

FORM APPROVED COUNTY COUNSEL
 BY: GREGORY P. PRIAMOS DATE 3/24/16

**SUBMITTAL TO THE BOARD OF SUPERVISORS
 COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**

211



FROM: Economic Development Agency

SUBMITTAL DATE:
 March 31, 2016

SUBJECT: Appoint Directors to the Board of a new nonprofit affiliate of the Riverside County Economic Development Agency Workforce Development Division [\$0]; Project is CEQA Exempt

RECOMMENDED MOTION: That the Board of Supervisors:

1. Find that the project is exempt from California Environmental Quality Act (CEQA) pursuant to State CEQA Guidelines Section 15061(b)(3); and
2. Appoint Mary Jo Ramirez, Morris Myers and Juan De Lara to the Board of Directors of a new nonprofit affiliate of the Riverside County Economic Development Agency Workforce Development Division.

BACKGROUND:

Summary

On November 15, 2005, the Riverside County Board of Supervisors authorized the formation of the Riverside County WDB, Inc. as an affiliate of the Riverside County Workforce Development Board for the purposes of coordinating activities for the County's workforce development system and to access certain funding opportunities available to non-profit corporations.

(Continued)

Robert Field
 Robert Field
 Assistant County Executive Officer/EDA

FINANCIAL DATA	Current Fiscal Year:	Next Fiscal Year:	Total Cost:	Ongoing Cost:	POLICY/CONSENT (per Exec. Office)
COST	\$ 0	\$ 0	\$ 0	\$ 0	Consent <input type="checkbox"/> Policy <input checked="" type="checkbox"/>
NET COUNTY COST	\$ 0	\$ 0	\$ 0	\$ 0	

SOURCE OF FUNDS: N/A
Budget Adjustment: No
For Fiscal Year: 2015/16

C.E.O. RECOMMENDATION: APPROVE
 BY: Rohini Dasika
 Rohini Dasika
 County Executive Office Signature

MINUTES OF THE BOARD OF SUPERVISORS

On motion of Supervisor Jeffries, seconded by Supervisor Benoit and duly carried by unanimous vote, IT WAS ORDERED that the above matter is approved as recommended.

Ayes: Jeffries, Tavaglione, Washington, Benoit and Ashley
 Nays: None
 Absent: None
 Date: April 12, 2016
 xc: EDA

Kecia Harper-Ihem
 Clerk of the Board
 By: Kecia Harper-Ihem
 Deputy

Prev. Agn. Ref.: 3.5 of 11/15/05 **District:** ALL **Agenda Number:**

- A-30
- Positions Added
- 4/5 Vote
- Change Order

3-8

SUBMITTAL TO THE BOARD OF SUPERVISORS, COUNTY OF RIVERSIDE, STATE OF CALIFORNIA

Economic Development Agency

FORM 11: Appoint Directors to the Board of a new nonprofit affiliate of the Riverside County Economic Development Agency Workforce Development Division [\$0] 100%; Project is CEQA Exempt

DATE: March 31, 2016

PAGE: 2 of 2

BACKGROUND: (Continued)

Summary

The corporation was structured in accordance with requirements of the Workforce Investment Act of 1998 (WIA), did not obtain tax exempt status, and has been dormant since 2006. The WIA was replaced by the Workforce Innovation and Opportunity Act (WIOA) that was signed into law by President Obama on July 22, 2014 and went into effect on July 1, 2015. The WIOA conceptually encourages innovative approaches to fundraising and requires competitive procurement of an entity, such as a non-profit corporation, to operate the one stop shop (OSS) on behalf of the Riverside County workforce development system (System).

The Riverside County Economic Development Agency Workforce Development Division (EDA Workforce) has established a need for an affiliated nonprofit corporation; however the existing corporation does not meet that need. In two separate, preceding Forms 11, staff recommended that the Board of Supervisors (1) authorize the dissolution of the existing corporation, the Riverside County WDB, Inc. and (2) authorize the formation and activation of a new entity affiliated with EDA Workforce that would function as a non-profit corporation (New Corporation). The purpose of the New Corporation is primarily to support and promote the System as a means of promoting the common good and general welfare of the people of the State of California.

