



**ANIMAL CARE FOUNDATION AGENDA
JUNE 23, 2016 -- 5:00 P.M.
RAINES ROOM
10500 CIVIC CENTER DRIVE, RANCHO CUCAMONGA, CA 91730**

A. CALL TO ORDER

1. Pledge of Allegiance
2. Oath of Office and presentation of certificates by Janice Reynolds
3. Roll Call: Soo Myland _____, Suzanne Buquet _____, Renee Hernandez _____,
Nancy Mendoza _____, Mary Guyer _____, Anthony Feliciano _____,

B. ANNOUNCEMENT AND PRESENTATIONS

1. Introduction of new Foundation Board Members: Soo Myland, Suzanne Buquet, Renee Hernandez, Nancy Mendoza, Mary Guyer, and Anthony Feliciano.
2. Announcement of fund balance of donations collected to date and transfer of accounts from the Rancho Cucamonga Community & Arts Foundation to the Rancho Cucamonga Animal Care Foundation.
3. Announcement of upcoming Animal Center fundraisers.

C. PUBLIC COMMUNICATIONS

This is the time and place for the general public to address the Animal Care Foundation on any item listed on the agenda. State law prohibits the Animal Care Foundation from addressing any issue not previously included on the Agenda. The Animal Care Foundation may receive testimony and set the matter for a subsequent meeting. Comments are to be limited to five minutes per individual.

D. FOUNDATION BUSINESS

1. Presentation of Articles of Incorporation. Presented by Veronica Fincher, Director Animal Care & Services.
2. Election of Officers – Selection of the Rancho Cucamonga Animal Care Foundation's President, Vice President and Secretary.
3. Consideration to approve Resolution No. RCACF 16-001, adoption of the Rancho Cucamonga Animal Care Foundation Bylaws.

RESOLUTION No. RCACF 16-001

A RESOLUTION OF THE RANCHO CUCAMONGA ANIMAL CARE FOUNDATION ADOPTING BYLAWS
FOR SAID FOUNDATION

4. Consideration to approve Resolution No. RCACF 16-002, adoption of the number of Board of Directors and initial terms of each Board of Director.

RESOLUTION No. RCACF 16-002

A RESOLUTION OF THE RANCHO CUCAMONGA ANIMAL CARE FOUNDATION ADOPTING THE NUMBER OF BOARD OF DIRECTORS AND INTIAL TERMS OF OFFICE FOR BOARD OF DIRECTORS

5. Consideration to approve Resolution No. RCACF 16-003, adoption of meeting locations and times.

RESOLUTION No. RCACF 16-003

A RESOLUTION OF THE RANCHO CUCAMONGA ANIMAL CARE FOUNDATION ADOPTING MEETING TIMES AND LOCATIONS

6. Consideration to approve Resolution No. RCACF 16-004, approval to establish the Rancho Cucamonga Animal Care Foundation Executive Committee.

RESOLUTION No. RCACF 16-004

A RESOLUTION OF THE RANCHO CUCAMONGA ANIMAL CARE FOUNDATION ADOPTING AN EXECUTIVE COMMITTEE CONSISTING OF THE PRESIDENT, VICE PRESIDENT AND SECRETARY

7. Consideration to approve Resolution No. RCACF 16-005, approval to establish a Tax Exempt Status.

RESOLUTION No. RCACF 16-005

A RESOLUTION OF THE RANCHO CUCAMONGA ANIMAL CARE FOUNDATION APPROVING THE APPLICATION FOR TAX EXEMPT STATUS

F. IDENTIFICATION OF ITEMS FOR NEXT MEETING

G. ADJOURNMENT

CERTIFICATION

I, Veronica Fincher, Animal Care Services Director, or my designee, hereby certifies that a true, accurate copy of the foregoing agenda was posted on June 20, 2016, at least Seventy-Two (72) hours prior to the meeting per Government Code 54954.2 at 10500 Civic Center Drive, Rancho Cucamonga, California, and on the City's website and Animal Care and Adoption Center's website.

