# SUBMITFAL YO THE BOARD OF SUPERUISORS <br> COUNTY OF RIVERSIDE, STATE OF CALIFORNIA 



ITEM: 5.1
(ID \# 11440)
MEETING DATE:
Tuesday, December 17, 2019

## FROM : EXECUTIVE OFFICE:

SUBJECT: EXECUTIVE OFFICE/CORAL: Adopt Resolution No. C2019-03 Approving the Amendment to the County of Riverside Asset Leasing Corporation Bylaws Relating to the Appointment of Corporation Officers, All Districts. [\$0]

RECOMMENDED MOTION: That the Board of Directors:

1. Adopt Resolution No. C2019-03 approving the amendment to the Bylaws of the County of Riverside Asset Leasing Corporation relating to the appointment of Corporation Officers to allow the positions of the Treasurer of the Corporation be automatically appointed annually to the senior most Board of Supervisors member that is not the Chair or Vice Chair.

## ACTION:Policy



MINUTES OF THE BOARD OF DIRECTORS

On motion of Director Perez, seconded by Director Hewitt and duly carried by unanimous vote, IT WAS ORDERED that the above matter is approved as recommended.

Ayes: Jeffries, Spiegel, Washington, Perez and Hewitt
Nays: None
Absent: None
Date: December 17, 2019
xc:
EO

Kecia R. Harper Cletk of the Board By: $\frac{\text { Deputy }}{y^{2}}$

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

| FINANCIAL DATA | Current Fiscal Year: | Next Fiscal Year: | Total Cost: | Ongoing Cost |
| :---: | :---: | :---: | :---: | :---: |
| COST | \$0 | \$0 | \$0 | \$0 |
| NET COUNTY COST | \$0 | \$0 | \$0 | \$0 |
| SOURCE OF FUNDS: N/A |  |  | Budget Adjustment: N/A |  |
|  |  |  | For Fiscal Y | 19/20 |

C.E.O. RECOMMENDATION: Approve

## BACKGROUND:

## Summary

On August 27, 2019, the Board of Supervisors were designated as Directors of the County of Riverside Asset Leasing Corporation ("CORAL"). Per the Bylaws of the Corporation, the Board of Directors shall designate the offices of the Corporation by resolution, as needed, to serve until the qualification and appointment of their successors. It is now desired to amend the Bylaws to allow for the automatic annual appointment of the Treasurer. The appointment will be to the senior most Board member that is not the Chair or Vice Chair.

The amended language is as follow:

Section 2 of Article IV is deleted in its entirety and replaced with the following:
"Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected, except that the senior most member of the Board of Supervisors who is not the current Chair or Vice-Chair of the Board of Supervisors shall automatically annually assume the office of Treasurer of the Corporation."

Previous Agenda: 3.62 \& 5.1 8/27/19


## RESOLUTION NO. C2019-03

## A RESOLUTION OF THE BOARD OF SUPERVISORS ACTING EX OFFICIO AS THE BOARD OF DIRECTORS OF THE COUNTY OF RIVERSIDE ASSET LEASING CORPORATION APPROVING THE AMENDMENT TO THE COUNTY OF RIVERSIDE ASSET LEASING CORPORATION BYLAWS RELATING TO THE APPOINTMENT OF CORPORATION OFFICERS

WHEREAS, on October 25, 1983, the Board of Supervisors for the County of Riverside approved the Articles of Incorporation to form the County of Riverside Asset Leasing Corporation (the "Corporation"), a California nonprofit public benefit corporation and the Corporation Bylaws were adopted by the Board of Directors on December 16, 1983, whereby the Corporation's specific and primary purpose is to render assistance to the County of Riverside ("County") by acquiring and maintaining machinery, vehicles and other equipment of any type or kind whatsoever needed by the County for its operations, by acquiring, purchasing and constructing or providing for the construction of facilities, the renovation of existing facilities and other improvements including, without limitation, shops, warehouses, garages and other buildings and facilities of any type, and by leasing such equipment and facilities to the County; and,

WHEREAS, on December 20, 1993, the Articles of Incorporation were amended by a Certificate of Amendment of Articles of Incorporation of County of Riverside Asset Leasing Corporation to amend Section 2 of Article II of the Articles of Incorporation of the Corporation to expand the specific and primary purpose for which the Corporation is formed to include by purchasing all or any portion of certain receivables generated by the assessment or levy by the County of ad valorem taxes, special taxes and/or assessments on real property, pursuant to the taxing power of the County, or generated by the assessment or levy by any other governmental entity of ad valorem taxes, special taxes and/or assessments on real property, pursuant to the taxing power of such entity, and purchased by the County pursuant to the
provisions of Section 4701 through 4717 of the Revenue and Taxation Code of the State of California (the "Tax Receivables") from the County; and,