As part of the second Form 11 referenced above, staff recommended that the Board of Supervisors approve proposed Bylaws for the New Corporation, attached hereto as Attachment A and approved as to form by County Counsel. These Bylaws set forth that the New Corporation's Board of Directors consist of five members including the Chairperson of the Riverside County Workforce Development Board (WDB), the Vice Chairperson of the WDB, and three additional members appointed by the Board of Supervisors. The term of the three appointed Directors is two years. Should the Board of Supervisors authorize formation and activation of the New Corporation, staff recommends that the Board of Supervisors appoint Mary Jo Ramirez, Morris Myers and Juan De Lara to the New Corporation's Board of Directors. Biographies for each proposed Director are attached hereto as Attachment B.

Pursuant to the California Environmental Quality Act (CEQA), appointment of Directors to a nonprofit corporation's Board was determined to be categorically exempt from CEQA under State CEQA Guidelines Section 15061(b) (3), General Rule or "Common Sense" exemption. It can be seen with certainty that there is no possibility that appointing members to a Board of Directors may have a significant effect on the environment, as the activities involved will have only administrative effects and will not lead to any direct or reasonably indirect physical environmental impacts. A Notice of Exemption will be filed by WDC staff with the County Clerk within 5 days of the approval of this Form 11.

Impact on Citizens and Businesses

Approving this item will have a positive impact on businesses in and residents of Riverside County by forming and activating a non-profit corporation designed to support and promote the County's workforce development system.

ATTACHMENTS

- A. Bylaws
- B. Biographies for Proposed Directors

BYLAWS OF
Corporation Name
A California Nonprofit Public Benefit Corporation
As of January 12, 2016

ARTICLE 1 **NAME**

Section 1.1 Corporate Name

The official name of this corporation is Corporation Name (“Corporation”).

ARTICLE 2 **OFFICES**

Section 2.1 Principal Office

The principal office for the transaction of the activities and affairs of the Corporation is located at 1325 Spruce Street, Suite 500 in Riverside, California 92507. The location of the principal office may be changed by resolution of the Corporation’s Board of Directors (“Board”) from one location to another within the County of Riverside.

Section 2.2 Other Offices

The Board may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE 3 **PURPOSES**

Section 3.1 General Purpose

This corporation is a Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

Section 3.2 Specific Purposes

The specific purpose of this Corporation is primarily to support and promote the Riverside County workforce development system as a means of promoting the common good and general welfare of the people of the State of California. Additionally, this Corporation may engage in any activities that are reasonably related to or in furtherance of its stated public and charitable purposes, or in any other charitable activities as allowed by law.

ARTICLE 4 **LIMITATIONS**

Section 4.1 Political Activities

The Corporation has been formed under the Nonprofit Corporation Law of California (“California Nonprofit Corporation Law”) and is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (“Internal Revenue Code”). The Corporation shall be nonprofit and non-partisan. No substantial part of the activities of the Corporation shall consist of carrying on

propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 4.2

Prohibited Activities

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other person as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on:

1. By a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code.
2. By a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

ARTICLE 5

DEDICATION OF ASSETS

Section 5.1

Property Dedicated to Nonprofit Purposes

The property of the Corporation is irrevocably dedicated to charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

Section 5.2

Distribution of Assets upon Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 6

MEMBERSHIPS

This Corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law. Any action of this Corporation which would otherwise require approval by a majority of members or approval by the members, shall require only approval of the Board, any

provision of the Bylaws to the contrary notwithstanding. All rights that would otherwise vest in the members shall vest in the Board.

ARTICLE 7
Section 7.1

DIRECTORS

Corporate Powers Exercised by the Board

Subject to the provisions and limitations of the California Nonprofit Corporation Law and all other applicable laws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the Board.

