

Feeney Park Foundation  
PO Box 2432  
Murphys, CA 95247

October 2015 Revision

BYLAWS OF  
THE FEENEY PARK FOUNDATION, A CHARITABLE FOUNDATION  
AND A CALIFORNIA NON-PROFIT PUBLIC CORPORATION

Feeney Park Foundation is created for the benefit of any person interested in recreation and the arts in greater Murphys and the highway 4 foothill corridor.

ARTICLE I  
NAME

The name of this organization is Feeney Park Foundation, hereinafter referred to as FPF.

ARTICLE II  
PURPOSE

The purpose of the FPF is to operate as a non-professional association within the meaning of Section 23701E of the California Revenue and Taxation Code, to develop, operate, and maintain a multi-use community park for all citizens of greater Murphys, located at 300 Pennsylvania Gulch. This organization does not contemplate pecuniary gain or profit to the members thereof and is organized for the non-profit purposes.

ARTICLE III  
MEMBERSHIP

1. DEFINITION: The general foundation membership shall consist of any and all interested members of the community of Murphys and surrounding areas of the highway 4 foothill corridor.
2. PROPERTY RIGHTS: No member shall have any right, title or interest in any of the property or assets, including any earnings or investment income, of this corporation. Nor shall any of such property or assets be distributed to any member upon dissolution or winding up.
3. LIABILITY OF MEMBERS: No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations. Nor shall any member be subject to any assessment.

ARTICLE IV  
MEETING OF MEMBERS

1. ANNUAL MEETING: An annual meeting of members shall be held at such time and place as the board of directors may from time to time by resolution designate. Appropriate for consideration at such meetings shall be the election of directors, and such other corporate business as may come before the meeting.
2. SPECIAL MEETINGS: Special meetings of members may be called by the board of directors.
3. PLACE OF MEETING: The officers may designate any place, either within or without the State of California as the place of meeting for any annual or special meeting of members. If no designation is

made or if a special meeting may otherwise be called, the place of meeting shall be at the Eastman House, First Congregational Church, Murphys, California

4. NOTICE OF MEETINGS: Written or printed notice stating the place, day, and hour of any meeting of the members shall be announced in an appropriate local publication or be made public by other means of written communications not less than 72 hours nor more than 90 days prior to the date of such meeting, by or at the direction of the president, secretary, or such other officers or persons as are calling the meeting. In case of special meetings, or when required by these bylaws or law, the purpose or purposes for which the meeting is called shall be stated in the notice.

5. QUORUM: A quorum for an annual or special meeting shall be equal to that required for the board of directors or four (4) directors, whichever is greater.

6. PROCEDURES: All questions of parliamentary procedure shall be settled in accordance with Roberts' Rules of Order, current revision.

## ARTICLE V BOARD OF DIRECTORS

1. The corporation shall be governed by a board of directors, all of whom shall be community members of integrity who have a sincere interest in maintaining Feeney Park as a well-managed multi-use recreational facility for the public. The board shall consist of seven persons. The board shall select from its members by majority vote the officers of the corporation, which shall consist of president, vice president, secretary, and treasurer.

2. The members of the board of directors shall be elected at the annual meeting by a majority of members present. Nominations from the floor will be accepted at that time. A member of the community at large can be designated as an ex-officio member of the board with no vote.

3. A vacancy on the board of directors during a director's term of office may be filled by appointment by the board with the appointee serving until the next annual meeting of the membership. Directors are elected at the annual meeting of the membership by majority vote. The term of office of members of the board shall be one year with no limit on number of terms.

4. The board of directors shall hold meetings as required during the year. A majority of members of the board of directors then in office shall constitute a quorum for the transaction of business.

5. The board of directors shall be responsible for finance and budget, site development and maintenance, liability and scheduling, fund raising and publicity for the facility, and any other foundation business the directors may deem appropriate.

6. Any officer elected or appointed may be removed by the majority of the other directors, whenever it is the judgment that the interests of the corporation would be thereby best served. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

7. Members of the board may serve as officers of the corporation and their duties are as follows:  
President: Conducts all meetings and shall exercise general supervision and control over all activities of the corporation. He or she may sign, with any other duly authorized officer, any deeds, mortgages, bonds, contracts or other instruments the execution of which has been authorized by a majority of the

officers.

Vice President: In the absence of the president or in the event of the president's inability or refusal to act, shall perform the duties of the president, and when so acting, shall have all powers of, and be subject to all the restrictions upon the president, and shall perform any additional duties as may be assigned by the president.

Secretary: Shall keep the minutes of the meetings and conduct meetings in the absence of the president and vice president.

Treasurer: Shall handle all finances for the membership.

Remaining directors shall coordinate committees, handle other business as agreed on by the board, and vote on issues which come before the board.

8. All questions of parliamentary procedure shall be settled in accordance with Roberts' Rules of Order, current revision.

## ARTICLE VI COMMITTEES

1. EXECUTIVE COMMITTEES: By majority vote of the directors, they may, by resolution duly adopted, establish one or more committees, each of which shall consist of two or more members, which committees, to the extent provided by such resolution, shall have and exercise the authority of the directors in the management of the corporation. However, the designation of such committees and delegations of authority thereto shall not operate to relieve the directors of any responsibility imposed either by these bylaws or by laws.

2. RULES: Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate. However, such rules and regulations must be consistent with these bylaws, and regular minutes of all proceedings must be kept.

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

1. CONTRACTS: The directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances, and shall specifically include the authority to incur or assume debt within the terms of the FPF.

2. GIFTS AND CONTRIBUTIONS: The directors may accept on behalf of the corporation, any contributions, gift, bequest, or devise of any property whatsoever, for the general and special charitable purposes of the corporation.

3. DEPOSITS: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such bank, trust companies, or other depositories as the officers of the corporation may select.

4. CHECKS, DRAFTS, ORDER FOR PAYMENT: All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the officers shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed

by the treasurer.

## ARTICLE VIII MISCELLANEOUS

1. **BOOKS AND RECORDS:** The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, board of directors, and committees. All books and records of the corporation may be inspected by any officer, member, or the agent or attorney of either, or any proper person at any reasonable time, with a notification of 30 days to the president or treasurer. The board will review the income/expense reports, bank statements regularly at scheduled meetings.
2. **FISCAL YEARS:** The fiscal year of the corporation shall begin on the first day of July, and end on the last day of June in each year.
3. **WAIVER OF NOTICE:** Whenever any notice is required to be given under the provisions of the Non-profit Public Benefit Corporation law of California or under the provisions of the articles of incorporation or the bylaws of this corporation, 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 IX AMENDMENTS

1. **POWER OF MEMBERS TO AMEND BYLAWS:** The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by the vote or written assent of a majority of the members entitled to vote or written assent of a majority of the members entitled to vote of a quorum at a meeting duly called for the purpose according to the articles or bylaws.
2. **POWER OF DIRECTORS TO AMEND BYLAWS:** Subject to the limitations of the articles of incorporation, these bylaws, and the Non-profit Public Benefit Corporation law of California concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by a resolution of the directors.

## ARTICLE X DISSOLUTION

In the event of dissolution, the assets of the FPF shall be distributed to other non-profit organizations as defined by the Internal Revenue Code at the direction of a majority of the FPF members.