City of Rancho Cucamonga



Veronica Fincher
Animal Care Services Director

ARTICLES OF INCORPORATION OF THE RANCHO CUCAMONGA ANIMAL CARE FOUNDATION

A California Nonprofit Public Benefit Corporation

ARTICLE I

The name of this corporation is the Rancho Cucamonga Animal Care Foundation.

ARTICLE II

Section 1. 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 charitable purposes.

Section 2. The specific purpose of this corporation is to support the City of Rancho Cucamonga Animal Care and Services Department by raising funds for its existing and future programming and undertaking any programs and projects which will serve the above purpose.

ARTICLE III

The name and address in the State of California of this corporation's initial agent for service of process is: Veronica Fincher, 11780 Arrow Route, Rancho Cucamonga, California 91730.

ARTICLE IV

The initial street and mailing address for the principal office of the corporation shall be located at 11780 Arrow Route, Rancho Cucamonga, CA 91730.

ARTICLE V

Section 1. This corporation is organized and operated exclusively for Animal Care and Services purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation and the 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.

Section 3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on: a) by a

corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law; or b) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue law.

ARTICLE VI

The property of this corporation is irrevocably dedicated to the City of Rancho Cucamonga Animal Care and Services Department purposes 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. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to the City of Rancho Cucamonga exclusively for animal care and services purposes.

Date

(Signature of Incorporator)

(Type name of Incorporator)

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

(Signature of Incorporator)

STAFF REPORT

ANIMAL CARE AND SERVICES



Date: June 23, 2016

To: Rancho Cucamonga Animal Care Foundation Board of Directors

From: Veronica Fincher, Animal Services Director

Subject: Consideration to approve Resolution No. RCACF 16-001 (adoption of Bylaws), Resolution No. RCACF 16-002 (adoption of number and terms of Board of Directors), Resolution No. RCACF 16-003 (adoption of meeting times and locations), Resolution No. RCACF 16-004 (adoption of the Executive Committee), and Resolution No. RCACF 16-005 (approving application for tax exempt status).

RECOMMENDATION

Staff recommends the Rancho Cucamonga Animal Care Foundation approve Resolution No. RCACF 16-001 (adoption of Bylaws), Resolution No. RCACF 16-002 (adoption of number and terms of Board of Directors), Resolution No. RCACF 16-003 (adoption of meeting times and locations), Resolution No. RCACF 16-004 (adoption of the Executive Committee), and Resolution No. RCACF 16-005 (approving application for tax exempt status) as part of the Foundation's formation process.

BACKGROUND/ANALYSIS

Animal Care Foundation Formation:

In 2013, the City Council approved a goal to create an Animal Care Foundation. The purpose of the Foundation is to provide additional support in the areas of:

- Annual fundraising to offset the cost of support programs and further the Animal Center's mission of building a community in which every adoptable pet finds a home.
- Enhance the Animal Center's ability to apply and compete for grant opportunities.
- Establish an Animal Center Endowment fund.

Staff worked with the City Attorney's Office to prepare Articles of Incorporation and Bylaws for the proposed Animal Care Foundation. At the February 3, 2016 Council Meeting, the Articles of Incorporation, the Bylaws and Resolution No. 16-014 which directed the City Manager to form an Animal Care Foundation and solicit applications for initial Directors from qualified members of the public was approved. New Board of Directors were solicited through an open application and interview process. On April 20, 2016 the City Council appointed six (6) Board of Directors to the newly formed Foundation.

Resolution No. RCACF 16-001 (Adoption of Bylaws)

Staff worked with the City Attorney's office to prepare the Articles of Incorporation and Bylaws for the proposed Animal Care Foundation. Both documents are in accordance with and meet the requirements of a California Nonprofit Public Benefit Corporation. Additionally, they are similar in nature to the language (where appropriate) of the existing Rancho Cucamonga Library Foundation and Rancho Cucamonga Community & Arts Foundation.

Resolution No. RCACF 16-002 (Adoption of the Number and Terms of Board of Directors)

As per the Bylaws, an open application process to solicit Board of Directors was conducted. On April 4, 2016, Mayor Michael and Council Member Williams (ad hoc committee) met to interview and discuss the appointment of the six candidates who submitted applications. Mayor Michael and Council Member Williams concurred with staff's recommendation in support of appointing all six applicants that applied as each candidate had their own area of expertise in fundraising that would benefit the Foundation. The candidates included Soo Myland, Suzanne Buquet, Anthony Feliciano, Nancy Mendoza, Renee Hernandez and Mary Guyer. All candidates were formally appointed as Board of Directors to the Rancho Cucamonga Animal Care Foundation by the City Council at the April 20, 2016 City Council meeting.