WHEREAS, the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to amend the Bylaws of the Corporation to reflect the recent changes in the make-up and appointment of the Board of Directors and officers; and,

WHEREAS, Article VIII of the Corporation Bylaws provides that the Bylaws may be amended by a vote of a majority of a quorum at a meeting of members duly called for the purpose, and provides that the Bylaws shall not be amended without the consent of the Board of Supervisors;

NOW, THEREFORE, BE IT RESOLVED, DETERMINED AND ORDERED by the Board of Supervisors of the County of Riverside acting Ex Officio as the Board of Directors of the County of Riverside Asset Leasing Corporation (the "Board"), in regular session assembled on December 17, 2019 at 9:30 am or soon thereafter, in the meeting room of the Board of Supervisors located on the 1st floor of the County Administrative Center, 4080 Lemon Street, Riverside, California, that

Section 1. The foregoing recitals are true and correct.
Section 2. In accordance with and pursuant to Article VIII of the Bylaws of the Corporation, the Board hereby approves and amends Section 2 of Article IV to delete this section in its entirety and replace with the following:
> "Section 2. Election. The officers of the Corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected, except that the senior most member of the Board of Supervisors who is not the current Chair or ViceChair of the Board of Supervisors shall automatically annually assume the office of Treasurer of the Corporation."

Section 3. Effective Date. This resolution shall take effect immediately upon its adoption.

PASSED, APPROVED AND ADOPTED this $17^{\text {th }}$ day of December 2019, by the Board of Supervisors of the County of Riverside, acting ex officio as the Board of Directors of the County of Riverside Asset Leasing Corporation.

By:


Kevin Jeffries, Chairman of the Board of
Supervisors of the County of Riverside, acting ex officio as the President of the Board of Directors of the County of Riverside Asset Leasing Corporation

## ATTEST:

Kecia Harper, Clerk to the Board of Supervisors of the County of Riverside, acting ex officio as the Assistant Secretary of the Board of Directors of the County of Riverside Asset Leasing Corporation


## STATE OF CALIFORNIA ) COUNTY OF RIVERSIDE )

SS.

I, Kecia Harper, Clerk to the Board of Supervisors of the County of Riverside, California, acting ex officio as the Assistant Secretary to the Board of Directors for the County of Riverside Asset Leasing Corporation, do hereby certify that the foregoing Resolution No. C2019-03 was duly adopted by the Board of Supervisors of said County, acting ex officio as the Board of Directors for the County of Riverside Asset Leasing Corporation, at a meeting of said Board held on the 17th day of December 2019, and that it was so adopted by the following vote:

AYES: Jeffries, Spiege1, Washington, Perez and Hewitt
NOES: None
ABSENT: None
ABSTAIN: None

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the County of Riverside this 17 th day of December , 2019.


## STATE OF CALIFORNIA ) COUNTY OF RIVERSIDE )

SS.

I, Kecia Harper, Clerk to the Board of Supervisors of the County of Riverside, California, acting ex officio as the Assistant Secretary to the Board of Directors for the County of Riverside Asset Leasing Corporation, do hereby certify that the above and foregoing is a full, true and correct copy of Resolution No. C2019-03 of the Board of Supervisors of said County, acting ex officio as the Board of Directors for the County of Riverside Asset Leasing Corporation, and that the same has not been amended or repealed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the County of Riverside this 17 th day of December , 2019.

By:


The foregoing is certified to be a true copy of a resolution duly adopted by said Board of Supervisors on the date therein set forth.

Kecia R. Harper, Clerk of said Board


BYLAWS
OF
COUNTY OF RIVERSIDE ASSET LEASING CORPORATZOM
("CORAL")

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## BYLAWS

# for the regulation, except as otherwise provided by statute or 

its Articles of Incorporation,
of

## COUNTY OF RIVERSIDE ASSET LEASING CORPORATION

## a California nonprofit public benefit corporation

## ARTICLE I. OFFICES

Section 1. Principal Office. The corporation's principal office shall be fixed and located at such place within the County of Riverside as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location within the County of Riverside to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places; provided that the establishment of any branch or subordinate offices outside the County of Riverside must be approved by the Board of Supervisors of the County of Riverside (herein called the "Board of Supervisors").

