioner/Director fails to timely request restoration or is not present at the Board meeting in which the Board considers such request, the Board will not have the discretion to restore the Commissioner/Director's Board seat. If the Board reinstates a Commissioner/Director under this paragraph, any additional absence during the same calendar year will result in the Commissioner/Director's seat being vacated without the option of Board reinstatement.
- C. Procedure for Removal.** The CommissionBoard shall follow the policy established for

removal of CommissionerDirectors established by the Board from time to time. Any CommissionerDirector removed under this Section 4 shall be ineligible to serve on the Board of CommissionerDirectors for one year after the date of removal.

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 Corporation's CommissionerDirectors, Officers and such employees and other persons as may be specified in the policy. The conflict of interest policy, which may be revised by the Board of CommissionerDirectors from time-to-time, shall comply with Head Start regulations. However, under no circumstances shall the CommissionerDirectors 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 and father-in-law, brothers-in-law and sisters-in-law, daughters-in-law and sons-in-law, and adopted and step family members. CommissionerDirectors 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.

CommissionerDirectors 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.

Section 6. Compensation of CommissionerDirectors

CommissionerDirectors may not receive compensation for serving on the Board or for providing services to the Corporation. However, they may receive reimbursement (or advances, in the case of low-income sector CommissionerDirectors) from the Corporation for reasonable and documented expenses incurred in the course of performing services as CommissionerDirectors. To the extent the Corporation 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. Revolving Door Prohibition

No person who was a CommissionerDirector may contract with or be employed by the AgencyCorporation for a period of one year after the term or period of services as a CommissionerDirector has terminated, unless provided by law. However, any individual falling below the California or federal poverty guideline shall be exempt from the above "waiting period" requirement, so long as that individual resigns from the CommissionBoard at the time of acceptance of employment or contracting and such employment or contract does not violate California or federal conflicts of interest law.

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 CommissionBoard members and the public. The regular meeting schedule will be adopted periodically by the Board but not less than once per year. Regular meetings of the Board shall not exceed ten (10) times per year, upon a schedule as approved by the Board. 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 AgencyCorporation. Nothing shall prevent the Board of CommissionerDirectors from meeting via special

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meeting on a case-by-case basis.

Section 3. No Open Meetings

The Public may attend all Board meetings unless the Board of Commissioners meets in Executive Session Other than the meetings of the SOUL Governing Council, no other meetings of the Board or any of its committees shall be open to the public.

Section 4. Notice

Written notice of the time, date, location and agenda of each meeting of the Board shall be given to each Commissioner/Director and made available to the public at least 72 hours before regular meetings or 24 hours before a special meeting.

Section 5. Quorum

A majority of the number of Commissioner/Directors 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 Corporation's articles of incorporation, these bylaws, Corporation policies and procedures or by law, the act of a majority of the Commissioner/Directors at any meeting at which a quorum is present shall be an act of the Board. Each Commissioner/Director 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. Electronic Participation in Board Meetings Board members may participate in Board meetings by means of a conference telephone or similar communications equipment if each Board member participating in the meeting can communicate concurrently with all other Board members, and each Board member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action. Board members' electronic participation is limited to five (5) regular meetings per year. Participation by such means constitutes presence in person at a meeting.

Section 9. Action without a Meeting

No action by the Board may be taken without a meeting.

Section 10. Special Meetings

Special meetings may be called by the Chair or upon the written and signed request of ten-seven (107) or more Commissioner/Directors, dated and specifying the items of business. Notice of any special meeting shall be given to each Commissioner/Director 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

Commented [GG3]: Is this enforced? Are most of the Board meetings conducted in person?

Commented [EV3R2]: All Board meetings are hybrid, allowing Board members to attend in person or participate remotely.

Commented [GG4]: Lowering the threshold based on the number of Directors being lowered to 15.

Any CommissionBoard 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 CommissionerDirectors 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 CommissionBoard shall consist of a Chair, Vice Chair, Secretary, and Treasurer, all of whom shall be elected from the members of the CommissionBoard with the exception that the Chief Executive Officer ~~shall be appointed to serve as Secretary~~. Such officers shall be elected to serve until the next annual meeting of the CommissionBoard or until their successors shall have been elected and qualify. No CommissionerDirector shall hold more than one office at the same time.

Commented [GG5]: Having CEO serve as the corporate Secretary is not recommended from a governance perspective.

