

# Friends of Folsom Parkways

(A nonprofit, public benefit Corporation)

Bylaws (revised May 14, 1998 and Amended on Jan. 12, 2023)

## Article I - NAME OF THE ORGANIZATION

Sec 1. This organization shall be known as the Friends of Folsom Parkways (hereafter referred to as the Corporation).

## Article II – PURPOSES AND OBJECTIVES

Sec. 1. The purpose of the Corporation is to promote the preservation and development of public parkways and open space within the city of Folsom, California. Toward this end, the Corporation shall raise funds for public parkway development, educate the community on public parkway issues and open spaces, review and comment upon development proposals affecting public parkways and open spaces in the City of Folsom, and assist the City in identifying areas of Folsom suitable for inclusion in the public parkway system.

Sec. 2. No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer or any private individual, and no member, trustee, director, officer or any private individual shall be entitled to share in the distribution of any corporate assets on dissolution of the Corporation.

## Article III – BOARD OF DIRECTORS

Sec. 1. The Corporation shall be governed by a Board of Directors having not less than three (3) Directors elected annually by the Members **present** and collectively they shall be known as the Board of Directors. No more than forty-nine percent (49%) of the persons serving on the board may be “interested persons,” as that term is defined under the Internal Revenue Code.

Sec. 2. Subject to the provisions of the California Nonprofit Public Benefit Corporations law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the Members of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors shall have all powers necessary to perform any and all duties imposed on them collectively or individually by law, the Articles, or the Bylaws.

Sec. 3. (a) The Board of Directors shall conduct regular and special meetings as necessary to perform their duties. Regular meetings of the Board of Directors and general meetings of the membership shall be open to Members. Special meetings of the Board of Directors may be called

by the President of the Board or any two officers of the Corporation. A report of any Special Meeting shall be given at the next regular meeting.

(b) A quorum for any meeting of the Board of Directors shall be 51% of the Directors. A majority of the Directors present is required for approval of action by the Board of Directors.

(c) Notice of meetings of the Board of Directors shall be provided by email and posted on the Corporation's web page. Additional notices can be provided utilizing social media or other means as appropriate in the discretion of the Secretary.

(d) Board or General Membership meetings may be held by electronic means when in-person attendance is limited or precluded due to circumstances outside the Corporation's control. Attendance by individual Board members by electronic means may be approved by the President when attendance by the Board Member in person is otherwise not possible and attendance in this manner is discouraged and only in exceptional circumstances.

Sec. 4. A board member who has three (3) consecutive unexcused absences shall be deemed ineligible to serve as a board member and may be removed by a vote of the Board of Directors. The vacancy may be filled by appointment by a majority vote of the Board of Directors.

Sec. 5 Any Vacancy on the Board of Directors may be filled by a majority vote of the Board of Directors present at a regularly scheduled Board Meeting.

Sec. 6 – Removal – A member of the Board of Directors may be removed from the Board with or without cause by a majority vote of members of the Board of Directors present at a regular or special meeting of the Board of Directors.

#### Article IV – OFFICERS, DIRECTORS AND STANDING COMMITTEES

Sec. 1. The Board of Directors of the Corporation shall have the following Officers, elected by the members, whose duties shall be those described below:

- A. President - presides at board meetings and creates meeting agendas in association with the executive board members. This individual oversees all of the business affairs of the board and acts as the primary contact for the group, and assumes the primary leadership role in moving the organization forward towards achievement of its mission and annual goals.
- B. 1<sup>st</sup> Vice President -- in the absence of the president, serves in that role with the respective powers and responsibilities. Takes the lead and is responsible for monitoring local, regional and state issues, and presents issues and recommendations to the board of directors for consideration. This individual may also assume responsibility for special projects and assignments.

- C. 2<sup>nd</sup> Vice President – in the absence of the president and 1<sup>st</sup> vice president, may also serve in that role with the respective powers and responsibilities. Establishes and maintains relationships with other community organizations and stakeholders such as CA State Parks, Sacramento Regional Parks, Folsom Lake College, the Folsom Athletic Association, Friends of Folsom Zoo, Folsom Arts Association, Historic District Association, Chamber of Commerce, etc. Monitors local development activities in and surrounding Folsom that affect trails and parkways and presents status reports and recommendations to the board of directors for consideration.
- D. Secretary - responsible for distributing the board meeting agenda and recording the minutes of the meeting and will make sure all documentation is filed and organized correctly for easy access at a later date. Also acts as the organization’s Historian by maintaining and organizing the Friends’ past efforts, actions and accomplishments.
- E. Treasurer - responsible for overseeing the organization’s financial condition by making, receiving and keeping track of receipts and disbursements. Prepares the draft budget for board consideration and administers annual adopted budget, as well as annual tax reporting obligations.

