

1 *San Diego Foundation for Change*
2 **BYLAWS**

3
4 **ARTICLE I. NAME**

5
6 Section 1. Name: The name of the nonprofit Corporation is San Diego Foundation for Change,
7 hereinafter referred to as “SDFC” or “the Foundation for Change” and the Board is the Board of
8 Directors of San Diego Foundation for Change, hereinafter referred to as the Board of Directors.
9

10 **ARTICLE II. MISSION and PURPOSE**

11
12 Section 1. Mission: The mission of the Foundation for Change is to support leaders and
13 organizations working for social justice in the San Diego-Tijuana border region.
14

15 Section 2. Purpose: The purpose of the Foundation for Change is to grant seed funds to groups working
16 for social, economic, and environmental causes, to provide technical assistance, to facilitate networking
17 among activists, and to represent progressive interests in the philanthropic community. The purpose
18 shall include any other lawful purpose within the scope of Section 501 (c) (3) of the Internal Revenue
19 Code. The focus of the Foundation for Change is the State of California (San Diego/ Tijuana Region).
20

21 Section 3. No Discrimination. The Foundation for Change shall encourage broad public support and
22 participation in its management and activities, and shall not discriminate in any manner whatsoever
23 against any person on the basis of race, nationality, ethnic identity, place of origin, religion, gender,
24 gender identity or expression, sexual orientation, marital status, economic class, age, mental or
25 physical differences in ability, or any other legally protected characteristic. Further requirements
26 shall be adopted by resolution in the Foundation for Change Affirmative Action Policy.
27

28 **ARTICLE III. PRINCIPLE OFFICE**

29
30 Section 1. The Board of Directors shall fix the location of the principal executive office of the
31 Foundation for Change at 3758 30th Street, San Diego, CA 92104. The Foundation for Change
32 Board of Directors may establish branch or subordinate offices.
33

34 **ARTICLE IV. CHANGE OF ADDRESS**

35
36 Section 1. The county of the Foundation for Change’s principal office can be changed only by
37 amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the
38 principal office from one location to another within San Diego County by noting the changed address
39 and effective date below, and such changes of address shall not be deemed an amendment of the
40 Bylaws:

41 _____ Dated_____

42 _____ Dated_____

43 _____ Dated_____

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48 **ARTICLE V. BOARD OF DIRECTORS**
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1 Section 1. Powers of the Board. The Board of Directors, which is comprised of volunteers, shall
2 govern the activities, financial affairs and property of the Foundation for Change, and to do so may
3 exercise all corporate powers available under its Bylaws, Articles of Incorporation and the laws of
4 California. The Board of Directors answers to the community for the organization's actions. The
5 Board of Directors is responsible for the oversight of the Foundation for Change's mission, direction,
6 priorities, and evaluation of the organization's programs. The Foundation for Change Board of
7 Directors shall:

- 8 • Establish rules for governing Board operations through Bylaws and resolutions.
- 9 • Establish policies, goals, objectives, priorities, timetables, and procedures.
- 10 • Authorize material transactions: investments, acquisitions, major expenditures, etc.
- 11 • Select and hire the Foundation for Change Executive Director, monitor performance, and
12 remove if necessary.
- 13 • Select and remove any Officers and board members of the Foundation for Change.
- 14 • Establish committees as are necessary for administration. Such committees shall include
15 Executive, Finance, Grant Making, Board Development, Fund Development and
16 Communications, and may include other ad hoc committees as appointed by the Board
- 17 • Establish policies for managing human resources.
- 18 • Monitor corporate finances, both income and expenditures.
- 19 • Monitor and evaluate implementation of Foundation for Change policies and decisions.
- 20 • Define the requirements of Board member service, including personal contributions.

21
22 Section 2. Qualifications of Directors. Nominees for positions on the Board of Directors must have
23 exhibited an interest in and commitment to the purpose and mission of the Foundation for Change.
24

25 Section 3. Number of Directors. The Board of Directors shall consist of twelve to twenty-one
26 members. The number of directors within this range shall be set and may be changed as needed by
27 the Board of Directors.
28

