

BYLAWS OF ELK GROVE REGIONAL SCHOLARSHIP FOUNDATION

*Elk Grove Community Foundation dba as Elk Grove Regional Scholarship Foundation
(EGRSF)*

ARTICLE ONE OFFICES

1. **Principal Office.** The principal office of this corporation in the State of California shall be located at 9510 Elk Grove-Florin Road, in the City of Elk Grove, California, County of Sacramento, 95624.
2. **Other Offices.** The corporation may have such other offices, either within or without the County of Sacramento, State of California, as the Board of Directors (“Board”) may from time to time determine.

ARTICLE TWO MEMBERSHIP

The corporation has no members.

ARTICLE THREE DIRECTORS

1. **Number.** The authorized number of directors of this corporation shall be no less than fifteen (15) and not to exceed twenty-five (25).
2. **Election and Term of Office.** The term of office of directors shall be set by the Board and staggered into one, two and three years in approximately the same number for each staggered group of directors. There shall be no term limits. Directors shall be elected by a majority vote of a quorum of Board at a regularly-noticed Board meeting. At the end of the director’s term, they shall re-apply and be elected in accordance with this provision.
3. **Powers.** Except as otherwise provided in the Articles of Incorporation, or by law, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the Board, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board may from time to time, by resolution, designate.

4. **Replacement of Directors.**

- Whenever a vacancy exists on the Board, whether by death, resignation, or otherwise, the vacancy shall be filled by a majority of the remaining directors pursuant to recommendations by the Nominating Committee at a regular or special meeting of the Board. Any director may be removed in compliance with the provisions of Sections 5222 and 5223 of the Corporations Code.
- Any director may be removed at the discretion of the Board for missing three (3) consecutive meetings, or as otherwise determined by the Board. All illnesses and hardships will be reviewed by the Board.

5. **Resignation.** Subject to the provisions of Section 5226 of the California Corporations Code, any director may resign by giving written notice to the President of the Board or the Foundation Secretary.

6. **Compensation.** No directors shall receive any compensation from the corporation.

7. **Meetings.**

- Meetings shall be held at such place or places as the Board designates.
- Regular meetings shall be held at least quarterly as noticed by the Board and committee meetings held regularly to achieve the goals of each committee, scheduled by the committee chair.
- The president may, as is deemed necessary and appropriate, and the secretary shall, if so requested in writing by one member of the Board, call a special meeting of the Board. In such event, ten days written or electronic notice to each director shall be deemed sufficient.
- Except as may otherwise be provided in these Bylaws, or in the Articles of Incorporation of this corporation, or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board.
- All meetings of the Board shall be governed by Robert's Rules of Order, including such revisions thereof as may from time to time be published, except to the extent such rules are inconsistent with these Bylaws, with the Articles of Incorporation of this corporation, or with applicable law.

8. **Action by Board-Quorum.** A quorum shall consist of one-third (1/3) of the number of Board seated without regard to vacancies.

9. **Action Without Meeting.** In case of emergency, action without a meeting can be made by the majority of the Executive Committee. Ratification will be made at the next Board meeting.

10. **Liability of Directors.** The directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.
11. **Honorary Directors.** The Directors can appoint non-voting Honorary Directors to be recognized at special events to be determined annually.

ARTICLE FOUR OFFICERS

1. **Officers.** The officers of the corporation shall be a president, three vice-presidents, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board may elect or appoint such other officers, including one or more recorders, and one or more bookkeepers, as it shall be deemed necessary, for such officers to have the authority and perform the duties prescribed, from time to time, by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary or President and Treasurer.

All officers must be members of the Board. And officers are also required to be an active participant on at least one standing committee.

2. **Election and Term of Office.** The officers of this corporation shall be proposed by the Nominating Committee and elected annually by the Board at the regular annual meeting of the Board held in September of each year. Nominations or applications for office shall be submitted to the Nominating Committee by June 1 of each year. New offices may be created and filled at any meeting of the Board. Term of office shall run from January 1 – December 31.
3. **Removal.** Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the interests of the corporation would be thereby best served.
4. **Vacancies.** A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, will be proposed by the Nominating and Participation Committee and approved by the Board.
5. **President.** The President shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The President, or the President's designee, shall:
 - preside at all meetings of the directors.
 - He or she may sign, with the Secretary or other officer duly authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board, except in cases where the signing and execution thereof shall have been expressly delegated by the Board, by these Bylaws, or by law to some other officer or agent of the corporation;