Sec. 2. The Corporation shall also have the following positions (A-F) on the Board of Directors elected in the same manner as other Directors. These positions shall have duties as described below;

- A. Communication Director – responsible for publication of official correspondence, newsletter, media contacts, content development, and monitoring interactions, and leads the Communications Committee.
- B. Membership Director – maintains and coordinates membership services and works to increase both general public membership and business/corporate membership, as well as administration of the annual fund-raising plan and leads the Membership Committee.
- C. Special Projects Director - project management responsibilities for key special and/or long-term organizational projects. Coordinates and organizes volunteers for project efforts (via Meetup), and leads the Special Projects Committee.
- D. At Large Director(s) – At a minimum of two (2) and not more than four (4) Directors shall be designated as At Large Directors and shall participate in Board activities and Committees.
- E. President Emeritus At Large Director – A prior President of the Corporation may serve as an additional At Large Director as President Emeritus.
- F. Youth Director(s) – A minimum one, no more than three from Folsom-area high schools May interact with and/or support one or more of the director positions or committees to help advance/achieve various objectives.

Sec. 3. The Corporation shall have the following standing committees with the associated primary objectives and responsibilities. Committee membership shall be nominated by the respective Committee Director and approved by a simple majority vote of the Board of Directors.

- A. Communications Committee comprised of up to four (4) members with the primary objectives including but not limited to:
  - a. Web site management and maintenance
  - b. Publicity/Social Media
  - c. Community Outreach and Newsletter
  - d. Photography
  
- B. Membership Committee comprised of up to four (4) members with the primary objectives including but not limited to:
  - a. General Membership
  - b. Corporate Sponsorships
  - c. Fund Raising
  - d. Special Events (social)
  
- C. Special Projects Committee comprised of up to four (4) members with the primary objectives including but not limited to:
  - a. Community Service (i.e., Trails Day and Community Service Day, etc.)
  - b. Capital Projects (physical construction, i.e., tree planting, trail maintenance and construction, etc.)

#### Article V – MEMBERSHIP IN THE CORPORATION

Sec. 1. Upon application, membership in the Corporation is open to all persons demonstrating an interest in Folsom Parkways and a willingness to support the activities of the Corporation.

Sec. 2. All memberships are on a calendar year basis. To maintain continuous membership, membership must be renewed annually by submission of a renewal application form and full payment of dues before January 1. Members who fail to renew by March 1 are considered inactive until full payment of annual dues is made.

Sec. 3. The Board of Directors shall establish the membership structure, dues and associated benefit levels for individual, group and business membership in the Corporation, and shall make periodic adjustments as it deems appropriate for Corporation operations and objectives. Any change to the membership structure, annual dues amount and associated benefits shall be approved by a simple majority vote of the Board of Directors

#### Article VI AMENDMENTS

Sec. 1 Amendments may be made at any regular meeting by a 2/3rds vote of the members present provided that amendments are presented in writing to the membership at least 30 days prior to the meeting.

#### Article VII POLITICAL LIMITATIONS CLAUSE

Sec. 1 No substantial part of the activities of the Corporation shall consist of carrying on political activity or otherwise attempting to influence legislation, except as permitted under State and Federal law. The Corporation shall not participate or intervene in all political campaigns (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office, except as permitted by State or Federal law.

#### Article VIII DEDICATION/DISSOLUTION CLAUSE

Sec. 1 The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

#### Article IX CHARITABLE PURPOSES CLAUSE

Sec. 1 The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

Sec. 2 Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes which has established its tax-exempt status under Section 501 C (3) of the Internal Revenue Code.

#### ARTICLE X – INSURANCE AND INDEMNIFICATION

Sec. 1 – The Board of Directors may approve the purchase of insurance to cover all activities of the Corporation including Officers and Directors Insurance.

Sec. 2 To the fullest extent permitted by law, the Corporation shall indemnify, defend, and hold harmless all Officers and Directors of the Corporation including former Officers and Directors occupying those positions and their heirs, executors and administrators from and against all expenses, judgements, fines, settlements and other amounts actually incurred in connection with the performance of their duties.

INITIAL DIRECTORS 1998  
Sara Myers, President  
William Bailey, Vice President  
Marilyn Bailey, Treasurer  
Richard Merz, Past President  
Lynn LePage, Board Member

Madeleine Moseley, Board Member  
Jim Kirstein, Newsletter Editor  
Ed Pegram, Past President  
Kirk Bone, Board Member  
Patricia Nappi, Board Member

DIRECTORS UPON AMENDMENTS 2023

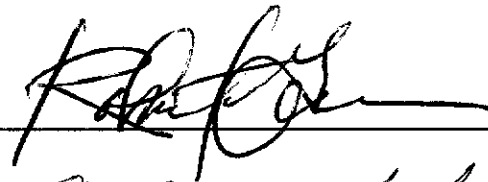
President Robert Goss  
Vice President Lynn LePage  
Secretary/ Historian Carol Ramstad  
Treasurer Jim Ramstad

Board of Directors  
Bruce Cline  
Glenn Hermanson  
Eric James  
Maynard Johnston  
Jim Kirstein  
Jan O'Brien  
Jay O'Brien

As President and Secretary on January 12, 2023 we hereby declare that Notice to the Membership was given and an election to amend the bylaws was held at the Board Meeting on January 12, 2023 and we have certified the vote to amend the bylaws as provided herein. The bylaws are hereby amended as set forth.

DATE: January 12, 2023

President: Robert Goss



Secretary: Carol Ramstad