## ARTICLE II. MEMBERSHIP

Section 1. Classification of Members. There shall be only one class of members of the corporation, and the rights, powers and privileges of all members shall be equal.

Section 2. Qualification of Members; Termination of Membership. The persons who are directors of the corporation from time to time shall be the only members of the corporation, and upon ceasing to be a director of the corporation such person shall also cease to be a member.

Section 3. Annual Meetings. The corporation shall provide for its annual meetings, provided that it shall hold at least one annual meeting in each year. The dates upon which and the hour at which any regular meeting shall be held shall be fixed by resolution.

Section 4. Ralph M. Brown Act. All meetings of the members shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act as amended (commencing with Section 54950 of the Government Code of the State of California) .

Section 5. Place of Meeting. The place of meeting for any annual meeting or for any special meeting of the members shall be the place fixed in accordance with these Bylaws as the place for holding the regular meetings of the board of directors. If no such place has been fixed, the place of meeting shall be the principal office of the corporation as fixed by these Bylaws.

Section 6. Quorum. The presence in person of a majority of the members of the corporation shall constitute a quorum for the transaction of business at any meeting of members.

Section 7. Voting. Each member of the corporation shall be entitled to one vote on each matter submitted to a vote of the members.

## ARTICLE III. DIRECTORS

Section 1. Powers. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company or committees however composed, provided that any such delegation other than to a committee of the Board or to the staff of the Board of Supervisors must be- approved by the Board of Supervisors, and provided, moreover, 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. Without prejudice to such general powers, but subject to the sane limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other power* enumerated in these Bylaws:
(a) To select and remove all the other officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation and require from them security for faithful service.
(b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem best.
(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Section 2. Number of Directors. The authorized number of directors shall be five (5) until changed by amendment of the Articles or by a Bylaw.

Section 3. Term of Office. Directors shall hold office for one year and until a successor has been designated and qualified.

Section 4. Resignation and Removal. Subject to the provisions of Section 5226 of the California nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 5. Designation of Directors and Filling of Vacancies. The Board of Supervisors shall designate the initial directors for a one year term. Thereafter, the Board of Supervisors shall annually designate the directors

Vacancies in the Board shall be filled by the Board of Supervisors, by designation. A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased.

If the resignation of a director is intended to take effect at a future time, the Board of Supervisors shall have power to designate a successor to take office when said resignation is to become effective.

Section 6. Place of Meeting. Meetings of the Board shall be held at any place within or without the State of California which has been "designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 7. Organizational Meetings. Immediately following the annual meeting of members, the Board shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business.

Section 8. Other Regular Meetings. Other regular meetings of the Board shall be held without call or notice on such dates and.at such times as the Board shall fix by resolution.

Section 9. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, the President, any Vice President, the Secretary or any two directors. Any person calling such meeting shall cause notice of the meeting to be given pursuant to the requirements set forth below.

Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or fortyeight (48) hours' notice given personally or by telephone, telegraph, telex or other similar means of communication. Any such notice shall be addressed or deliverer to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly, held. Such notice shall also be addressed and delivered to the Board of Supervisors and to any newspaper of general circulation, radio station or television station requesting such notice in writing. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meetings.

Notice by mail must be received at least 24 hours before the time of the meeting. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 10. Ralph H. Brown Act. All meetings of the Board and any committee thereof shall be called, noticed, held and conducted in accordance with the provisions of the Ralph H. Brown Act (commencing with Section 54950 of the Government Code of the State of California).

Section 11. Place of Meeting. Regular and special meetings of the Board shall be held in any place within or without the state which has been designated from time to time by resolution of the Board. In
the absence of such designation, regular meetings and special meetings shall be held at the principal office of the corporation. The designation of a place of meeting outside the County of Riverside must be approved by the Board of Supervisors.

Section 12. Quorum. A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 14 of this Article III. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or By the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 14. Adjournment. A majority of the directors' present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than seventy-two (72) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 15. Rights of Inspection. Every director and every member of the Board of Supervisors shall have the absolute right at any reasonable time, to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation -of which such person is a director.