- and in general, shall perform all duties relevant to the office of President and such other duties as may be prescribed by the Board.
6. **Vice Presidents.** There will be three Vice Presidents –Vice President of Administration, Vice President of Development, and Vice President of Scholarships. In the absence of the President or in the event of the President’s inability or refusal to act, the Vice-President of Scholarships shall:
- perform 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.
 - Any Vice-President shall perform such additional duties as may from time to time be assigned by the President or by the Board.
7. **Treasurer.** The Treasurer shall be the chief financial officer and, if so required by the Board, shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board may deem appropriate. The Treasurer shall oversee the handling of all funds and securities of the corporation.
8. **Secretary.** The Secretary shall:
- keep the minutes of meetings of the Board, in one or more books provided for that purpose;
 - see that all notices are duly given in accordance with these Bylaws or as required by law;
 - be custodian of the corporate records;
 - keep a membership book containing the names and addresses of all directors of the corporation, and with respect to any director which have been terminated, record that fact together with the date of termination;
 - exhibit to any director of the corporation, or to any agent of such director, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these Bylaws, the Articles of Incorporation, the minutes of any meeting, and the other records of the corporation.

The Secretary shall send an acknowledgement to all donors for all donations given to the Elk Grove Regional Scholarship Foundation (“Foundation”).

9. **Bookkeeper and Recorder.** The bookkeeper and recorder, in general, shall perform such duties as may be assigned to them by the Board, the president, the treasurer or the secretary of the corporation.

ARTICLE FIVE SERVICE CLUB REPRESENTATIVES

Service Clubs approved by the Board can appoint one representative as a voting board member, as further set forth in Article Three. Service Club Board members shall not exceed more than one- third of the overall Board members.

ARTICLE SIX COMMITTEES

1. **Executive Committees.** The Executive Committee will be made up of the President, three Vice Presidents (Vice President of Administration, Vice President of Development, Vice President of Scholarships), Chair of Fundraising Committee, and one member at large. By majority vote of the directors in office, the Board may, by resolution duly adopted, establish a committee, which shall consist of two or more directors, which committee, to the extent provided by such resolution, shall have and exercise the authority of the Board in the management of the corporation. However, the designation of such committee and delegation of authority thereto shall not operate to relieve the Board, or any director individually, of any responsibility imposed either by these Bylaws or by law.
2. **Standing Committees.** The number of standing committees shall be established by the Foundation. Each committee may convene sub-committees that are either adhoc or “standing” in nature. All committees and sub-committees are subordinate to and accountable to the Board.

The Standing Committees are:

- **Finance Committee.** The first responsibility of the Finance Committee is to oversee accounting and auditing functions for all Foundation holdings. The Finance Committee shall:
 - Develop an annual budget to present to the Board for review and approval;
 - Recommend to the Board procedures and policies related to accounting and finance;
 - Build a reserve with the goal of funding all operational expenses from the interest generated by the reserve. (This could be an endowment, but does not necessarily have to be);
 - Oversee payroll functions;
 - Work closely with the Fundraising Committee in communicating and planning for the financial needs of the Foundation;
 - Oversee financial reports pertinent to the organization;

- Prepare and execute correspondence relevant to the functions of committee tasks; and
 - At the June meeting, recommend scholarship payouts for the following year.
- **Fundraising Committee.** The Fundraising Committee shall:
 - Facilitate the planning and organization of all fundraising events;
 - Seek grants and oversee the application and processing of grants sought on behalf of the Foundation;
 - Obtain sponsorships from businesses, service organizations, and individuals in the community;
 - Raise a portion of funds for operational costs and to build a reserve; and,
 - Prepare correspondence relevant to the functions of committee tasks.
- **Nomination Committee.** The Nomination Committee shall:
 - Seek the most able leadership available from the business (private and non-profit) and public sectors;
 - Develop a matrix of criteria for selection of new board members;
 - Solicit the very best talent for the Board;
 - Revise committee structure to reflect the work of the organization and add community members to committees as appropriate to carry out the tasks;
 - Prepare correspondence relevant to the functions of committee tasks;
 - Monitor Board and committee member attendance and activities to ensure active participation in the Foundation, and report to the Board of its findings at the annual election held pursuant to Section D.
- **Development Committee.** The Development Committee shall:
 - Plan the amount of operational funds needed to hire and sustain the professional staff that support the work of the Foundation;
 - Promote community awareness of the Foundation;
 - Promote the growth of scholarship endowments and obtain new ones;
 - Commit to raising the skills of all Board members in fundraising through professional training;

