

College-Glen Neighborhood Association Foundation

Application

**Filed
Secretary of State
State of California**

June 17, 2015

Articles of Incorporation

of

College/Glen Neighborhood Association Foundation

Corporate/Entity # 3798795

State Charity Registration # 0250785

Federal Employer ID # 47-4702855

To form a nonprofit public benefit corporation in California, you can fill out this form or prepare your own document, and submit for filing along with:

- A \$30 filing fee.
- A separate, non-refundable \$15 service fee also must be included, if you drop off the completed form or document.

Important! California nonprofit corporations are not automatically exempt from paying California franchise tax or income tax each year. A separate application is required in order to obtain tax exempt status. For more information, go to https://www.ftb.ca.gov/businesses/exempt_organizations or call the California Franchise Tax Board at (916) 845-4171.

Note: Before submitting this form, you should consult with a private attorney for advice about your specific business needs.

FILED
Secretary of State
State of California

JUN 17 2015

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This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm

Corporate Name (List the proposed corporate name. Go to www.sos.ca.gov/business/be/name-availability.htm for general corporate name requirements and restrictions.)

- ① The name of the corporation is College-Glen Neighborhood Association Foundation

Corporate Purpose (Item 2a: Check one or both boxes. Item 2b: The specific purpose of the corporation must be listed if you are organizing for "public" purposes, or if you intend to apply for tax-exempt status in California.)

- ② a. This corporation is a nonprofit **Public Benefit Corporation** and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for: ☒ public purposes. ☐ charitable purposes.
- b. The specific purpose of this corporation is to fund projects which educate, protect and preserve our community

Service of Process (List a California resident or an active 1505 corporation in California that agrees to be your initial agent to accept service of process in case your corporation is sued. You may list any adult who lives in California. You may not list your own corporation as the agent. Do not list an address if the agent is a 1505 corporation as the address for service of process is already on file.)

- ③ a. Annette M. (Barudoni) Deglow

Agent's Name

- b. 8424 Olivet Court

Sacramento

CA 95826-3009

Agent's Street Address (if agent is not a corporation) - Do not list a P.O. Box

City (no abbreviations)

State Zip

Corporate Addresses

- ④ a. 8424 Olivet Court Sacramento, CA 95826-3009

Initial Street Address of Corporation - Do not list a P.O. Box

City (no abbreviations)

State Zip

- b.

Initial Mailing Address of Corporation, if different from 4a

City (no abbreviations)

State Zip

Additional Statements (The following statements are required to obtain tax exemption from the Internal Revenue Service or the California Franchise Tax Board under Internal Revenue Code section 501(c)(3). Note: Corporations seeking other types of tax exemptions should not use this form.)

- ⑤ a. This corporation is organized and operated exclusively for the purposes set forth in Article 2a hereof within the meaning of Internal Revenue Code section 501(c)(3).
- b. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- c. The property of this corporation is irrevocably dedicated to the purposes in Article 2a hereof and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- d. Upon the dissolution or winding up of this corporation, its assets remaining after payment, 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, educational and/or religious purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

This form must be signed by each incorporator. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are made part of these articles of incorporation.

Annette M. (Barudoni) Deglow Annette M. (Barudoni) Deglow
Incorporator - Sign here Print your name here

Make check/money order payable to: Secretary of State
Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.

By Mail
Secretary of State
Business Entities, P.O. Box 944260
Sacramento, CA 94244-2600

Drop-Off
Secretary of State
1500 11th Street, 3rd Floor
Sacramento, CA 95814



I hereby certify that the foregoing
transcript of 1 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

JUN 23 2015 NA

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

College-Glen Neighborhood Association Foundation

5 0 1 (c) (3)

Corporate/Entity # 3798795

State Charity Registration # 0250785

Federal Employer ID # 47-4702855

**Internal Revenue Service
Department of the Treasury**

August 12, 2015

Federal Employee Identification Number

47 - 4702855

Public Charity

Effective Date: June 17, 2015

File Date:

August 12, 2015

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: AUG 12 2015

COLLEGE--GLEN NEIGHBORHOOD
ASSOCIATION FOUNDATION
8424 OLIVET COURT
SACRAMENTO, CA 95826-3009

Employer Identification Number:
47-4702855
DLN:
26053619002575
Contact Person:
CUSTOMER SERVICE ID# 31954
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
June 30
Public Charity Status:
509(a)(2)
Form 990/990-EZ/990-N Required:
Yes
Effective Date of Exemption:
June 17, 2015
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Letter 5436

COLLEGE--GLEN NEIGHBORHOOD

Sincerely,

A handwritten signature in black ink, appearing to read "J. I. Cooper", written in a cursive style.

