

**BYLAWS OF**  
**CALIFORNIA COUNTIES FOUNDATION, INC.**

**ARTICLE I. OFFICES**

**Principal Office**

Section 1.01. The principal office of the Corporation for its transaction of business is located at 1100 K Street, Suite 101, City of Sacramento, County of Sacramento, California.

**Change of Address**

Section 1.02. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of Sacramento, California. Any such change shall be noted by the Secretary in the Bylaws but shall not be considered an amendment to these Bylaws.

**ARTICLE II. PURPOSE AND RESPONSIBILITIES**

Section 2.01. The California Counties Foundation supports the continuing education of county elected and appointed officials in leadership, citizen engagement and knowledge competencies, and expansion of the knowledge base of California counties through the support of research in areas of importance to counties.

Section 2.02. The California Counties Foundation shall be responsible for managing the following programs or activities:

- CSAC William “Bill” Chiat Institute for Excellence in Government
- CSAC Grants Initiative
- CSAC Executive Services
- Other services as determined by the Board
- Charitable contributions and disbursements including any charitable funds or grants from other entities
- Fundraising and other activities to improve information resources and continuing education to county elected and appointed officials

## **ARTICLE III. MEMBERS**

### **Classification of Members**

Section 3.01. The Corporation shall not have any members.

### **Effect of Prohibition**

Section 3.02. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest under the Nonprofit Public Benefit Corporation Law in the members shall vest in the Directors.

## **ARTICLE IV. DIRECTORS**

### **Number**

4.01. The Corporation shall include 15 Directors comprised of the following:

- 2 CSAC Elected Officers
- CSAC Treasurer
- CSAC CEO
- 3 County Supervisors
- 3 County Administrators
- Human Resources Director
- County Counsel
- CSAC Finance Corporation Chief Executive Officer or designee
- Public Member
- Foundation Stakeholder

## **ARTICLE V. OFFICERS**

### **Officers and Titles**

Section 5.01. The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer shall serve concurrently as the President.

## **Duties of Officers**

### **President**

Section 5.02. (a) Beginning in 2019, the President shall be the CSAC First-Vice President and shall preside at all meetings of the Foundation Board of Directors. Such officer shall perform all duties incident to the office of President and such other duties as may be required by law or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

### **Vice-President**

(b) The Vice-President shall be the CSAC Second-Vice President and, in the absence of the President or in the event of their inability or refusal to act, the Vice-President shall perform all duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed by law, or by these Bylaws, or as may be prescribed by the Board of Directors.

### **Secretary**

(c) The Secretary shall be the CSAC CEO or a Foundation Board appointed designee and shall keep or cause to be kept at the principal office of the Corporation, or such other places as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

### **Treasurer**

(d) The Treasurer of the Corporation shall be the CSAC Treasurer and shall keep and maintain in written form adequate and correct books and records of account of the properties and business transactions of the Corporation, including account of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account shall at all times be open to inspection by any Director of the Corporation. The Treasurer shall deposit all monies and other valuables in the name of and to the credit of the Corporation with such depositaries as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors and shall render to the President and the Directors on request on account of such officer's transactions as Treasurer, and of the financial condition of the Corporation; and shall otherwise oversee the financial affairs of the Foundation. The Treasurer shall perform

such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors for these Bylaws.

### **Chief Executive Officer**

(e) The CSAC CEO or a CSAC CEO appointed designee shall be the general manager and chief executive officer of the Corporation and shall be subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Corporation. The Board of Directors may delegate authority to the general manager and chief executive officer, in the name and on behalf of the Corporation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board to the contrary, the President of the Board shall be authorized to execute such instruments on behalf of the Corporation.

### **Resignation and Removal of Officers**

Section 5.03. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all the Directors.

### **Qualifications**

### **Term of Office**

Section 5.04. Except as provided in Section 5.02.(a) each Director shall hold office for a term of one year beginning at the meeting held in conjunction with the CSAC annual conference and until a successor Director has been elected and qualified.