If approved, Resolution No. RCACF 16-002 would fix the exact number to six (6) directors. Any change in the number of directors shall be made by a future resolution. Additionally, the terms for initial appointments shall be two directors at one year, two directors at two years and two at three years to avoid appointing or reappointing all directors in the same year. Future appointments to the Foundation Board shall have a term of two years.

Resolution No. RCACF 16-003 (Adoption of Meeting Times and Locations)

The Animal Center (Principle Office), located at 11780 Arrow Route Rancho Cucamonga, CA 91730, does not have the conference space to conduct a public Foundation meeting. Therefore if approved, Resolution No. RCACF 16-003 would designate City Hall located at 10500 Civic Center Drive Rancho Cucamonga, CA 91730 as the place for Foundation Board meetings.

Resolution No. RCACF 16-003 would also approve meetings to be held the 4th Thursday of the month in the following months: June, August, October, February, and April.

Resolution No. RCACF 16-004 (Adoption of the Executive Committee)

If approved, Resolution No. RCACF 16-004 would establish an Executive Committee. The Executive Committee shall consist of the President, Vice President and Secretary. The Executive Committee shall have the power to act between meetings of the entire Board, to make recommendations to the Board, to pay bills of the Foundation, to approve contracts and purchase orders on behalf of the Board not to exceed \$1,500 per contract or purchase, answer legal and taxing authority correspondence, and to accept gifts, bequests, endowments, grants, and donations less the \$50,000. Authority remains with the Board and any interim action must be ratified by the Board at its next meeting.

Resolution No. RCACF 16-005 (Approving the Application for Tax Exempt Status)

The Rancho Cucamonga Animal Care Foundation has been organized for charitable purposes in accordance with section 501(c)(3) of the Internal Revenue Code. If approved, Resolution No. RCACF 16-005 would authorize the Foundation's Secretary and Animal Services Director, in consultation with the City Attorney, to file the Articles of Incorporation and Bylaws along with necessary incorporating, tax and compliance documents with the California Secretary of State, the California Attorney General's Office, the Internal Revenue Service, and other agencies as needed.

Respectfully submitted,



Veronica Fincher
Animal Services Director

Attachments:

- Resolution No. RCACF 16-001 (Adoption of Bylaws)
- Resolution No. RCACF 16-002 (Adoption of number and terms of Board of Directors)
- Resolution No. RCACF 16-003 (Adoption of meeting times and locations)
- Resolution No. RCACF 16-004 (Adoption of the Executive Committee)
- Resolution No. RCACF 16-005 (Approving the application process for tax exempt status)

BYLAWS OF THE RANCHO CUCAMONGA ANIMAL CARE FOUNDATION

A California Nonprofit Public Benefit Corporation

ARTICLE I: NAME

The name of this corporation shall be the "Rancho Cucamonga Animal Care Foundation" (herein referred to as the "Foundation"). The Foundation may carry out its purposes, as described below, under any other name or names which may be approved from time to time by the Board of Directors.

ARTICLE II: OFFICES

The principal office for the transaction of the business of the Foundation ("principal executive office") is located at the Rancho Cucamonga Animal Care and Adoption Center, 11780 Arrow Route, Rancho Cucamonga, California 91730. The Board of Directors may change the principal office from one location to another by resolution. Any change of this location shall not be deemed an amendment of these Bylaws.

ARTICLE III: OBJECTIVES AND PURPOSES

Within the meaning of Section 509(a)(3)(A) of the Internal Revenue Code of 1954, as amended, the Regulations thereunder, and the corresponding provision of any applicable future United States Internal Revenue Law and Regulations, the Foundation exists to:

(a) Operate exclusively for charitable, literacy, or educational purposes, including but not limited to: merchandising; soliciting and receiving contributions, gifts, endowments, or bequeaths in any negotiable form; banking or investing receivables; and distributing assets for the benefit of the Foundation;

(b) Undertake any programs or projects to assist the City of Rancho Cucamonga Animal Care and Services Department and that the City of Rancho Cucamonga Animal Care and Services Director deems appropriate and advisable.