Jeffrey I. Cooper
Director, Exempt Organizations
Rulings and Agreements

College-Glen Neighborhood Association Foundation

5 0 1 (c) (3)

Corporate/Entity # 3798795

State Charity Registration # 0250785

Federal Employer ID # 47-4702855

**Internal Revenue Service
Department of the Treasury**

August 12, 2015

Federal Employee Identification Number

47-4702855

**By-Laws
of
College-Glen Neighborhood Association Foundation**

**File Date:
August 13, 2015**

BY-LAWS OF COLLEGE-GLEN NEIGHBORHOOD ASSOCIATION FOUNDATION

ARTICLE I

Name

The name of the corporation is the College-Glen Neighborhood Association Foundation hereinafter referred to as the "**Foundation.**"

ARTICLE II

DEFINITIONS

Section 1. "Foundation" shall mean and refer to the College-Glen Neighborhood Association (CGNA) Foundation.

Section 2. "Boundaries" of the Foundation shall encompass Watt Avenue to the east, Howe Avenue to the west, the American River to the north, and Folsom Boulevard to the south.

Section 3. Eligibility for membership shall include all single-family, duplex, fourplex, and condominium residents within the boundaries of the Foundation.

ARTICLE III

PURPOSE

The specific purpose of the Foundation is to fund projects which educate, protect, enhance and preserve our community.

ARTICLE IV

ACTIVE/EXTENDED MEMBERSHIP, VOTING & GOVERNANCE

Section 1. Active membership is defined as a household that is within the boundaries of the Foundation.

Section 2. Extended Active membership is defined as a former resident of the area and CGNA Board Member that continues to provide valued services to the Foundation from outside the boundaries.

Section 3. For the purpose of voting, each active and extended active membership (household) shall have one vote.

Section 4. The governing body of the CGNA Foundation shall be the Board of Directors.

Section 5. The CGNA Foundation shall not have any mandatory dues. The Foundation may appeal to members of the residential and business community from within or outside the Foundation boundaries for donations, contributions, grants and other gifts to support specific projects that are consistent with the purpose of the foundation.

ARTICLE V
BOARD OF DIRECTORS/EXECUTIVE BOARD

Section 1. The Board of Directors shall consist of the Foundation Officers and other Board Members.

Section 2. The Board of Directors of the Foundation shall manage the affairs of the Foundation in accordance with the Articles of Incorporation and these by-laws.

Section 3. The Foundation shall maintain at least a twelve (12) member Board of Directors.

Section 4. The Foundation Executive Board shall be comprised of the Officers of the Foundation.

a) The Executive Board, except for the power to amend the Articles of Incorporation and By-laws, shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

b) The Executive Board responsibilities shall include preparation and filing of all periodic reports to the Internal Revenue Service, Franchise Tax Board, Secretary of State, Attorney General and any other oversight agencies.

c) The Executive Board will perform other assignments as requested by the Foundation's President, Executive Board and/or Board of Directors.

Section 5. The Foundation's Executive Board (Officers) shall be elected or re-elected annually. The term of office for all other members of the Board of Directors shall be for three years. Elections for new and continuing Foundation Officers and Board of Directors shall be held every year with one-third of the other Directors being elected or re-elected each year.

Section 6. **Compensation:** Directors and members of committees shall not be compensated for their services to the Foundation; however, they may be reimbursed for their reasonable out-of-pocket expenses in connection with such services upon the Board's approval. They may also be advanced funds when it can be reasonably anticipated that these funds would be reimbursed to the Officer or Director for such expenses absent that advance. The Board of Directors shall hire and/or establish compensation of any and all individuals or groups for service for which they, in their discretion, may determine to be necessary for the conducting of business to maintain the purpose of the Foundation.

Section 7. **Non-Liability of Directors:** The Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

Section 8. **Voting:** Each Director shall have one vote. The Board of Directors may make such rules and regulations covering its meetings as it may, in its discretion, determine necessary.

Section 9. Any member of the Board of Directors may be removed by a two-thirds majority vote of the remaining directors.

Section 10. **Restriction Regarding Interested Directors:** Notwithstanding any other provisions of these bylaws, not more than 49% of the persons serving on the board may be interested persons. For the purposes of this section, "interested persons" is defined as either:

- a) Any person currently being compensated by the Foundation for services rendered to it within the previous 12 months, whether as a full or part-time employee, or independent contractor.
- b) Any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any person described in subparagraph (a) of this section.

However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transactions entered into by the Foundation.

ARTICLE VI

POWERS, DUTIES AND VACANCIES OF THE BOARD OF DIRECTORS

Section 1. **Powers:** The Board of Directors shall have the power to exercise for the Foundation all powers, duties and authority vested in or delegated to this Foundation and not reserved to the membership by other provisions of these by-laws or the Articles of Incorporation.