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 CommissionerDirectors:

- A. Chair.** The Chair shall: (1) be the chief ~~volunteer-Board~~ officer of the Corporation, subject to the direction and control of the Board; (2) preside at meetings of the Board of CommissionerDirectors; (3) appoint the members of standing and of such special Committees with the approval of the CommissionBoard; (4) be ex-officio a member of all Committees; and (5) perform such other duties and have such other powers as the Board of CommissionerDirectors may determine from time to time. The Chair may vote on any matter before the CommissionBoard. The Chair shall be counted to determine the existence of a quorum.
- B. Vice Chair.** In the absence of the Chair or the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair and shall perform such other duties as the CommissionBoard may, from time to time, designate.
- C. Secretary.** The CommissionBoard shall appoint ~~the Chief Executive Officer a~~ Secretary, who shall serve as the Chief Administrative Officer and as Secretary to the CommissionBoard. The ~~s~~Secretary shall be responsible for the recording and maintenance of records of all proceedings of the Board. This shall include the attendance of CommissionerDirectors at meetings, record of votes of all motions of all meetings of the CommissionBoard, and all CommissionBoard Committees. These records shall be kept in electronic or print files which shall be kept at the principal office of the CommissionBoard. The records shall be open at all reasonable times for the inspection of any CommissionerDirector. Such files shall also contain the CommissionBoard's articles of incorporation and bylaws (as well as any amendments thereto) and the names of all CommissionerDirectors and the address of each. The ~~secretary~~ Secretary or his or her delegate shall give all notices that may be required by law or by these bylaws. The ~~secretary~~ Secretary shall perform such other duties and have such other powers as the commissioners shall determine from time to time. ~~The Secretary shall not be a voting member of the Board. Notwithstanding the foregoing, the Secretary may delegate the tasks described herein to a member of the Corporation's staff; provided, however, that the Secretary shall have the ultimate authority and responsibility to certify the Corporation's records, including Board minutes, resolutions, corporate filings, and other actions required by law of a secretary of a nonprofit corporation under California Nonprofit Law.~~
- D.C. Treasurer.** The Treasurer shall: (1) oversee the Corporation's financial management practices, subject to the direction and control of the Board; (2) ensure that the CommissionerDirectors understand the financial situation of the Corporation (including ensuring that financial statements for each month are available for each meeting of the Board of CommissionerDirectors and are kept on file at the Corporation'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 CommissionerDirectors may determine from time to time.

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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 whose terms are up for election or re-election 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 for two years 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/Director 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 for removal of Directors in Article VII, Section 4. Any Officer removed from office shall not automatically be removed from the Board, but rather any removal of an Officer in his or her position as a Director shall be subject to separate removal proceedings in accordance with Article VII, Section 4.

Section 6. Resignation of Officers

An Officer may resign by delivering his or her written resignation to the Chair, to a meeting of the Commissioner/Directors 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 7. 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 Corporation; implement goals and policies established by the Board; report on and advise the Board and its Committees concerning the affairs and activities of the Corporation; and prepare an annual administrative budget for the approval of the Commission/Board.

The Chief Executive Officer shall be empowered to hire, supervise and terminate the Corporation'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.

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 ~~CommissionerDirectors~~ are delegated shall consist solely of ~~CommissionerDirectors~~ and shall, to the extent possible, reflect the Tripartite composition of the full Board unless expressly provided for herein. 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 Bylaws, 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. 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.~~ There shall be the following standing Committees: Executive, Finance, Audit, Program Planning and Evaluation, Human Resources/Pension, and Bylaws, ~~as more fully described below, and Audit.~~ 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 ~~CommissionBoard~~ shall have ended.

The Committee shall determine the frequency and meeting dates for each committee meeting.

Section 1. Executive Committee

The Executive Committee shall be composed of ~~the seven (7) elected Board members, consisting of~~ the Chair, Vice Chair, Treasurer, and the chair of each Committee described in this Article X. 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) Executive Committee members with 48 hours' notice. The Executive Committee's decision(s) are subject to approval by the Board. 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 act on interim matters that cannot wait until the next Board meeting. The Executive Committee shall also review the next full Board agenda. Moreover, the Executive Committee shall receive, on a quarterly basis, a report prepared by the AgencyCorporation's Internal Auditor, or his or her designee, on the AgencyCorporation's on-going efforts to manage and operate the Head Start program, which shall include, but not be limited to, budgetary and performance metrics as periodically requested by the Executive Committee, as well as other matters pertaining to the AgencyCorporation's operations as reasonably determined by the Executive Committee and the AgencyCorporation's Internal Auditor.