(c) To engage in any lawful act or activity for which nonprofit corporations may be organized and conducted in the State of California for the benefit of the City of Rancho Cucamonga Animal Care and Services Department.

To accomplish these purposes, the Foundation may, without limitation, receive, hold, and disburse gifts, bequests, devises, and other funds; and may own, maintain, or lease suitable real estate and buildings, or any personal property necessary for these purposes; and may enter into, make, perform, and carry out contracts of any kind for any lawful purpose without limit as to amount.

In carrying out such purpose, the Foundation shall not, in any manner, be utilized to discharge any obligation of the City of Rancho Cucamonga. The support, promotion, and advancement afforded by this Foundation shall be in addition to, and supplementary to, any other programs sponsored by the City of Rancho Cucamonga.

ARTICLE IV: NONPARTISAN ACTIVITIES

The Foundation exists under the California Nonprofit Public Benefit Corporation Law for the public and charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Foundation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation. The Foundation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

The Foundation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V: DEDICATION OF ASSETS

The properties and assets of the Foundation are irrevocably dedicated to public, educational, or charitable purposes. No part of the net earnings, properties, or assets of the Foundation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of the Foundation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in the Internal Revenue Code Section 501(c)(3).

ARTICLE VI: DIRECTORS

Section 1. General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the Foundation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Section 2. Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(a) Select and remove all officers of the Foundation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws.

(b) Adopt rules of procedure not inconsistent with the terms of this Foundation.

(c) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Foundation to be qualified to do business in any other State, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.

(d) Borrow money and incur indebtedness on behalf of the Foundation, and cause to be executed and delivered for the Foundation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 3. Number, Terms, and Selection of Directors. The authorized number of directors shall consist of at least five (5) but no more than nine (9) directors unless changed by amendment to these Bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors. Any change in the number of directors shall be made by resolution. Directors will serve a minimum of two (2) years. The City of Rancho Cucamonga Animal Care and Services Director shall serve as an *ex officio* member of the Board of Directors.

The City Council or its designee shall appoint at least five (5) but no more than nine (9) initial members of the Board of Directors through an application and selection process. Each director shall hold office for a term of two (2) years and until his or her successor shall have been selected and qualified. Terms shall be staggered in such a way that a minimum of one director is appointed each year. The initial terms of office for directors may be less than two years to avoid the need for appointing or reappointing all directors in the same year.

Section 4. Vacancies. All vacancies occurring because of the expiration of terms or for other reasons shall be filled by the Board of Directors through an application and selection process. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the death, resignation, or removal of any director.

(a) **Resignations.** Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the resignation becomes effective then. No director may resign when the Foundation would then be left without a duly elected director or directors in charge of its affairs.

(b) **No Vacancy or Reduction of Number of Directors.** No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

(c) **Removal of Directors by City Council.** The City Council may remove any director without cause by a majority vote of the City Council.

(d) **Removal of Directors by Board of Directors.** Directors may forfeit their positions on the Board if they have three consecutive absences without good cause and a majority of the remaining directors vote to remove such directors. Such action by the Board of Directors may be taken at any meeting of such Board upon the initiative of any director. The proceedings of the Board of Directors in such matters shall be approved by the City Council.

Section 5. Board Meetings. All meetings of the Board, including without limitation, regular, adjourned regular and special meetings, shall be called, noticed, held, and conducted in accordance with the provisions of the Ralph M. Brown Act, California Government Code Sections 54950 *et. seq.* Meetings of the Board shall be held at the principal executive office or at such other place designated by Board resolution.

(a) **Regular Meetings.**

1) **Annual Meeting of the Foundation.** The Board of Directors shall conduct an annual meeting in the month of June, at which the Board shall, at a minimum: present a summary of the events and activities of the year; present an Investment Trustee's report of the receipts and expenditures, and the state of the monies and property of the Foundation; present and adopt a budget for the upcoming fiscal year; and elect officers of the Board for the ensuing year.