Section 2. **Duties:** It shall be the duty of the Board of Directors to conduct, manage, and control the affairs and activities of the Foundation, and to make sure that the rules and regulations are not inconsistent with the law, the Articles of Incorporation or these by-laws.

Section 3. **Vacancies:** When a vacancy on the Board exists, the Executive Board will accept nominations for a new Director from the current Board members. The vacancy may then be filled by a majority vote of the remaining Board of Directors. New Directors shall be elected by the membership at the next Annual Meeting. A vacancy or vacancies on the Board may be deemed to exist in the case of death, resignation, or removal of any Director, or if the authorized number of Directors is increased. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

ARTICLE VII
OFFICERS AND THEIR DUTIES

Section 1. The initial officers of the organization shall be as follows:

President	Secretary
Vice-President	Treasurer

Section 2. The duties of the officers shall be as follows:

President: The President or assigned designee shall preside at all meetings of the Board of Directors. The President shall sign all written instruments, and shall co-sign all checks over \$500.

Vice-President: The Vice-President shall act in the place of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board of Directors.

Secretary: The Secretary shall keep a complete record of all its acts and corporate affairs of the Foundation including but not limited to the recording of votes and keep the minutes of all meetings and proceedings of the Board and members. The Secretary shall keep a binder of all current incoming correspondence and have said binder available for review at the annual meeting of the membership, or at any special meeting when such a review is requested.

Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Foundation and shall disburse such funds as directed by the Board of Directors, shall sign all checks of the Foundation, keep proper books of account, and shall prepare an annual budget and a statement of income and expenditures to be shared with the membership at an Annual Meeting of the Foundation. The Treasurer shall also give updated reports at each regular board meeting. Any check over the amount of \$500 shall be co-signed by the President or an assigned designee.

ARTICLE VIII
DIRECTORS AND THEIR DUTIES

Section 1. All Directors are considered to be Directors at-large and expected to assist in performing duties mutually agreed upon in support of the Foundation.

Section 2. Each Board/committee member may share his/her position with another Board member with Board approval.

ARTICLE IX COMMITTEES

Section 1. The Board of Directors shall appoint the following Committee positions:

Grant Researchers: The Grant Researchers shall research and screen grants for appropriateness for the Foundation and bring grants deemed appropriate to the Board of Directors for consideration by the Foundation Grant Writers.

Grant Writers: The Grant Writers will prepare and submit all documents necessary for application for all grants deemed to be consistent with the goals and purpose of the Foundation.

Education/Safety Committee: The Education/Safety Committee shall make suggestions for activities and events that encourage and support community awareness of ways to protect, educate and preserve the community.

By-laws Committee: The By-laws Committee shall periodically review the by-laws for appropriateness and review all proposed modifications to the by-laws. Following any formal review of the by-laws, the committee shall report back to and present their findings to the Board of Directors for consideration.

Section 2. The Board of Directors shall annually review the needs and benefits of the various Foundation committees and make any adjustments deemed appropriate in carrying out the purpose of the Foundation.

ARTICLE X ELECTION PROCESS FOR FOUNDATION DIRECTORS

Section 1. The Executive Board shall prepare a slate of officers and board members to present to the Board of Directors for approval and for presentation to the membership for vote at least 30 days prior to the Annual Meeting.

Section 2. Each Active and Extended Active member of the Foundation shall receive one ballot with a designated return address affixed to it. Each household may return their ballot to the designated address by U.S. Mail or bring it to the Foundation's Annual Meeting.

ARTICLE XI MEETING OF MEMBERS AND BOARD OF DIRECTORS

Section 1. **Annual Meeting:** The Foundation shall hold an Annual Meeting of the membership in October for the purpose of electing the officers and Board of Directors and providing a summary of the year's activities and financial status of the Foundation.

Section 2. **Regular meetings** of the Board of Directors shall be held monthly. The time, place and agenda will be posted at least 24 hours prior to the meeting. All regular meetings of the Foundation are open to the membership.

Section 3. **Special meetings** of the Foundation may be called at any time by the President, Board of Directors, Committee Chairs, or upon the written request of 75 voting (household) members of the Foundation.

Section 4. **Notice:** Notice of any special meetings of the Foundation shall be given at least 24 hours prior to the meeting. Such notice shall specify the place, day, hour of the meeting, and purpose of the meeting.

Section 5. **Emergency meetings:** E-mail consensus on pressing issues may be executed to address emergency issues when it is not practical to assemble the Board of Directors. Subsequent action by the Foundation shall be based on majority approval of the full Board of Directors.

Section 6. A **quorum** shall consist of no less than 50% plus 1 Board member present at any given meeting.

Section 7. **Participation in Meeting by Conference Telephone:** Members of the Board may participate in a meeting through the use of conference telephone or similar communication equipment, so long as all members participating in such a meeting can hear one another.