Section 16. Committees. The Board may appoint one or more committees, each consisting of two or more directors, and delegate-to such committees any of the authority of the Board except with respect to:
(a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members (such limitation of committee action shall apply whether or not the corporation has members);
(b) The filling of vacancies on the Board or in any committee;
(c) The fixing of compensation of the directors for serving on the Board or on any committee;
(d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; or
(f) The appointment of other committees of the Board or the members thereof.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any
such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which- proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article III applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 17. Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board and ratified by the Board of Supervisors.

## ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the corporation, who shall be directors of the corporation, shall be a President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, a Chairman of the Board, one or most Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices nay be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board.

Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected, except that the senior most member of the Board of Supervisors who is not the current Chair or Vice-Chair of the Board of Supervisors shall automatically annually assume the office of Treasurer of the Corporation.

Section 3. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers, who need not be directors of the corporation, as the business of the corporation may require, each of whom shall hold office foe such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation. Any officer nay be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the* officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not $b^{*}$ necessary to make it effective.

Section 5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. Chairman of the Board. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

Section 7. President. Subject to such powers, if any, as may be given by the Beard to the Chairman of the Board, if there be such an officer, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. In the absence of the Chairman of the Board, or if there be none, the President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 8. Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 9. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 10. Treasurer. The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board; shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

## ARTICLE V. OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chairman of the Board, the President or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California nonprofit Public Benefit Corporation Law shall govern the constitution of these Bylaws.

## ARTICLE VI. NOTICE

Section 1. Notice of Mattings. Notice of all meetings of the members, the Board, and any committees thereof, shall be given to the Board of Supervisors in writing in the same manner as notices are given to the directors of the corporation. Notices shall be directed to the Board of Supervisors of the County of Riverside, 4080 Lemon Street, Riverside, 92501, Attention: Administrative Officer. Failure to give such notice shall not in any way invalidate any action taken by the Board at any such meeting.

Section 2. Participation of the Board of Supervisors. Members or their designees of the Board of Supervisors shall have the right to attend meetings of the Board, and committees thereof, and to make recommendations thereto.

## ARTICLE VII. EMERGENCY PROVISIONS

During any emergency resulting from an attack on the United States or on a locality in which the corporation conducts its activities or customarily holds meetings of its Board, or during any nuclear or atomic disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board or of the Executive Committee, if any, cannot readily be convened for action, a meeting of the Board or of said committee may be called by any officer or director. Such
notice need be given only to such of the directors or members of the committee, as the case may be, as it may be feasible to reach at the time and by such means as may be feasible at the time including, without limitation, publication or radio.

The director or directors in attendance at the meeting of the Board, and the member or members of the Executive Committee, if any, in attendance at the meeting of the committee, shall constitute a quorum. If none is in attendance at the meeting, the officers or other persons designated on a list approved by the Board before the emergency, all in such order of priority and subject to such conditions and for such period of time (not longer than reasonably necessary after the termination of the emergency) as may be provided in the resolution approving the list, shall, to the extent required to provide a quorum at any meeting of the Board or of the Executive Committee, be deemed directors or members of the committee, as the case may be, for such meeting.

The Board, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all officers or agents of the, corporation shall for any reason be rendered incapable of discharging their duties. The Board, either before or during any such emergency, may, effective in the emergency, change the principal office or Designate several alternative offices or authorize the officers so to do.

## ARTICLE VIII. AMENDMENTS

Section 1. Power of Members. Except as otherwise provided by the Articles of Incorporation or Bylaw, new Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of a majority of a quorum at a meeting of members duly called for the purpose according to the Articles of Incorporation or the Bylaws provided, however, that these Bylaws shall not be amended or repealed without the consent of the Board of Supervisors.

Section 2. Power of Directors. Subject to the newer of the members as provided in this Article VIII to adopt, amend or repeal these Bylaws, any Bylaw may be adopted, amended or repealed by the Board; provided, however, that these Bylaws shall not be amended or repealed without the consent of the Board of Supervisors.

## CERTIFICATE OF SECRETARY

of

## COUNTY OF RIVERSIDE ASSET LEASING

## CORPORATION

## (a California nonprofit public benefit corporation)

I hereby certify that I am the duly elected and acting Assistant Secretary of said corporation and that the foregoing Bylaws, comprising 8 pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors thereof held on $12 / 17 / 19$.