2) **Other Regular Meetings.** Other regular meetings of the Board of Directors may be held at such days and times as the Board of Directors may from time to time designate on at least a quarterly basis.

(b) **Special Meetings.** Special meetings of the Board of Directors for any purpose may be called at any time by the President, or any Vice President, or any two directors.

Section 6. Quorum. A majority of the total number of directors constitutes a quorum to transact any business. 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 regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) creation of and appointments to committees of the Board, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 7. Manner of Acting. The act of the majority of the directors present at a meeting which a quorum is present shall be the act of the directors.

Section 8. Voting. Each director shall be entitled to cast one vote on each matter submitted to a vote of the directors.

Section 9. Proxy. There shall be no voting or other action by proxy.

Section 10. Compensation and Expenses. Directors and members of committees shall receive no compensation for their services, but may be reimbursed for any reasonable expenses approved by the Board.

ARTICLE VII: OFFICERS

Section 1. Officers. The officers of the Foundation shall be a President, a Vice-President, and a Secretary.

Section 2. Appointment of Officers. The Board of Directors shall appoint the officers of the Foundation from among the members of the board at its Annual Meeting. Each officer shall serve a term of one year or until the appointment of his or her replacement. Officers may serve additional terms if approved by the Board.

Section 3. Removal of Officers. The Board of Directors may remove any officer, with or without cause, at any regular or special meeting of the Board.

Section 4. Vacancies in Offices. In the event of a vacancy in any office due to death, resignation, removal, or disqualification, the Board of Directors shall appoint any director to serve the remaining term of the vacated office.

Section 5. Responsibilities of Officers.

(a) **President.** The President shall preside over meetings of the Board. The President shall execute, with the Secretary, in the name of the Foundation all deeds, bonds, contracts, and other obligations and instruments authorized by the Board of Directors to be executed. The President, with assistance from the Investment Trustee and the Director of the City of Rancho Cucamonga Animal Care and Services Department, shall present a budget for approval of the Board at the annual meeting. The President shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

(b) **Vice President.** In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the President.

(c) **Secretary.** The Secretary shall be responsible for following:

1) **Book of Minutes.** The Secretary shall keep or cause to be kept, a book of minutes of all meetings and actions of directors and committees of directors, with the time and place of holding, whether regular or special, and, if special, how

authorized, the notice given, the names of those present at such meetings, the number of directors present or represented at meetings, and the proceedings of such meetings.

2) Records. The secretary shall keep, or cause to be kept the names and addresses of all directors.

3) Notices and Other Duties. The Secretary shall give, or cause to be given, all required notices of the meetings of the Board of Directors. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE VIII: INVESTMENT TRUSTEE

Section 1. Appointment. The Finance Director of the City of Rancho Cucamonga shall serve as the initial Investment Trustee of the Foundation for a term of two years beginning on the date the Board of Directors adopts these Bylaws. The Board of Directors shall appoint successive Investment Trustees, who shall serve at the pleasure of the Board of Directors.

Section 2. Books of Account. The Investment Trustee shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of the properties and business transactions of the Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

Section 3. Deposit and Disbursement of Money and Valuables. The Investment Trustee shall deposit all money and other valuables, including donations, in the name and to the credit of the Foundation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the Foundation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all transactions and the financial condition of the Foundation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 4. Investment of Funds. The Investment Trustee shall invest and reinvest the distributable income of the Foundation on deposit with the Investment Trustee in such property, real, personal, or mixed, as deemed advisable by the Investment Trustee. Unless a restricted donation provides otherwise, "distributable income" means the total holdings of the Foundation, principle, and interest, less \$2,500, which shall serve as the minimum holding of the Foundation. No principal or income shall be loaned to the Investment Trustee or to any director officer, or person that has at any time made a contribution to the Foundation. In any event, loans shall be made on the basis of an adequate interest charge and with adequate security.

(a) Sale, Lease, and Exchange of Property. The Investment Trustee shall sell, lease, or exchange any personal, mixed, or real property as may be directed by the Board of Directors.

(b) Borrowing. The Investment Trustee shall borrow money as directed by the Board of Directors.