29 Section 4. Nominations. Nominations to the Foundation for Change Board of Directors shall be
30 made by members of the Board in good standing, the Executive Director or Foundation staff, and
31 shall be forwarded to the Board Development Committee for consideration. At least two members
32 of the Board Development Committee shall interview the prospective nominee in an informal
33 meeting. If the interview is favorable, the committee members who interviewed the nominee shall
34 obtain a completed Prospective Board Member Profile, C.V., resume, or other relevant information
35 evidencing the prospective Board member's background and qualifications, and furnish this
36 information to the Board's Executive Committee, along with their observations about the initial
37 interview. This communication should be completed within one month of receiving the prospect's
38 background information and can be distributed in person, in writing, or electronically. The
39 Executive Committee will then review the information, and if deemed necessary, one or more
40 members of that committee may re-interview the prospect. The Executive Committee then shall, at
41 its discretion and in a timely manner, provide a recommendation to the Executive Director as to
42 whether or not to recommend the applicant for nomination to the Board of Directors. Nominations
43 which are presented to the full Board in this fashion must then be approved at the next Board of
44 Directors meeting at which a quorum is present, and must receive a two-thirds vote of those present.
45 Nominees approved by the Board of Directors shall be given a maximum of three meetings to attend
46 a Board of Directors meeting, at which time their membership on the Board will become active,
47 subject to the bylaws of the San Diego Foundation for Change.
48
49

1 Section 5. Terms of Directors. Directors shall be elected to serve in one of three three-year classes,
2 each consisting of no fewer than three and no more than seven members. With the exception of
3 elections to fill vacancies (see Section 7 below), Directors shall be elected to three-year terms. No
4 Director shall be eligible to serve more than two complete terms consecutively. Any Director can be
5 removed by action of two-thirds of the remaining Board of Directors or by resignation. No reduction
6 of the authorized number of Directors shall have the effect of removing any Director before that
7 Director's term of office expires. Any Board Member can leave the Board of Directors for one year
8 and then return to the Board with new term limits. Any Board member unable or unwilling to fulfill
9 his/her duties may submit a resignation in writing.

10
11 Section 6. Removal of Directors. All or any number of directors may be removed by a two-thirds
12 vote of the Board of Directors in office, in a vote by secret ballot. The Board member whose
13 removal is at issue shall not be entitled to vote on this decision. Any Board member missing three
14 consecutive meetings of the Board of Directors, without prior notice with sufficient reason as
15 determined by the Board, will be considered resigned, and the Board may declare the seat vacant.

16
17 Proper notice must be given in advance if the removal of a Board member is to be considered at a
18 meeting of the Board. Fourteen days advance written notice that the Board of Directors is
19 considering removal, and the reasons for that consideration, shall be sent to the director, and she or
20 he shall be given an opportunity to respond either in writing or orally.

21
22 Section 7. Filling Vacancies. A vacancy on the Foundation for Change Board of Directors shall be
23 deemed to exist if (1) a Director dies, resigns, or is removed by action of the Board of Directors; (2)
24 the Board of Directors declares vacant the office of a Director who has been convicted of a felony or
25 declared of unsound mind by an order of a court; (3) the full complement of Directors is not in
26 place, or (4) the authorized number of Directors is increased. A new director may be elected to fill
27 said vacancy through the regular nomination procedures set out in Section 4, above, but the process
28 may be expedited through the use of electronic or telephonic voting procedures, as long as the two
29 thirds approval vote is achieved. The term of office of a Director elected to fill a vacancy shall run
30 until the conclusion of the term of the Director being replaced, and shall not preclude that Director
31 from being elected to full three year terms in his/her own right.

32
33 Section 8. Compensation. Directors may not be compensated for rendering services to the
34 Corporation in any capacity unless such compensation is reasonable and allowable. Directors shall be
35 allowed reasonable advancement or reimbursement of expenses incurred in the performance of their
36 duties.

37
38 Section 9. Meetings. Meetings of Officers and/or Directors shall be held at any place inside San
39 Diego County that the SDFC Board of Directors may designate. Without a designation by the Board,
40 meetings shall be held at the principal Foundation for Change office. Any meeting, regular or
41 special, may be held by conference telephone or similar communications equipment, so long as all
42 Board of Directors can hear one another. In extenuating circumstances, an individual Director may
43 call into a meeting.

44 The Board of Directors shall meet for a minimum of four times a year, the time for such
45 meetings to have been announced at the meeting immediately prior thereto.

46 The President or any three members of the Board of Directors may call a special meeting.
47 Notice of any special meeting shall be given to each Board member at least one week in advance by
48 either letter, telephone or other electronic notice, to the address of the member as shown on the
49 records of the agency.