Section 2. Finance Committee.

The Finance Committee shall be composed of the Treasurer, who shall be its Chair, and four (4) other ~~CommissionerDirectors~~, at least one from each 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 Corporation; (3) advise the Board with respect to significant financial decisions, including the integrity of the financial statements of the Corporation; (4) have such other powers and perform such other duties as the Board may specify from time to time. Additionally, the Finance Committee (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 ~~CommissionerDirectors~~ 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.

Section 3. Audit Committee

The Audit Committee shall be composed of five (5) ~~Commissioner~~Directors, including the Chair of the Committee, who shall be a voting member of the Audit Committee. No member of the Finance Committee, other than the Chair of the Board of ~~Commissioner~~Directors, ~~should he or she be a member of the Finance Committee,~~ may be sit on the Audit Committee. The Audit Committee shall assist the Board of ~~Commissioner~~Directors 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~~Board 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. The Program, Planning & Evaluation Committee The Program Planning and Evaluation Committee shall be composed of five (5) ~~Commissioner~~Directors, with at least one from each Tripartite sector. Subject to the direction and control of the full Board, the Program Planning and Evaluation Committee shall: (1) oversee implementation of the Corporation's community needs assessment and strategic planning processes approved by the Board and conduct periodic reviews to determine to what degree the Corporation is addressing the needs and goals identified through these processes; (2) shall discuss, review and recommend grant applications; (3) track the progress of the Corporation's programs in meeting identified goals and objectives; (4) oversee the Corporation's processes for outcome reporting for its programs; (5) review monitoring reports, evaluations, and other feedback on the Corporation's programs provided by funding sources and other interested parties; (6) work with the Corporation's staff and full Board to ensure that monitoring findings are addressed in a timely way; (7) oversee the regular evaluation of the Corporation's programs by the Corporation'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 5. Human Resources Committee.

The Human Resources Committee shall be composed of five (5) Directors, with at least one from each Tripartite sector, and shall (1) periodically review the Corporation'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 Corporation's compensation schedule and implementation thereof, recommend any changes to the Board; (3) review and make recommendations to the Board regarding the Corporation's employee benefits package; (4) receive information from the Corporation's staff and attorneys on legal proceedings involving the Corporation's employees and make recommendations and reports to the Board on those matters; (5) on a quarterly basis, 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; (6) provide employees with a diversified slate of investment options and make changes to the funds offered as needed; and (57) have such other powers and perform such other duties as the Board may specify from time to time

Section 56. Human Resources/Pension Committee.

The Pension Committee shall be composed of five (5) Directors, with at least one from each Tripartite sector, two elected employee representatives, and two trustees. The first employee representative shall be from the Head Start or Early Head Start program with the second representative from one of the other programs within the Corporation. Employee representatives shall serve a term of two (2) years and shall not serve for more than five (5) consecutive terms. Plan Trustees are the Chief Executive Officer (CEO) and another employee designated by the CEO. (1)The Human Resources/Pension Committee shall be composed of five (5) Commissioners, with at least one from each Tripartite sector, two elected employee representatives, and two Pension Plan Trustees and shall (1) periodically review the Corporation'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 Corporation's compensation schedule and implementation thereof, recommend any changes to the

~~Board; (3) review and make recommendations to the Board regarding the Corporation's employee benefits package; (4) receive information from the Corporation's staff and attorneys on legal proceedings involving the Corporation's employees and make recommendations and reports to the Board on those matters; (5) on a quarterly basis, 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; (6) provide employees with a diversified slate of investment options and make changes to the funds offered as needed; and (7) have such other powers and perform such other duties as the Board may specify from time to time~~ on a quarterly basis, 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; (2) provide employees with a diversified slate of investment options and make changes to the funds offered as needed; and (3) have such other powers and perform such other duties as the Board may specify from time to time

Section 67. Bylaws Committee

The Bylaws Committee shall be composed of five (5) ~~Commissioner~~Directors, with at least one from each 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 Corporation'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. An ad hoc committee of the Bylaws Committee shall be appointed by the Chair of the Bylaws Committee to interview all prospective Community Sector ~~Commissioner~~Directors.