(c) Annual Report. The Investment Trustee shall prepare an Annual Report in accordance with Article XI.

(d) Other Duties. The Investment Trustee shall execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, promissory notes, releases, and other instruments, sealed or unsealed, incident to any transaction in which the Foundation engages.

ARTICLE IX: COMMITTEES

Section 1. Committees of Directors. The Board of Directors may designate one or more committees of directors, each consisting of two or more directors, to serve at the pleasure of the Board. Such committees shall be designated by resolution. Any committee, excepting advisory committees, shall have all the authority of the Board to the extent provided in the resolution of the Board, except that no committee regardless of Board resolution may:

(a) Take any final action on matters which, under the Nonprofit Corporation Law of California, requires approval of the entire Board;

(b) Fill vacancies in any committee;

(c) Amend or repeal Bylaws or adopt new Bylaws;

(d) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable nor repealable;

(e) Appoint any other committees of the Board of Directors or the members of these committees;

(f) Approve any the following types of transactions: (1) transactions in which one or more directors have a material financial interest; (2) transactions between the Foundation and one or more of its directors; or transactions between the Foundation and any person in which one or more of its directors have a material financial interest.

Section 2. Executive Committee.

(a) The Board of Directors may establish an Executive Committee. If so established, the Executive Committee shall be chaired by the President and shall consist of the President, Vice-President, and Secretary, and immediate past-President, if the immediate past-President is not holding another office. The Executive Committee shall have the power to act between meetings of the entire Board, to make recommendations to the Board, to pay bills of the Foundation, to approve contracts and purchase orders on behalf of the Board, not to exceed \$1,500 per contract or purchase, answer legal and taxing authority correspondence, and to accept gifts, bequests,

endowments, grants, and donations less than \$50,000. Authority remains with the Board and any interim action must be ratified by the Board at its next meeting.

(b) Meetings of the Executive Committee shall be governed by, and held and taken in accordance with these Bylaws, concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee for the Board of Directors, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Minutes shall be kept of each meeting of the Executive Committee, and shall be filed with the corporate records.

Section 3. Advisory Committees. The Board of Directors may establish one or more advisory committees, each comprised of two or more directors, but no more than a majority of the total number of directors, to serve at the pleasure of the Board. Such committees shall be established by resolution. These advisory committees shall act only in an advisory capacity to the Board of Directors and shall be clearly titled as "advisory" committees.

ARTICLE X: INSPECTION

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Foundation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE XI: ANNUAL REPORT

The Investment Trustee shall send an annual report to the Board of Directors and the City Council not later than 120 days after the close of the Foundation's fiscal year. Such report shall contain in appropriate detail the following information, duly certified by the Investment Trustee:

(a) The assets and liabilities, including the trust funds of the Foundation as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the Foundation, for both general and restricted purposes, during the fiscal year.

(e) Any information required by California Corporations Code, Section 6322.

ARTICLE XII: MISCELLANEOUS

Section 1. Execution of Checks and Drafts. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Foundation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by these Bylaws or resolution of the Board of Directors.

Section 2. Execution of Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or execute any instrument on behalf of the Foundation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, or these Bylaws, no person shall have any power or authority to bind the Foundation by any contract or to pledge its credit to render it liable for any purpose or to any amount.

Section 3. Insurance. The Board of Directors shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Foundation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Foundation would have the power to indemnify the agent against that liability.

Section 4. Maintenance of Records. The Foundation shall keep the original or a copy of the Articles of Incorporation, these Bylaws as amended to date, the accounting books, records, and minutes of proceedings of the Board of Directors and any committees of the Board of Directors at the principal executive office of the Foundation or such place or places designated by the Board of Directors by resolution. The Directors have the right to inspect the minutes and accounting books and records at any reasonable time during usual business hours.

ARTICLE XIII: AMENDMENTS

Section 1. Amendment of Articles of Incorporation. The Board of Directors may amend the Articles of Incorporation by resolution by a two-thirds vote of the Board of Directors. Notwithstanding the above, this Foundation shall not amend its Articles of Incorporation to alter any statement that appears in the original Articles of Incorporation of the names and addresses of the first Directors of this Foundation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Foundation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

Section 2. Amendment of Bylaws. Amendments of these Bylaws may be adopted by resolution of the Board of Directors approved by two-thirds of the quorum present at such meeting.