1 Section 10. Quorum. At all meetings of the Board of Directors, the presence of a quorum is
2 necessary to allow the transaction of business. A quorum is defined as a majority of the total number
3 of Director positions set by prior resolution, or if no specific number of directors has been set, then a
4 quorum is a majority of the number of directors in office immediately before the meeting begins.
5

6 Section 11. Minutes. The minutes of each meeting shall be taken by the Secretary, or the presiding
7 officer of the meeting shall designate another person to take the minutes of the Board of Directors
8 meeting. The minutes shall state the time and place the meeting was held, whether it was regular or
9 special, the names of Board members and staff members present at the meeting, an accurate account
10 of the proceedings, and the time of adjournment. The Secretary shall keep, or cause to be kept,
11 minutes of all meetings of the Foundation for Change Board of Directors.
12

13 Section 12. Decision-Making and Voting. Each member of the Board of Directors shall have one
14 vote. Any decision of the Foundation for Change Board of Directors shall be made by a two-thirds
15 vote of the Board of Directors present. However, an attempt will be made to reach consensual
16 agreement. The vote may be by voice or by ballot, provided, however, that any election for Directors
17 must be by ballot if demanded by any Board of Director entitled to vote, before the voting has begun.
18 The Foundation for Change Board of Directors may decide to use consensus decision-making instead
19 of "majority rules," but any request affirmed by five Directors present may require the Board to make
20 a decision by a two-thirds majority vote of the Board of Directors present.
21

22 Section 13. No Proxy Voting. There shall be no proxy voting allowed at any meeting of the Board
23 of Directors or as part of reaching any decision of the Board of Directors. Directors who are unable
24 to attend a meeting of the Board of Directors may send a letter to the Board of Directors stating their
25 opinion or position on any matter before the Board of Directors, and that letter shall be read aloud at
26 that meeting during the discussion of the issue(s) of concern to the absent Director.
27

28 Section 14. Teleconference Meetings. When necessary, and when proper notice is given, meetings
29 may be held by telephone conferences in which all participating Directors may simultaneously hear
30 and speak with each other. A Director participating in such a meeting is deemed present for
31 purposes of a quorum.
32

33 Section 15. Decisions without Meetings. The Board of Directors may make any decision or take any
34 action within its power in writing, setting forth the action so taken, signed by two-thirds of all of the
35 Directors then in office. The resolution is effective when the last Director signs the consent, unless
36 the resolution specifies an earlier or later date. The resolution shall be filed with the corporate
37 records.
38

39 ARTICLE VI. OFFICERS 40

41 Section 1. Officers. The Officers of the Corporation shall be the President, Vice President,
42 Secretary, and Treasurer. The offices of Secretary and Treasurer may be combined and held by one
43 Director.
44

45 Section 2. Qualification and Appointment of Office. Any person from the SDFC Board of Directors
46 may serve as an Officer of this Corporation.
47

48 The Officers of SDFC shall be elected bi-annually for a term of two years by the Board of Directors.
49 An Officer shall serve a maximum of two consecutive terms in any one position. Any Officer can
50 leave the office for one year and then return to that position with new term limits.

1
2 Section 3. Removal. Any Officer chosen by the Board of Directors may be removed at any time,
3 with or without cause or notice, by a two-thirds vote of the Board of Directors in office. However, in
4 the event of the removal of the President, such removal shall be accomplished as follows: the
5 President shall first be suspended from all powers to act on behalf of the Corporation and from all
6 duties, and an interim President shall be elected. Then, the President to be removed shall have the
7 right to a special meeting of the Board of Directors, at which every Director shall be present, and at
8 which meeting the suspended President may present evidence, testimony, argument, or any other
9 information relating to the proposed removal. Following the conclusion of the presentation by the
10 suspended President, the Board of Directors shall vote on the removal of the suspended President.
11 The suspended President shall be removed only upon a two-thirds vote of the Board of Directors. If
12 the suspended President is removed after the preceding process, a new President shall be appointed
13 as soon as is practicable. If the suspended President is retained, he or she shall be immediately
14 reinstated to full powers and duties on behalf of the Corporation.

15 The special meeting described above shall be held not less than three (3) or more than thirty
16 (30) calendar days following the suspension of the President. Failure of the Board of Directors to
17 hold such special meeting within the time specified, or to otherwise comply with the foregoing
18 procedures, shall result in immediate reinstatement of the suspended President at the end of thirty
19 (30) calendar days following the suspension.

20 Any Officer may resign at any time by giving written notice to the Board of Directors or to
21 the President or Secretary. Any such resignation shall take effect at the date of the receipt of such
22 notice, or any other later date specified therein, and the acceptance of such resignation shall not be
23 necessary to make it effective.

24
25 Section 4. President. The President of the Corporation shall serve as Chair of the Board. The
26 President is responsible for Board governance and shall provide direction for developing the meeting
27 agendas for the Board's approval. The President or a person designated by the President shall preside at
28 all meetings of the Board of Directors and Executive Committee, and exercise or perform such other
29 powers and duties as may be assigned from time to time by the Board of Directors. With Board of
30 Directors approval the President nominates all committee chairs and is an ex-officio member of all
31 Committees, standing and ad hoc. The President and Executive Committee coordinate the work
32 between all committees in collaboration with staff.