Without prejudice to the general powers set forth in these Bylaws but subject to the same limitation, the Directors shall have the power to:

1. Appoint and remove, at the pleasure of the Board, all the Corporation's Officers, agents, employees and volunteers; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation, if any; and require from them security for faithful performance of their duties.
2. Change the principal office or the principal business office from one location to another in the County of Riverside; and designate any place within the County of Riverside for holding any meeting.
3. Adopt and use a corporate seal and alter the forms of the seal from time to time as the Board may deem appropriate.
4. Enter into such contracts, ventures, associations or other arrangements as may be necessary or convenient to carry out the purposes of the Corporation.
5. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
6. Receive, hold, invest, donate, transfer and administer real and personal property for the benefit of the Corporation and its purposes to the extent consistent with Section 501(c) (3) of the Internal Revenue Code and Section 509(a) (2) of the Internal Revenue Code.
7. Undertake all activities lawfully open to nonprofit corporations organized under the California Nonprofit Corporation Law, subject to any restrictions or conditions stated elsewhere in these Bylaws, to the extent such activities may be conducted by organizations organized and operated

exclusively for charitable purposes as described in Section 501(c)(3) of the Internal Revenue Code.

8. Do everything necessary, proper, advisable and convenient for the accomplishment of the purposes set forth above, and to do all other things incidental thereto or connected therewith which are not forbidden by the Internal Revenue Code, the Corporations Code, the Articles of Incorporation, these Bylaws or any other applicable law or regulation.

The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 7.2 Number and Qualification of Directors

The authorized number of Directors shall be five (5), who shall be comprised of the Chairperson of the Riverside County Workforce Development Board, the Vice Chairperson of the Riverside County Workforce Development Board, and three additional members appointed by the Riverside County Board of Supervisors.

Section 7.3 Election, Designation and Term of Office

The three Directors who are appointed by the Riverside County Board of Supervisors shall each serve for two-year terms. The terms of the Corporation's other two Directors shall be concurrent with their respective terms as Chairperson or Vice Chairperson of the Riverside County Workforce Development Board.

Section 7.4 Vacancies on Board

A vacancy or vacancies on the Board shall be filled in the same manner and process as such vacancies are filled for the Riverside County Workforce Development Board.

Section 7.5 Removal

Removal of a Director from the Board shall be conducted in the same manner and process as such action is conducted for members of the Riverside County Workforce Development Board.

Section 7.6 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 unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and the California Nonprofit Corporation Law.

Section 7.7 Meetings

- 7.7.1 Place of Meeting
The Board shall hold meetings at any place within Riverside County, California that has been designated by resolution of the Board or in the Notice of the Meeting or, if not so designated, at the Riverside County Workforce Development Center, 1325 Spruce Street, California. The Corporation may hold its meetings at such other locations as the Corporation may from time to time designate by resolution, in the order of adjournment, or notice of call of any special meeting. Meetings of the Board of Directors shall be in the manner provided in the Ralph M. Brown Act (Government Code Section 54940, et seq., as such sections now exist or may be hereafter amended; "Brown Act").
- 7.7.2 Regular meetings
The Board shall hold regular meetings semi-annually on a date and at a time specified by the Board in the manner provided in the Brown Act. One such meeting shall occur during the month of March or April of each year and another such meeting shall occur during the month of September or October of each year.
- 7.7.3 Special Meetings
Special Meetings of the Board for any purpose may be called at any time by the Chairperson of the Board, or by a majority of the members of the Board in the manner provided for in the Brown Act.
- 7.7.4 Meetings to be Open and Public
All of the Corporation's Board meetings, defined as any congregation of a majority of the Board members to hear, discuss, deliberate, or take action on any item concerning the Corporation, shall be open to the public and noticed to the extent required by law, including but not limited to, the provisions of the Brown Act.
- 7.7.5 Closed Session
Nothing contained in these Bylaws shall be construed to prevent the Board from holding closed sessions during a regular or special meeting concerning any matter permitted by law to be considered in a closed session. All closed session meetings and notice thereof shall be conducted in the manner provided for in the Brown Act.
- 7.7.6 Emergency Meetings
Nothing contained in these Bylaws shall be construed to prevent the Board from holding an emergency meeting when prompt action is needed due to the actual or threatened disruption of public facilities. An emergency situation exists if the Board determines that a work stoppage, crippling disaster, or other activity may endanger public health, safety or both. All emergency meetings and notice thereof shall be conducted in the manner provided for in the Brown Act.

7.7.7 Public Hearings
All public hearings held by the Board shall be held during regular or special meetings of the Corporation.

7.7.8 Order of Business
The Board may establish the general order of business at Board meetings. At any meeting, the Board may, by vote of a majority of the Board members present, change the order of business.