ARTICLE XIV: DISSOLUTION

The Foundation shall continue in perpetuity, unless it is dissolved by a two-thirds vote of the Board of Directors and a resolution of the City of Rancho Cucamonga City Council. Upon such dissolution, the assets of the Foundation shall revert to the City of Rancho Cucamonga, to be distributed exclusively for purposes that are consistent with the purpose of the Foundation.

ARTICLE XV: MEMBERSHIP

The Foundation shall have no members within the meaning of the California Nonprofit Corporation Law. Any action which would otherwise require approval by such members shall require only approval of the Board of Directors.

ARTICLE XVI: CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

ARTICLE XVII: CERTIFICATE OF SECRETARY

A Certificate of the Secretary of this Foundation shall be affixed to the original, or most recent amended version of the Bylaws, such Certificate to be in the following form:

CERTIFICATION OF SECRETARY

I DO HEREBY CERTIFY AS FOLLOWS:

That I am the duly elected, qualified and acting Secretary of the above named Foundation, that the foregoing BYLAWS were adopted by the Directors of said Foundation as the BYLAWS of said Foundation on _____, and by the members on _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 2015.

Secretary _____

RESOLUTION No. RCACF 16-001

A RESOLUTION OF THE RANCHO CUCAMONGA ANIMAL CARE FOUNDATION
ADOPTING BYLAWS FOR SAID FOUNDATION

WHEAREAS, the Directors of this corporation have not yet adopted any Bylaws for the corporation; and

WHEAREAS, the best interest of this corporation will be served by the adoption of the Bylaws;

NOW, THEREFORE, Be it resolved by the Board of Directors of the Rancho Cucamonga Animal Care Foundation that the Bylaws presented to this meeting and discussed are adopted as the Bylaws of this corporation.

FURTHER, Be it resolved that the Secretary of this corporation is authorized and directed to execute a certificate of the adoption of those Bylaws and to insert those Bylaws as so certified in the book of minutes of this corporation, and to see that a copy of the Bylaws, similarly certified, is kept at the principal office for the transaction of business of this corporation.

PASSED, APROVED and ADOPTED this 23rd day of June, 2016

AYES:

NOES:

ABSENT:

ASSTAIN:

President

ATTEST:

Secretary

I, _____, Secretary of the Rancho Cucamonga Animal Care Foundation, do hereby certify the foregoing Resolution was duly passed, approved and adopted by the Rancho Cucamonga Animal Care Foundation Board of Directors at a Regular Meeting of said Foundation on the 23rd day of June 2016.

Executed this ____ day of June 2016 at Rancho Cucamonga, California

Secretary

RESOLUTION No. RCACF 16-002

A RESOLUTION OF THE RANCHO CUCAMONGA ANIMAL CARE FOUNDATION
ADOPTING THE NUMBER OF BOARD OF DIRECTORS AND INTIAL TERMS OF
OFFICE FOR BOARD OF DIRECTORS

WHEAREAS, the Foundation Bylaws authorize that the number of directors shall consist of at least (5) but no more than nine (9) Board of Directors; and

WHEAREAS, after an open application and selection process six (6) Board of Directors were selected and appointed to the Foundation Board by the City Council;

NOW, THEREFORE, Be it resolved by the Board of Directors of the Rancho Cucamonga Animal Care Foundation that the number of Board of Directors shall be six (6);

FURTHER, Be it resolved that the initial terms of the Board of Directors shall be staggered to avoid the need for appointing or reappointing all directors in the same year and shall be as followed: two directors serve a one year term, two directors serve a two year term and two directors serve a three year term. Future appointments will have a term of two years.

PASSED, APPROVED and ADOPTED this 23rd day of June, 2016

AYES:

NOES:

ABSENT:

ASSTAIN:

President

ATTEST:

Secretary

I, _____, Secretary of the Rancho Cucamonga Animal Care Foundation, do hereby certify the foregoing Resolution was duly passed, approved and adopted by the Rancho Cucamonga Animal Care Foundation Board of Directors at a Regular Meeting of said Foundation on the 23rd day of June 2016.