### **Nomination**

Section 5.05. Any person qualified to be a Director under Section 4.01 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

### **Election**

Section 5.06. (a) The Directors shall be elected or designated at a regular meeting

of the Board of Directors as prescribed by Section 5.08 of these Bylaws. The candidates receiving the highest number of votes in each Director category up to the number of Directors to be elected from that category are elected. The CEO of the California State Association of Counties (CSAC), the CSAC Treasurer, and the CSAC Finance Corporation Chief Executive Officer shall be eligible for redesignation without limitation on the number of terms. All other Directors shall be eligible for reelection annually.

(b) The Board shall include the following:

- CSAC First-Vice President
- CSAC Second-Vice President
- CSAC Treasurer
- CSAC CEO
- 3 County Supervisors as selected by the CSAC President
- 3 County Administrators as selected by the California Association of County Executives in consultation with CSAC President
- Human Resources Director as selected by the California Counties Human Resources
- County Counsel as selected by the County Counsels Association of California
- CSAC Finance Corporation Chief Executive Officer or designee
- Public Member as selected by the CSAC President
- Foundation Stakeholder as selected by the CSAC President

### **Compensation**

Section 5.07. The Directors shall serve without compensation, except that they may be allowed and paid their actual and necessary expenses incurred in attending the meetings of the Board subject to a written policy to be set by the Board of Directors in accordance with Section 5.08 (f) of these Bylaws.

### **Meetings**

#### **Call of Meetings**

Section 5.08. (a) Meetings of the Board may be called by the President or the Vice-President or the Secretary or any two (2) Directors. Meetings shall be held a minimum of two times per year and may be in conjunction with the CSAC Annual Meeting or Legislative Conference, and as otherwise determined by the Board. Meetings may be held in person or via teleconference consistent with the CSAC Policy and Procedure Manual.

### **Place of Meetings**

(b) Meetings of the Board shall be held at the principal office of the Corporation as specified in Section 1.01 of these Bylaws or as changed from time to time as provided in Section 1.02 of the Bylaws. Meetings held in conjunction with the CSAC Annual Meeting, Legislative Conference, or other event, may be held at the location of such event.

### **Date and Time of Meetings**

(c) Annual meetings of the board of directors shall be held on the date and time fixed by the board. At the annual meetings, directors shall be elected, except in the case of the Vice President who will join the Board once elected as CSAC Second-Vice President, and any other proper business transacted.

### **Special Meetings**

(d) Special meetings of the board may be called by the directors. Special meetings shall be held on ten (10) days-notice by first-class mail, postage prepaid, or via email or on seventy-two (72) hours notice delivered personally or by telephone, including a voice messaging system, or other system or technology designed to record and communicate messages, telegraphs facsimiles, electronic mail, and other electronic means.

### **Quorum**

(e) A majority of the authorized number of Directors but consisting of not less than one Supervisor Director and the CEO of the California State Association of Counties or their designee, constitutes a quorum of the Board of Directors for the transaction of business, except as hereinafter provided.

### **Transactions of Board**

(f) Except as otherwise provided in these Bylaws, or by the law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken shall be approved by at least a majority of the required quorum for such meetings, or such greater number as is required by law or these Bylaws.

## **Conduct of Meetings**

(g) The President or, in their absence, the Vice President or, in their absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the board may participate in a meeting by the use of conference telephone, teleconference, or similar communications equipment as long as all members participating in the meeting are able to hear one another. Participation at meetings through the use of conference telephone, teleconference, or similar communications equipment constitutes presence in person at that meeting as long as all board members participating in the meeting are able to hear one another.

## **Adjournment**

(h) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

## **Action Without Meeting**

Section 5.09. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

## **Removal of Directors Removal for Cause**

Section 5.10. (a) The Board of Directors shall declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of court; or
- (2) The Director has been convicted of a felony; or

(3) The Director has failed to attend two meetings of the Board within a one- year period; or

(4) The Director ceases to be a member of the category of Director in which they were appointed.