7.7.9 Agenda
An agenda for the Board meetings must be posted at least 72 hours before a regular meeting in a location freely accessible to members of the public, in accordance with the Brown Act. It shall state the meeting time and place and must contain a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session.

Section 7.8 Quorum
A majority of the Directors currently in office shall constitute a quorum for the transaction of business at any meeting of the Board, except to adjourn, unless the presence of a greater number is required by law, in which event the quorum shall be such number as the law requires. Every action taken or decision made by a majority of Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of California Nonprofit Corporation Law, including, without limitation those provisions related to:

1. Approval of contracts or transactions in which a Director has a direct or indirect material financial interest;
2. Approval of certain transactions between corporations having common directorships;
3. Creation of an appointment to Committees of the Board; and
4. Indemnification of Directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 7.9 Adjournment
A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. In adjourning any meeting,

there shall be compliance with all procedures of the Brown Act, including, but not limited to, providing notice of the adjournment by posting a copy of the order of adjournment at or near the door of the place where the meeting was held, within 24 hours after the adjournment.

Section 7.10 Compensation and Reimbursement

Directors and members of such standing committees as are created may receive such compensation, if any, whether serving as Directors or Officers, and such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted so long as it is consistent with federal, state and local law.

ARTICLE 8 COMMITTEES

Section 8.1 Committees of the Board

The Board may, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, create one or more Committee(s) of the Board, each consisting of two or more Directors to serve at the pleasure of the Board.

Section 8.2 Composition of Committees of the Board

Only Directors may be appointed to the Committee(s) of the Board. Appointments to the Committee(s) of the Board shall be by majority vote of the Directors currently in office. The Board may appoint one or more Directors as alternate members of any such Committee(s), who may replace any absent member at any meeting.

Section 8.3 Powers Exercised by Committees of the Board

Any such Committee(s), to the extent provided in the Board resolution, shall have all the authority of the Board, except that no Committee(s) of the Board, regardless of Board resolution, may:

1. Fill vacancies on the Board or on any Committee(s) of the Board that has the authority of the Board;
2. Fix compensation of the Directors for serving on the Board or on any Committee(s) of the Board;
3. Amend or repeal Bylaws or adopt new Bylaws;
4. Amend or repeal any resolution of the Board that by its expressed terms is not so amendable or repealable;
5. Create any other Committees of the Board or appoint the members of Committees of the Board;

6. Approve any contract or any transaction:
 - a) between the Corporation and one or more of its Directors; or
 - b) to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233 (d) (3) of the Corporations Code.

Section 8.4

Meetings and Action of Committees

Meetings and actions of Committee(s) of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such Committee(s) and the calling of special meetings of such Committee(s) may be determined either by Board resolution or, if there is none, by resolution of the Committee(s) of the Board. Minutes of each meeting of any Committee(s) of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any such Committee(s), provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the Committee(s) may adopt such rules.

Section 8.5

Advisory Committees

If the Board shall appoint any Committee(s) which has as a member any non-Director, it is not a "Committee of the Board", and it should be clearly labeled an "Advisory Committee". All actions and recommendations of an Advisory Committee shall require ratification by the Board before being given effect. The Board may not delegate any element of management of the Corporation's activities to an Advisory Committee.

ARTICLE 9

OFFICERS

Section 9.1

Officers of the Corporation

The officers of the Corporation ("Officers") shall be a Chairperson, a Vice Chairperson, a Chief Executive Officer, Chief Operating Officer, a Secretary and a Treasurer. The Board shall have the power to appoint, and may authorize an Officer to appoint, additional Officers with such duties, powers, titles and privileges as the Board may fix. Any number of offices may be held by the same person, except that the no person serving as Secretary or Treasurer may serve concurrently as the Chairperson of the Board.

Section 9.2

Election, Designation and Term of Office

The Chairperson of the Riverside County Workforce Development Board shall serve as the Chairperson of the Corporation's Board of Directors. The Vice Chairperson of the Riverside County Workforce Development Board shall serve as the Vice Chairperson of the Corporation's Board of Directors.

