



**BYLAWS  
OF  
VANDENBERG VILLAGE PARK & PLAYGROUND COALITION  
a California Public Benefit Corporation**

**ARTICLE I  
OFFICES**

**Section 1. NAME AND LOCATION.** The name of this organization shall be **Vandenberg Village Park & Playground Coalition (VVP&PC)** located in Vandenberg Village, an unincorporated community within Santa Barbara County, State of California.

**Section 2. CHANGE OF ADDRESS.** The county of the corporation’s principal office can be changed only by amendment of these bylaws and not otherwise. The board of directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws:

(Fill lines in below later, if and when address changes)

	Dated: _____
	Dated: _____
	Dated: _____

**ARTICLE II  
PURPOSES**

**Section 1. Nature of Corporation.** The **Vandenberg Village Park & Playground Coalition** is a nonprofit corporation formed under California Code Section 5110-5111 – (Nonprofit Public Benefit Corporation Law), which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

**Section 2. Primary Purposes.** The **Vandenberg Village Park & Playground Coalition** is organized for the purposes set forth in its Articles of Incorporation, which are filed with the State

of CALIFORNIA. Specifically, the **VVP&PC** was formed to assist Santa Barbara County in the creation, funding and long-term maintenance of parks and playgrounds within the community of Vandenberg Village, California.

### **ARTICLE III MEMBERSHIP**

**Section 1.** Eligible members of the Vandenberg Park & Playground coalition shall include;

- a. Residents of Vandenberg Village
- b. Property owners in Vandenberg Village
- c. Business owners in Vandenberg Village.

**Section 2.** Vandenberg Village is defined as that unincorporated area of Santa Barbara County, north of Lompoc normally referred to as Vandenberg Village. It includes residents of the Village Country Club and Providence Landing.

**Section 3.** In all matters, which shall come before the members of this coalition, each paid membership shall have one vote.

**Section 4.** An annual membership fee as set by the board of directors shall be due and payable on January 1st of each year.

### **ARTICLE IV BOARD OF DIRECTORS**

**Section 1. General Powers.** The Board of Directors shall have the general power to manage and control the affairs and property of the **Vandenberg Village Park & Playground Coalition**, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

**Section 2. Number, Election, and Term of Office.** The Board of Directors shall consist of **no less than five (5), and no more than nine (9), members**. Directors must be either a resident, property owner or owner of a business within Vandenberg Village. Election to the Board of Directors shall be by majority vote of the members of the **VVP&PC**, which shall occur, except in the case of filling vacancies, at each annual meeting thereof. Each Director shall hold office for a term of one (1) year and thereafter until his successor is elected and qualified.

**Section 3. Officers.** The Board of Directors may designate from among its members a President, Vice-President, Secretary, Treasurer and such other officers, as it may consider appropriate with such duties as it may prescribe.

**Section 4. Vacancies.** Any vacancy occurring on the Board of Directors prior to the expiration of a term, shall be filled by a person elected by the members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

**Section 5. Annual and Regular Meetings.** The Board of Directors shall hold an annual meeting at such time and place, as the Board of Directors shall by resolution prescribe. The

Board of Directors may by resolution prescribe the time and place of such other regular meetings.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place.

**Section 7. Notice.** Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail, telegram, facsimile or other means of electronic transmission to each Director at his address as shown in the records of **VVP&PC**. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

**Section 8. Quorum.** A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**Section 9. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 10. Compensation.** Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving the **VVP&PC** in any other capacity and receiving compensation therefor.

**Section 11. Informal Action.** Any action may be taken without a meeting of the Directors if consent in writing setting forth the action so taken shall be signed by all of the Directors.

**Section 12. Resignation; Removal.** (a) A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of the **VVP&PC** or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a two-thirds majority of the Directors then in office.

## **ARTICLE V REGULAR COMMITTEES**

**Section 1. Purposes.** The Board of Directors may establish such regular committees to assist it in the performance of its duties, as it considers appropriate.

**Section 2. Number, Election, and Term of Office.** The number of members of each regular committee shall be determined by the Board of Directors. Members of each regular committee

shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

**Section 3. Officers.** The President may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

**Section 4. Vacancies.** Vacancies in the membership of any committee shall be filled by the Board of Directors.

**Section 5. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

**Section 6. Rules.** Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

**Section 7. Powers.** Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

## **ARTICLE VI OFFICERS**

**Section 1. Officers.** The Officers of the **VVP&PC** shall be a President, Vice President, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article.

**Section 2. Election and Term of Office.** The Officers of the **VVP&PC** shall be elected by a majority vote of the members of the Board of Directors at the organizational meeting and at every annual meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of one (1) year and thereafter until his successor shall have been duly elected and qualified.

**Section 3. Removal.** Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of the **VVP&PC** would be served thereby.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. President.** The President shall be the chief executive officer of the **VVP&PC** and, in general, shall supervise and control all of the business and affairs of the **VVP&PC**. He may sign, with the Secretary or any other proper Officer of the **VVP&PC** authorized by the Board of

Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. Vice President.** In the event the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

**Section 7. Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 8. Treasurer.** The Treasurer shall be responsible for all funds and securities of the **VVP&PC**; receive and give receipts for monies due and payable to the **VVP&PC** and deposit all such monies in the name of the **VVP&PC** in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties, as the Board of Directors shall determine.

## **ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents of the **VVP&PC**, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the **VVP&PC**, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, and Similar Documents.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the **VVP&PC**, shall be signed by such Officer or Officers and/or agent or agents of the **VVP&PC** and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 3. Deposits.** All funds of the **VVP&PC** shall be deposited from time to time to the credit of the **VVP&PC** in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Gifts and Contributions.** The Board of Directors may accept on behalf of the **VVP&PC** any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the **VVP&PC**. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of California, and any other relevant jurisdiction.

**ARTICLE VIII  
BOOKS AND RECORDS**

The **VVP&PC** shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

**ARTICLE IX  
CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES**

**SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**SECTION 2. DEFINITIONS**

(a) Interested Person.

Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- (2) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **SECTION 3. CONFLICT OF INTEREST AVOIDANCE PRODEDURES**

(a) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to

disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS**

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **SECTION 5. COMPENSATION APPROVAL POLICIES**

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- (a) the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.
- (b) all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section



4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
  2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
  3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
  4. has no material financial interest affected by the compensation arrangement; and
  5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- (c) the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
  2. the availability of similar services in the geographic area of this organization
  3. current compensation surveys compiled by independent firms
  4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- (d) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
1. the terms of the compensation arrangement and the date it was approved
  2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member
  3. the comparability data obtained and relied upon and how the data was obtained
  4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination
  5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting

6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).

The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

## **SECTION 6. ANNUAL STATEMENTS**

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **SECTION 7. PERIODIC REVIEWS**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

## **SECTION 8. USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE X  
FISCAL YEAR**

The fiscal year of **VVP&PC** shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE XI  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the law of **California** or under the provisions of the Articles of Incorporation or the Bylaws of the **VVP&PC** a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XII  
AMENDMENTS TO BYLAWS**

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the General Members. Voting will be by written ballot and submitted prior to the annual meeting.