### **Removal Without Cause**

(b) Any elected Director may be removed without cause if such removal is approved by the Board of Directors within the meaning of Section 5222 (a) (3) of the Corporation Code. Any designated Director may be removed without cause only as provided in Section 5222 (f) of the Corporation Code.

### **Resignation of Director**

Section 5.11. Any Director may resign effective on giving written notice to the President, the Vice President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected or designated to take office when the resignation becomes effective. Director shall not resign where the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

### **Vacancies on the Board**

Section 5.12. (a) Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members of the Board of Directors in any election to elect the full number of Directors authorized.

(b) Vacancies on the Board of Directors may be filled by a majority of the Directors then in office whether or not less than quorum, or by a sole remaining Director, except (1) the Director who is the CEO of the California State Association of Counties by a new designation; and (2) the President who is First-Vice President of the California State Association of Counties and (3) the Vice President who is the Second-Vice President of the California State Association of Counties, who are the by the process for filling that vacant position in the CSAC Constitution.



## **Committees of the Board of Directors**

Section 5.13. (a) The Board of Directors may, by resolution duly adopted by a majority of the authorized number of directors, designate one or more committees, each consisting of two (2) or more directors and with such powers as it may designate, consistent with the Articles of Incorporation, these Bylaws, and the Nonprofit Public Benefit Corporation Law. The appointment of members or alternate members of a committee requires the vote of a majority of the authorized number of the Board. Such committee shall hold office at the pleasure of the Board and shall be subject to the restrictions of Section 311 of the Corporation Code.

(b) The Board of Directors may, by a majority of the authorized number of directors, establish one or more advisory committees to work through implementation details and to develop recommendations to improve Foundation programs or activities. Each advisory committee may consist of directors and non-directors as appropriate to meet the needs of the Board.

## **ARTICLE VI. CORPORATE RECORDS, REPORTS, AND SEAL**

### **Keeping Records**

Section 6.01. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its Board, and committees of the Board. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

### **Annual Report**

Section 6.02. The Board shall cause an annual report to be prepared not later than one hundred twenty (120) days after the close of the Corporations fiscal year. The report shall contain all the information required by Section 6321 (a) of the Corporation Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall be furnished to all Directors.

### **Annual Statement of Certain Transactions and Indemnifications**

Section 6.03. The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Section 6322 (d) and (e) of the Corporation Code, if such transaction or indemnification took place. Such annual

statement shall be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

### **Corporate Seal**

Section 6.04. The Board of Directors shall adopt a corporate seal which shall be in the following form and design:

- Have the name of the California Counties Foundation.
- Have coloration consistent with CSAC.

The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

### **ARTICLE VII. INDEMNIFICATION**

The corporation shall have the power to indemnify any director who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that the person is or was an agent of the corporation against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding if that director acted in good faith and in a manner that is reasonably believed to be in the best interests of the corporation.

### **ARTICLE VIII. INSURANCE**

The corporation shall have the power to purchase and maintain insurance on behalf of any director, officer or agent of the corporation against any liability asserted or incurred by the director, officer or agent in that capacity or arising out of the director's, officer's or agent's status.

### **ARTICLE IX. AMENDMENT OR REPEAL OF BYLAWS**

Any amendment or repeal of these bylaws by the Board of Directors shall be effected only by the affirmative vote of a majority of the authorized number of directors.

**CERTIFICATE OF SECRETARY**  
**OF**  
**CALIFORNIA COUNTIES FOUNDATION, INC.**  
**a California Nonprofit Corporation**

I hereby certify that I am the duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprising of 10 pages, constitute the Bylaws of said corporation as duly adopted at the meeting of the Board of Directors thereof held on October 28, 1983, amended at a meetings of the Board of Directors held on November 9, 1998, November 29, 2018 and January 23, 2023, and further amended at a meeting of the Board of Directors held on November 20, 2024.

Date: November 20, 2024

*Graham Knaus*

Graham Knaus, Secretary

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