Section 8. **Waiver of Notice:** Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to hold the meeting whether before or after the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9. **Adjournment:** A majority of the Directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. Notice of any 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.

Section 10. **Conduct of Meetings:** Meeting of the Foundation shall follow the basic "Roberts Rules of Order." However, such rules may be revised to better accommodate the purpose of the Foundation or insofar as such rules are not inconsistent with or are found to be in conflict with these by-laws, the Foundation's Articles of Incorporation, or any provisions of the law.

Section 11. Action Without a Meeting: If all members of the Board individually or collectively consent in writing for a required or permitted action to be taken

without a meeting the Board may take such action. However, the consent or absence of consent by any Director or Directors having a material financial interest in a transaction may be excluded from the process without impacting the process. All such action must to be reported by the Secretary and filed with the minutes of the Foundation's other proceedings.

Section 12. Rights of Inspection: Every Director shall have the absolute right, at any reasonable time, to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation of which such person is a Director.

Section 13. Committees: The Board may appoint one or more committees, each consisting of one or more Directors, and delegate to such committees any of the authority of the Board except with respect to:

(a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of the majority of all members;

(b) The filing of vacancies on the Board or in any committee;

(c) The amendment or repeal of the by-laws or the adoption of new by-laws;

(d) The amendment or repeal of any resolution of the Board, which by its express terms is not amenable or repealed;

(e) The appointment of other committees of the Board or the members thereof;

(f) The approval of any self-dealing transaction, as such transactions are defined in California Code Section § 5233 (a) of the Nonprofit Public Benefit Corporation Law.

ARTICLE XII BOOKS AND RECORDS

The books, non-confidential records and papers and by-laws of the Foundation shall be available for inspection by any member of the Foundation. Requests for such review shall be submitted to the Foundation Board in writing.

ARTICLE XIII
FISCAL YEAR

The fiscal year for the College-Glen Neighborhood Association Foundation shall be July 1 through June 30.

ARTICLE XIV
AMENDMENTS TO THE BY-LAWS

These by-laws may be amended by the following procedures:

1. An amendment may be proposed by the joint action of at least three Directors at any regular or special meeting of the Board of Directors.
2. An amendment may be proposed by a majority vote of the members present and voting at a meeting of the membership, in which case the proposed amendments shall be considered by the Board of Directors at its next regularly scheduled meeting.
3. An amendment may be proposed by action of the By-laws Committee, in which case the proposed amendment shall be considered by the Board of Directors at its next regularly scheduled meeting.
4. All proposed amendments shall be referred to the By-laws Committee, which shall be responsible for determining that the proposed amendments does not conflict with the Articles of Incorporation or state or federal laws, for drafting the appropriate language so as to avoid or reconcile potential conflicts with other provisions of these by-laws.
5. The Secretary shall send a copy of such proposed amendment/s to each member of the Board of Directors at least 20 days before the meeting at which it will be considered.
6. Upon the favorable vote of a 2/3 majority of the members of the Board of Directors present at such meeting of the Board of Directors, the proposed amendment/s shall be adopted.

ARTICLE XV
INDEMNIFICATION

Section 1. **Definitions:** For the purpose of this Article, "agent" means any person who is or was a Director, officer, employee, or other agent of the Foundation, or who is or was serving at the request of the corporation as a Director, officer, employee, or agent of another enterprise whether civil, criminal, administrative, or

investigative, and "expenses" includes without limitation attorney's fees and any expenses of establishing a right to indemnification under section 3 or 4 of this Article.

Section 2. Indemnification in Actions by Third Parties: The Foundation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the corporation, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceedings if such person acted in good faith and in a manner such person reasonably believed to be in the best interest of the corporation and, in the case of a criminal proceeding, had on reasonable cause to believe the conduct of such person was not 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 interest of the Foundation or that the person had reasonable cause to believe that the person's conduct was not unlawful.

Section 3. Other Indemnification: To the extent that a person who is, or was, a Director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceeding shall be provided by this Foundation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 4. Insurance: The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee, or other agent of the corporation) against any liability other than for violation provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 5. Non Applicability to Fiduciaries of Employee Benefit Plans: This section does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Foundation as defined in

section 1 of this article. The Foundation shall have the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of section 207 of the California General Corporation Law.

ARTICLE XVI
DEDICATION OF ASSETS

The property of this Foundation is irrevocably dedicated to public charitable purposes and no part of the net income or assets of the Foundation shall ever inure to the benefit of any Director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this Foundation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Foundation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes as established under Internal Revenue Code section 501 (c) (3) for tax-exempt status activities.

Aug 13, 2015
Date Signed

Annette Deglow
Printed Name of Incorporator

Annette Deglow
Signature of Incorporator