Assistant Secretary of the County of Riverside Asset Leasing Corporation

BYLAWS OF

COUNTY OF RIVERSIDE ASSET LEASING CORPORATZOM
("CORAL")

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## BYLAWS

for the regulation, except as otherwise provided by statute or
its Articles of Incorporation,
of

## COUNTY OF RIVERSIDE ASSET LEASING CORPORATION

a California nonprofit public benefit corporation

## ARTICLE I. OFFICES

Section 1. Principal Office. The corporation's principal office shall be fixed and located at such place within the County of Riverside as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location within the County of Riverside to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places; provided that the establishment of any branch or subordinate offices outside the County of Riverside must be approved by the Board of Supervisors of the County of Riverside (herein called the "Board of Supervisors").

## ARTICLE II. MEMBERSHIP

Section 1. Classification of Members. There shall be only one class of members of the corporation, and the rights, powers and privileges of all members shall be equal.

Section 2. Qualification of Members; Termination of Membership. The persons who are directors of the corporation from time to time shall be the only members of the corporation, and upon ceasing to be a director of the corporation such person shall also cease to be a member.

Section 3. Annual Meetings. The corporation shall provide for its annual meetings, provided that it shall hold at least one annual meeting in each year. The dates upon which and the hour at which any regular meeting shall be held shall be fixed by resolution.

Section 4. Ralph M. Brown Act. All meetings of the members shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act as amended (commencing with Section 54950 of the Government Code of the State of California) .

Section 5. Place of Meeting. The place of meeting for any annual meeting or for any special meeting of the members shall be the place fixed in accordance with these Bylaws as the place for holding the regular meetings of the board of directors. If no such place has been fixed, the place of meeting shall be the principal office of the corporation as fixed by these Bylaws.

Section 6. Quorum. The presence in person of a majority of the members of the corporation shall constitute a quorum for the transaction of business at any meeting of members.

Section 7. Voting. Each member of the corporation shall be entitled to one vote on each matter submitted to a vote of the members.

## ARTICLE III. DIRECTORS

Section 1. Powers. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company or committees however composed, provided that any such delegation other than to a committee of the Board or to the staff of the Board of Supervisors must be- approved by the Board of Supervisors, and provided, moreover, 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. Without prejudice to such general powers, but subject to the sane limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other power* enumerated in these Bylaws:
(a) To select and remove all the other officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation and require from them security for faithful service.
(b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem best.
(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Section 2. Number of Directors. The authorized number of directors shall be five (5) until changed by amendment of the Articles or by a Bylaw.

Section 3. Term of Office. Directors shall hold office for one year and until a successor has been designated and qualified.

Section 4. Resignation and Removal. Subject to the provisions of Section 5226 of the California nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 5. Designation of Directors and Filling of Vacancies. The Board of Supervisors shall designate the initial directors for a one year term. Thereafter, the Board of Supervisors shall annually designate the directors

Vacancies in the Board shall be filled by the Board of Supervisors, by designation. A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased.

If the resignation of a director is intended to take effect at a future time, the Board of Supervisors shall have power to designate a successor to take office when said resignation is to become effective.

Section 6. Place of Meeting. Meetings of the Board shall be held at any place within or without the State of California which has been "designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 7. Organizational Meetings. Immediately following the annual meeting of members, the Board shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business.

Section 8. Other Regular Meetings. Other regular meetings of the Board shall be held without call or notice on such dates and.at such times as the Board shall fix by resolution.

Section 9. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, the President, any Vice President, the Secretary or any two directors. Any person calling such meeting shall cause notice of the meeting to be given pursuant to the requirements set forth below.

Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or fortyeight (48) hours' notice given personally or by telephone, telegraph, telex or other similar means of communication. Any such notice shall be addressed or deliverer to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. Such notice shall also be addressed and delivered to the Board of Supervisors and to any newspaper of general circulation, radio station or television station requesting such notice in writing. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meetings.

Notice by mail must be received at least 24 hours before the time of the meeting. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 10. Ralph H. Brown Act. All meetings of the Board and any committee thereof shall be called, noticed, held and conducted in accordance with the provisions of the Ralph H. Brown Act (commencing with Section 54950 of the Government Code of the State of California).

Section 11. Place of Meeting. Regular and special meetings of the Board shall be held in any place within or without the state which has been designated from time to time by resolution of the Board. In
the absence of such designation, regular meetings and special meetings shall be held at the principal office of the corporation. The designation of a place of meeting outside the County of Riverside must be approved by the Board of Supervisors.