The Assistant County Executive Officer for the Riverside County Economic Development Agency shall serve as the Chief Executive Officer of the Corporation. The Executive Director of the Riverside County Workforce Development Board shall serve as the Chief Operating Officer of the Corporation. The Deputy Director of the Riverside County Workforce Development Board shall serve as the Secretary of the Corporation. The Managing Director of the Riverside County Economic Development Agency shall serve as the Treasurer of the Corporation. All Officers' terms shall be concurrent with their corresponding terms with the Riverside County Workforce Development Board or Riverside County Economic Development Agency, as applicable.

Section 9.3 Vacancies

A vacancy in any office shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur.

Section 9.4 Removal

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed concurrent with their removal from their corresponding position at the Riverside County Workforce Development Board or Riverside County Economic Development Agency, as applicable.

Section 9.5 Responsibilities of Officers

9.5.1 Responsibilities of Chairperson of the Board

The Chairperson of the Board shall be a Director, shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. The Chairperson shall sign contracts, deeds and other instruments made by the Corporation and authorized by the Board.

9.5.2 Responsibilities of the Vice Chairperson of the Board

The Vice Chairperson of the Board shall be a Director and shall perform the duties of the Chairperson in the absence of the Chairperson.

9.5.3 Responsibilities of the Chief Executive Officer

The Chief Executive Officer shall be the general manager of the Corporation and, subject to the control of the Board, shall have general supervision over the administration of the Corporation's business and operations. The Chief Executive Officer shall be empowered to supervise all of the employees of the Corporation, under such terms and having such job responsibilities as the Chief Executive Officer shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment. The Chief Executive Officer shall be delegated signing authority by the Board as set forth by resolution of the Board. The Chief Executive Officer may delegate his or her responsibilities and powers subject to the control of the

Board. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

9.5.4 Responsibilities of the Chief Operating Officer

The Chief Operating Officer shall assist in the general supervision and administration of the day to day business and affairs of the Corporation, subject to the direction of the Chief Executive Officer. The Chief Operating Officer shall be authorized to seek funding opportunities such as grants and proposals and shall be delegated signing authority by the Board as set forth by resolution of the Board. The Chief Operating Officer may delegate his or her responsibilities and powers subject to the control of the Board. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

9.5.5 Responsibilities of the Secretary

The Secretary shall be delegated signing authority by the Board as set forth by resolution of the Board and may delegate his or her responsibilities and powers subject to the control of the Board. The Secretary shall keep or cause to be kept, at the principal office of the Corporation or such other place as the Board may direct:

1. The original or a copy of these Bylaws, certified by the Secretary and as amended to date.
2. A copy of the Articles of Incorporation, as amended to date.
3. A book of minutes of all meetings, proceedings, and actions of the Board and Committee(s) of the Board.

The Secretary shall keep the Corporate Seal in safe custody and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

9.5.6 Responsibilities of the Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board

The Treasurer shall be delegated signing authority by the Board as set forth by resolution of the Board and may delegate his or her responsibilities and powers subject to the control of the Board.

The Treasurer shall deposit or cause to be deposited all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the Board, when requested, an account of all transactions and an account of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement or removal from office.

ARTICLE 10 **ADDITIONAL PERSONNEL**

Section 10.1 Clerk of the Board

The Secretary of the Riverside County Workforce Development Board shall serve as the Clerk of the Board for the Corporation. The Clerk of the Board shall give, or cause to be given, notice of all meetings of the Board and Committees of the Board required by these Bylaws to be given. The Clerk of the Board, or designee, shall certify meeting minutes as these Bylaws prescribe and in the manner provided in the Brown Act. The Clerk of the Board shall also serve as the Corporation's Filing Officer for Form 700 Statements of Economic Interest.

Section 10.2 General Counsel

General Counsel shall be appointed by the Board from the office of County Counsel of the County of Riverside ("County Counsel"). General Counsel shall be responsible for review and/or preparation of all proposed resolutions, rules, contracts and all other legal actions of the Corporation. He or she shall give advice or opinion in writing to the Officers and/or Board whenever required or requested to do so. He or she shall attend to lawsuits and other matters to which the Corporation is a party or in which the Corporation may be legally interested and do such other things as the Board may require. General Counsel, or designee, shall record and maintain safe custody of minutes of closed session meetings as these Bylaws prescribe and in the manner provided in the Brown Act.