Section 78. SOUL Charter School Committee

The School of Unlimited Learning ("SOUL") Charter School Committee shall be composed of all Board Members. This Committee shall serve as the managing entity of SOUL and (i) adopt the annual budget for SOUL; (ii) adopt all material policy changes to the management of SOUL, (iii) approve all filings with Fresno Unified School District, Fresno County Superintendent of Schools, the California Department of Education, and any other governmental agency with oversight or regulatory responsibilities for SOUL; and (iv) any other activities that, in the reasonable judgement of the Executive Director, relate to the activities of SOUL. The SOUL Charter School Committee shall in all respects comply with the Ralph M. Brown Act (the "Brown Act"), the California Public Records Act (CPRA), Government Code section 1090 *et seq.*, and the Political Reform Act of 1974. Members of the SOUL Charter School Committee shall annually complete a Statement of Economic Disclosure (Form 700). When needed, but not less than twice per year, the Fresno EOC Board of ~~Commissioner~~Directors shall adjourn its business and reconvene as the SOUL Charter School Committee and shall comply with all open meeting requirements under the Brown Act. For clarity the SOUL Charter School Committee may meet before or after or completely independently of Fresno EOC Board of ~~Commissioner~~Directors' meetings. A quorum of SOUL Charter School Committee members must be physically present during a meeting in order to take action. Moreover, the SOUL Charter School Committee shall not replace the advisory ~~SOUL~~ Governing Council.

ARTICLE XI. POLICIES AND PROCEDURES

Section 1. Annual Statement of Certain Transactions and Indemnifications

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

Section 2. Fiscal Year

Commented [GG6]: What is the function of the SOUL Governing Council and how does it differ from the SOUL Charter School Committee?

Commented [EV6R2]: This question will be addressed by Dr. Varnado during the April 20 Bylaws meeting.

The fiscal year of the Corporation shall be fixed by resolution of the Board of ~~Commissioner~~Directors and may be changed by the Board of ~~Commissioner~~Directors.

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 Corporation shall be signed by the Chair or the Chief Executive Officer and checks drawn on any account of the Corporation 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 Corporation 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 Corporation 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 Corporation's expense.

ARTICLE XIII. INDEMNIFICATION OF ~~COMMISSIONER~~DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section One. Actions Other Than By the Corporation.

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The Board of ~~Commissioner~~Directors 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 Corporation 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 Corporation, 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 Corporation 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 Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section Two. Actions By the Corporation.

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The Board of ~~Commissioner~~Directors 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 Corporation, 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 Corporation, 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 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 8.02~~Article XIII, Section 2 for any of the following reasons:

In respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to this Corporation in the performance of that person's duty to this 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, 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.~~

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To the extent that an agent of this Corporation has been successful on the merits in defense of any proceeding referred to in ~~Sections 8.01 or 8.02~~Article XIII, Sections 1 or 2, 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.

Section Four. ~~Required Approval.~~

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Except as provided in ~~Section 8.03~~Article XIII, Section 3, any indemnification under this Article ~~VIII~~XIII shall be made by the Board of ~~Commissioner~~Directors 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 Article XIII, Sections 1 or 2~~Section 8.01 or 8.02~~, by any of the following:

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

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

Section Five. Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by this Corporation 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.

Section Six. Other Contractual Rights

No provision made by the Corporation to indemnify its ~~Commissioner~~Directors or Officers for the defense of any proceeding, whether contained in the Corporation'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 ~~Commissioner~~Directors and Officers of this Corporation may be entitled by contract or otherwise.

Section Seven. Limitations.

No indemnification or advance shall be made under this Article VIII, except as provided in Article XIII, Sections 3 or 4~~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.

Section Eight. Insurance.

The Corporation 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 Corporation would have the power to indemnify the agent against the liability under the provisions of this Article VIII; provided, however, that the 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 California Corporations Code.

ARTICLE XIV. EFFECTIVE DATE/AMENDMENT OF BYLAWS

These bylaws shall be effective as of January 1, 2025 the date indicated on the Certificate of the Secretary, attached hereto. These bylaws may be altered, amended or repealed at any meeting of the Commissioner/Directors; provided that notice of the meeting must be provided to the Commissioner/Directors 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 CommissionBoard by act of the CommissionBoard 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.

[Certificate of Secretary to follow.]

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CERTIFICATE OF THE SECRETARY

I, the undersigned, do hereby certify:

1. That I am the Secretary of the Board of Directors of FRESNO ECONOMIC OPPORTUNITIES COMMISSION, a California nonprofit public benefit Corporation; and

2. That the foregoing bylaws comprised of seventeen pages (including this certification page) constitute the initial bylaws of said Corporation as duly adopted by the Board of Directors.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED AND AFFIXED MY NAME on _____
(date)

Secretary, _____

Signature _____

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