Section 12. Quorum. A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 14 of this Article III. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or By the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 14. Adjournment. A majority of the directors' present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than seventy-two (72) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 15. Rights of Inspection. Every director and every member of the Board of Supervisors shall have the absolute right at any reasonable time, to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation -of which such person is a director.

Section 16. Committees. The Board may appoint one or more committees, each consisting of two or more directors, and delegate-to such committees any of the authority of the Board except with respect to:
(a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members (such limitation of committee action shall apply whether or not the corporation has members);
(b) The filling of vacancies on the Board or in any committee;
(c) The fixing of compensation of the directors for serving on the Board or on any committee;
(d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; or
(f) The appointment of other committees of the Board or the members thereof.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any
such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which- proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article III applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 17. Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board and ratified by the Board of Supervisors.

## ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the corporation, who shall be directors of the corporation, shall be a President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, a Chairman of the Board, one or most Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices nay be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board.

Section 2. Election: The officers of the corporation, except such officers as may be elected of appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by, and shall serve at the pleasure of, the. Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, of until their respective successors shall be elected.

Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected, except that the senior most member of the Board of Supervisors who is not the current Chair or Vice-Chair of the Board of Supervisors shall automatically annually assume the office of Treasurer of the Corporation.

Section 3. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers, who need not be directors of the corporation, as the business of the corporation may require, each of whom shall hold office foe such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation. Any officer nay be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the* officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not $\mathrm{b}^{*}$ necessary to make it effective.

Section 5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. Chairman of the Board. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

Section 7. President. Subject to such powers, if any, as may be given by the Beard to the Chairman of the Board, if there be such an officer, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. In the absence of the Chairman of the Board, or if there be none, the President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 8. Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 9. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 10. Treasurer. The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board; shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

## ARTICLE V. OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chairman of the Board, the President or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California nonprofit Public Benefit Corporation Law shall govern the constitution of these Bylaws.

## ARTICLE VI. NOTICE

Section 1. Notice of Mattings. Notice of all meetings of the members, the Board, and any committees thereof, shall be given to the Board of Supervisors in writing in the same manner as notices are given to the directors of the corporation. Notices shall be directed to the Board of Supervisors of the County of Riverside, 4080 Lemon Street, Riverside, 92501, Attention: Administrative Officer. Failure to give such notice shall not in any way invalidate any action taken by the Board at any such meeting.

Section 2. Participation of the Board of Supervisors. Members or their designees of the Board of Supervisors shall have the right to attend meetings of the Board, and committees thereof, and to make recommendations thereto.

## ARTICLE VII. EMERGENCY PROVISIONS

During any emergency resulting from an attack on the United States or on a locality in which the corporation conducts its activities or customarily holds meetings of its Board, or during any nuclear or atomic disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board or of the Executive Committee, if any, cannot readily be convened for action, a meeting of the Board or of said committee may be called by any officer or director. Such notice need be given only to such of the directors or members of the committee, as the case may be, as it may be feasible to reach at the time and by such means as may be feasible at the time including, without limitation, publication or radio.

The director or directors in attendance at the meeting of the Board, and the member or members of the Executive Committee, if any, in attendance at the meeting of the committee, shall constitute a quorum. If none is in attendance at the meeting, the officers or other persons designated on a list approved by the Board before the emergency, all in such order of priority and subject to such conditions and for such period of time (not longer than reasonably necessary after the termination of the emergency) as may be provided in the resolution approving the list, shall, to the extent required to provide a quorum at any meeting of the Board or of the Executive Committee, be deemed directors or members of the committee, as the case may be, for such meeting.

The Board, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all officers or agents of the, corporation shall for any reason be rendered incapable of discharging their duties. The Board, either before or during any such emergency, may, effective in the emergency, change the principal office or Designate several alternative offices or authorize the officers so to do.

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Section 1. Power of Members. Except as otherwise provided by the Articles of Incorporation or Bylaw, new Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of a majority of a quorum at a meeting of members duly called for the purpose according to the Articles of Incorporation or the Bylaws provided, however, that these Bylaws shall not be amended or repealed without the consent of the Board of Supervisors.

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## CERTIFICATE OF SECRETARY

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## CORPORATION

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I hereby certify that I am the duly elected and acting Assistant Secretary of said corporation and that the foregoing Bylaws, comprising 8 pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors thereof held on $12-17-21$


Assistant Secretary of the County of Riverside Asset Leasing Corporation