- Seek other opportunities for Board development (e.g., facilitate participation in the Association of Fundraising Professionals annual day-long seminar at CSUS, the National Philanthropy Day, similar development opportunities), and budget for these costs;
 - Investigate the opportunity to plan an annual Board retreat (or more often as needed) for purposes of orientation of (new) board members, team-building among Board, program development ideas, extended prioritization and planning; and
 - Prepare correspondence relevant to the functions of committee tasks.
- **Scholarship Committee.** The Scholarship Committee shall:
 - Submit to Board for review and approval of all new scholarships;
 - Communicate with donors on possible changes or additions to their original scholarship applications;
 - Establish a committee of scholarship reviewers from school sites, community members, donors, or other non-profit groups to help score applications;
 - Update Board on progress of applications and changes needed for scholarships to be awarded;
 - Work with school sites and the Elk Grove Unified School District (EGUSD) designated person/s (Lead Counselor and AVID coordinator) to provide material and training to sites;
 - Communicate with site personnel, students and parents at functions such as Senior Parent Night, College and Career Night, and online training;
 - Establish a timeline (set by committee and EGUSD designee) to the Board to calendar all events and activities for Scholarship activities;
 - Designate a committee member to review required material for scholarship funds to send to students or college to pay for fees or materials;
 - Designate a committee member to communicate with students when scholarship funds are nearing deadline to use for college fees or how to request an extension ;
 - Interface with all subcommittees, the Board, donors, the other standing committees, and all others involved in developing and maintaining the website and database;
 - Facilitate all student applications until final recipients are awarded a scholarship; and

- Organize an annual scholarship awards events to honor scholarship donors and recipients (e.g., “Spotlight on Scholarships”).
3. **Other Committees.** Other committees not having and exercising the managerial authority of the Board, may be established by resolution duly adopted by majority vote of the Board. Any committee member may be removed by the person or persons authorized to appoint that committee member, whenever in the judgment of such person or persons the interests of the corporation would best be served by such removal.
 4. **Vacancies.** Vacancies on any committee shall be filled by self-selection.
 5. **Quorum.** Unless otherwise provided in a committee’s establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.
 6. **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 SEVEN CONTRACTS, CHECKS, DEPOSIT, AND FUNDS

1. **Contracts.** The Board 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.
2. **Gifts and Contributions.** The Board may accept on behalf of the corporation any contribution, 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 in a timely and prudent manner to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.
4. **Checks, Drafts, Orders for Payment.** All checks, drafts, or orders for payment of money, notes, or other evidence 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 Board shall from time to time by resolution determine.

5. **Third Party Fundraising Contributions.** Contributions made to the Foundation by third-parties shall be processed as follows:
- The Foundation will accept contributions from the net proceeds of a fundraising event held by a third party.
 - If a third party uses the Foundation as a 501(c)(3), this requires pre-approval of the Foundation as to any wording using the Foundation name and tax ID number.
 - The Foundation has the right to refuse association without disclosed cause.

ARTICLE EIGHT MISCELLANEOUS

1. **Books and Records.** The corporation shall prepare and maintain correct and complete books and records of account and shall also keep the minutes of the meetings of the Board, and committees, and shall keep the books and records. All books and records of the corporation may be inspected by any director, or member, or the agent or attorney of either, for any proper person at any reasonable time.
2. **Fiscal Years.** The fiscal year of the corporation shall begin on the first day of January and shall end on the last day of December each year.
3. **Corporate Seal.** The Board shall not provide a corporate seal.
4. **Waiver of Notice.** Whenever any notice is required to be given under the provision of the Nonprofit 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 NINE AMENDMENTS

Power of Directors to Amend Bylaws. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Nonprofit Public Benefit Corporation Law of California, concerning corporate actions that must be authorized or approved by the directors 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 Board.

**ARTICLE TEN
SIGNATURES**

The foregoing Bylaws have been duly adopted by unanimous resolution of the Board of the Elk Grove Regional Scholarship Foundation on November 2025.

Revised February 15, 2006

Revised September 15, 2016

Revised January 19, 2023

Revised November 20, 2025