The extent and nature of such services shall be set forth in a contract between the Corporation and County Counsel establishing certain Corporation/County Counsel relationships.

Section 10.3 Additional Personnel

The day-to-day services required by the Corporation are to be rendered by employees of the County of Riverside Workforce Development Center ("WDC"). The extent and nature of such services shall be set forth in a contract between the Corporation and the WDC.

Section 10.4 Agents, Consultants and Volunteers

In addition to the use of WDC employees, the Board may from time-to-time establish such positions and select and appoint such agents, consultants and volunteers, regular and temporary, as it may require and determine their qualifications, duties and compensation.

The Board may, from time-to-time appoint or employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by state and federal statutes applicable thereto. The selection, duties and compensation of such personnel shall be determined by the Board, subject to the laws of the State of California.

ARTICLE 11 INDEMNIFICATION

Section 11.1 Right of Indemnity

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other people described in Section 5238 (a) of the Corporations Code, including people formally occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding by reason of the fact that the person is or was an agent of the corporation. The indemnification shall include an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section of the Corporations Code.

The terms "expenses", "proceeding" and "agent" as used in these Bylaws shall have the same meaning as in Section 5238 (a) of the Corporations Code.

Section 11.2 Approval of Indemnity

On written request to the Board by any person seeking indemnification under Sections 5238 (b) or 5238 (c) of the Corporations Code, the Board shall promptly determine under Section 5238 (e) whether the applicable standard of conduct set forth in Sections 5238 (b) or 5238 (c) has been met. If so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly refer the question to the Riverside County Board of Supervisors. The Riverside County Board of Supervisors shall determine under Section 5238 (e) whether the applicable standard of conduct set forth in

Section 5238 (b) or 5238 (c) has been met and, if so, the Riverside County Board of Supervisors shall authorize indemnification.

Section 11.3

Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred in defending any proceeding may be advanced by the Corporation before final disposition of the proceeding on receipt by the Corporation of an undertaking by or on behalf of that agent to repay the amount of that advance unless it is ultimately determined that the agent is entitled to be indemnified by the Corporation for those expenses.

Section 11.4

Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees and other agents, against any liability asserted against or incurred by any of them in such capacity or arising out of their status as such.

ARTICLE 12

RECORDS AND REPORTS

Section 12.1

Articles of Incorporation and Bylaws

The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 12.2

Books and Records of Account

The Corporation shall keep adequate and correct books and records of account. Such books and records shall include, but are not necessarily limited to: accounts of properties and transactions, and corporate assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall be open to inspection by any Director at all reasonable times.

Section 12.3

Annual Report

The Board shall cause an Annual Report to be sent to each Director within 120 days after the end of the Corporation's fiscal year. The Annual Report shall contain the following information in appropriate detail:

1. The assets and liabilities, including trust funds, of the Corporation at of the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during the fiscal year.

4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
5. Any additional information required by this Article of these Bylaws or at the request of the Board.

The Annual Report shall be accompanied by a report (if any) of independent accountants, or if there is no such report, by the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an Annual Report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an Annual Report must be furnished annually to all Directors.

Section 12.4

Annual Statement of Certain Transactions and Indemnifications

As part of the Annual Report, a statement of any transaction for indemnification of the following kind shall be prepared and furnished to each Director:

1. Any transaction:
 - a) in which the Corporation participated;
 - b) in which a Director or Officer of the Corporation had a direct or indirect material financial interest; and
 - c) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving in the aggregate more than \$50,000.

The statement shall include a brief description of the transaction, the names of the interested people involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with the partnership in which the interested person is a partner, only the interest of the partnership need be stated.

2. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation under these Bylaws, unless that indemnification has already been approved by the Riverside County Board of Supervisors.

Section 12.5

Meeting Minutes

The Corporation shall keep a minute book in written form which shall contain a record of all actions of the proceedings of the Board or any Committees of the Board including:

1. The time, date and place of each meeting;
2. Whether a meeting is regular or special and, if special, how authorized;
3. The manner of giving notice of each meeting and a copy thereof;
4. The names of those present at each meeting;
5. The minutes of all meetings;
6. Any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof;
7. All protests concerning lack of notice; and
8. Formal dissents from Board actions.