Executed this ____ day of June 2016 at Rancho Cucamonga, California

Secretary

RESOLUTION No. RCACF 16-003

A RESOLUTION OF THE RANCHO CUCAMONGA ANIMAL CARE FOUNDATION
ADOPTING MEETING TIMES AND LOCATIONS

The Rancho Cucamonga Animal Care Foundation hereby resolves as follows:

Section 1: Regular meetings of the Board of Directors of the Rancho Cucamonga Animal Care Foundation shall be held on the fourth Thursday of the month during the months of June, August, October, February, and April at 5:00pm.

Section 2: Said meetings shall be held at City Hall, located at 10500 Civic Center Drive Rancho Cucamonga, CA 91730.

PASSED, APPROVED and ADOPTED this 23rd day of June, 2016

AYES:

NOES:

ABSENT:

ASSTAIN:

President

ATTEST:

Secretary

I, _____, Secretary of the Rancho Cucamonga Animal Care Foundation, do hereby certify the foregoing Resolution was duly passed, approved and adopted by the Rancho Cucamonga Animal Care Foundation Board of Directors at a Regular Meeting of said Foundation on the 23rd day of June 2016.

Executed this ____ day of June 2016 at Rancho Cucamonga, California

Secretary

RESOLUTION No. RCACF 16-004

A RESOLUTION OF THE RANCHO CUCAMONGA ANIMAL CARE FOUNDATION
ADOPTING AN EXECUTIVE COMMITTEE CONSISTING OF THE PRESIDENT, VICE
PRESIDENT AND SECRETARY

WHEAREAS, the Board of Directors may establish an Executive Committee chaired by the President and shall consist of the President, Vice President and Secretary; and

WHEAREAS, the best interest of this corporation will be served by the adoption of an Executive Committee who shall have the power to act between meetings of the entire Board for reasons as stated in the Bylaws;

NOW, THEREFORE, Be it resolved by the Board of Directors of the Rancho Cucamonga Animal Care Foundation that an Executive Committee is adopted consisting of the President, Vice President and Secretary.

PASSED, APPROVED and ADOPTED this 23rd day of June, 2016

AYES:

NOES:

ABSENT:

ASSTAIN:

President

ATTEST:

Secretary

I, _____, Secretary of the Rancho Cucamonga Animal Care Foundation, do hereby certify the foregoing Resolution was duly passed, approved and adopted by the Rancho Cucamonga Animal Care Foundation Board of Directors at a Regular Meeting of said Foundation on the 23rd day of June 2016.

Executed this ____ day of June 2016 at Rancho Cucamonga, California

Secretary

RESOLUTION No. RCACF 16-005

A RESOLUTION OF THE RANCHO CUCAMONGA ANIMAL CARE FOUNDATION
APPROVING THE APPLICATION FOR TAX EXEMPT STATUS

WHEAREAS, this corporation is organized for charitable purpose within the meaning of Section 501(c) 3 of the Internal Revenue code; and

WHEAREAS that Code provides for the exemption from Federal income taxation;

NOW, THEREFORE, Be it resolved by the Board of Directors of the Rancho Cucamonga Animal Care Foundation that the Secretary of the Foundation and the Animal Services Director, in consultation with the City Attorney, are hereby authorized to make application for such exemptions, and to do any and all things necessary to apply for and establish such exemption, including filing the Articles of Incorporation and Bylaws along with necessary incorporating, tax and compliance documents with the California Secretary of State, the California Attorney General's Office, the Internal Revenue Service, and other agencies as needed.

PASSED, APPROVED and ADOPTED this 23rd day of June, 2016

AYES:

NOES:

ABSENT:

ASSTAIN:

President

Secretary

I, _____, Secretary of the Rancho Cucamonga Animal Care Foundation, do hereby certify the foregoing Resolution was duly passed, approved and adopted by the Rancho Cucamonga Animal Care Foundation Board of Directors at a Regular Meeting of said Foundation on the 23rd day of June 2016.

Executed this ___ day of June 2016 at Rancho Cucamonga, California

Secretary