Copies of Board meeting minutes that are duly certified by the Clerk of the Board, or designee, as being correct shall serve as proof of actions of the Corporation.

ARTICLE 13 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 preceding sentence, indication of gender shall include all genders and indication of numbers shall include singular and plural, and the term person shall include both a legal entity and a natural person.

ARTICLE 14 AMENDMENTS

The Board may adopt, amend, or repeal these Bylaws. Such power is subject to the following limitations:

1. The Board may not extend the term of a Director beyond that for which the Director was appointed.
2. The Board may not, without the approval of the Riverside County Board of Supervisors, specify or change any Bylaw provision which would:
 - a) fix or change the authorized number of Directors,

- b) fix or change the minimum or maximum number of Directors, or
 - c) change from a fixed number of Directors to a variable number of Directors or vice versa.
3. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

CERTIFICATE OF SECRETARY

I certify that I am the duly appointed and acting Secretary of Corporation name, a California Non-Profit Public Benefit Corporation, that the above Bylaws, consisting of 16 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on _____, 20____ and that they have not been amended or modified since that date.

Executed on _____, 20____ at Riverside, California.

By: _____
Secretary

Printed Name

ATTACHMENT B
Biographies for Proposed Directors

Mary Jo Ramirez

Mary Jo Ramirez is the Executive Director of California Family Life Center (CFLC) and has worked for CFLC for 22 years. She is a graduate of La Sierra University. She advocates and presents issues for at-risk children and youth and families to generate and gain community support and funding. Mary Jo is passionate about providing the highest quality of services to assist youth in becoming productive and self-sufficient adults. Her experience and career efforts include being actively involved in creating opportunities for economic, social, and community development.

As the Executive Director, she oversees the Workforce Innovation Opportunity Act (WIOA) Youth Programs, CFLC's Foster Family, Group Homes, Kin Care, Riverside County YouthBuild Program and Community Recidivism Reduction program with clarity of mission, values, strategies, objectives and priorities to assist a vulnerable children and youth. She is responsible for the coordination of services, collaboration among agencies, and building strong, sustainable community partnerships.

Mary Jo Ramirez is a member of many committees and boards including: previously Chair for the Council for Youth Development, a current member of the Riverside County Workforce Development Board, a member of the Advisory Council DPSS Independent Living Skills, the Collaborative Chair for the RCOE Perkins Career Technical and a member of the iFoster Kinship Navigator collaborative.

Morris Meyers

Morris Myers is a native of Natchez, Mississippi. He is a graduate of the University of Houston with a Bachelor of Fine Arts Degree in Environmental Design. Morris has worked in the home furnishings industry as a consultant, manufacturer's representative, and designer for over 25 years. In December of 2007 he was approached by the Board of Directors of the Economic Development Corporation of Southwest California (EDC) and served as its Executive Director. Currently Morris is the Dean of Institutional Advancement, External Relationships, and Mt. San Jacinto College Foundation, for Mt. San Jacinto College.

In 2008 Morris accepted an appointment to the Riverside County Workforce Development Board (WDB); "serving on the WDB is an opportunity to grow as an economic development professional, the members of this Board are passionate about creating the finest workforce in California and I am fortunate to serve at the side of such a diverse group of dedicated leaders". Morris has been elected Chair of the Riverside County WDB for 2014, and Riverside County WDB Executive Committee. He serves on the Southwest Riverside County Workforce Development Committee. Morris is also President of the Board of Directors of the Temecula Valley Foundation for Excellence in Education, and serves on other boards and committees throughout the region

Juan De Lara

Juan De Lara is a Risk Manager for Federated Mutual Insurance, a Fortune 1000 company headquartered in Owatonna, Minnesota. He manages over 2,700 acres of farmland and multimillion dollar homes. He is in charge of the Travertine Point Project, which is a 5,000 acre master planned new town concept approved by both Riverside and Imperial County. Juan has served the City of Coachella as Mayor and a Council member. Juan has extensive management experience in sales and marketing, working with small businesses and fortune 500 companies. He continues managing special projects in the private, public and non-profit sectors. Juan has lived in Coachella all his life. He and his family are committed to public service and have provided hundreds of hours of community service in the Coachella Valley