33 The President shall keep Board members informed of Foundation for Change business through
34 periodic reports, either verbal or written. In the absence of any Board Committee mandated in Board
35 Development, the Executive Committee fills these roles, and the President or his/her designee presides
36 at meetings for those purposes.

37 When the Executive Director position is vacant, the President is the general manager and Chief
38 Executive Officer (CEO) of the Corporation and has, subject to the control of the Board of Directors,
39 general supervision, direction and control of the organization and Officers of the Corporation. The
40 President may sign contracts for the Corporation and checks or make other financial transactions.

41 With the approval of the Board, the President may constitute a Hiring or Search Committee
42 for the position of Executive Director, which he/she may or may not chair. The hiring and firing of
43 an Executive Director requires a two-thirds vote of the Board of Directors. He/she or a delegate or
44 any committee(s) he/she forms with Board of Directors approval may hire and fire employees.
45 (Compensation and wages of said employees shall be set by line item in the annual budget, which
46 must be approved by a two-thirds vote of the Board members present).

47 The President is responsible for providing direct management, guidance, and supervision to
48 the Executive Director. The President, or his/her Designee, represents the Foundation for Change, its
49 vision, and its function to prospective and current grantees, donors, and the community-at-large,
50 thereby promoting the Foundation to its community constituency.

1
2 Section 5. Vice President. In the absence of the President, or in the event of the President's inability
3 to act, the Vice President shall perform the duties of the President. The Vice President, when acting
4 as President, shall have all the powers of, and be subject to all the restrictions upon the President.
5 She or he shall also perform other duties as may be prescribed by law, by the Articles of
6 Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

7
8 Section 6. Secretary. The Secretary's duties shall consist of the following:

- 9 • The Secretary shall keep, or cause to be kept, minutes of all meetings of the Board of
10 Directors and other official corporate meetings
- 11 • The Secretary shall keep, or cause to be kept, at the principal executive office or such other
12 place as designated by the Board of Directors, a book of minutes of all meetings and actions
13 of the Board of Directors.
- 14 • The Secretary shall give notice, or cause notice to be given, of all Board of Director meetings,
15 and meetings of committees of the Board for which notice is required by statute, the Articles
16 of Incorporation, or the Bylaws. If the Secretary fails to give such notice, any other officer of
17 the Corporation may give such notice.
- 18 • The Secretary shall cause to be kept safe and secure the seal of the Corporation (if any), and
19 shall have any other powers and duties as prescribed by the Articles of Incorporation, the
20 Bylaws, or the Board of Directors.

21
22 Section 7. Treasurer. The Treasurer shall keep, or cause to be kept, adequate and correct books and
23 records of accounts of the properties and business transactions of the Corporation, including
24 accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital. The books of
25 accounts shall, at all reasonable times, be open to inspection by any Director.

26
27 The Treasurer shall (1) render a statement of the Corporation's financial condition and an account of
28 all transactions conducted as Treasurer whenever requested by the President or the Board of
29 Directors; and (2) have other powers and duties as prescribed by the Articles of Incorporation, the
30 Bylaws, or the SDFC Board of Directors.

31
32 Section 8. Indemnification of Directors, Officers, Employees and Other Agents. The Corporation
33 shall, to the maximum extent permitted by California Law, have the power to indemnify its agents
34 against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred
35 in connection with any proceeding arising by reason of the fact that any such person is or was an
36 agent of the Corporation, and shall have power to advance to each such agent expenses incurred in
37 defending any such proceeding to the maximum extent permitted by any relevant laws.

38
39 For purposes of these Bylaws, an Agent of the Corporation includes any person who is a Director,
40 Officer, employee, or other agent of the Corporation, or is serving at the request of the Corporation
41 as a Director, Officer, employee, or agent of another Corporation, partnership, joint venture, trust, or
42 other enterprise.

43 44 ARTICLE VII. COMMITTEES

45
46 Section 1. Establishment. The Board of Directors may establish committees which are delegated the
47 power to set policy or to make decisions for the Corporation. The Board of Directors shall always
48 have the power to amend, alter or repeal the actions of each of its committees.

1 Section 2. Members. Each member of a committee shall serve no fewer than two and no more than
2 five years unless the committee is terminated, the member resigns or is removed from the committee,
3 or the member ceases to qualify as a member of the committee. Committees can consist of Board
4 members and other volunteers.
5

6 SDFC shall strive to ensure that all of its committees are comprised of people from broad sectors and
7 from a multiplicity of local communities, including activists, major donors, and community leaders.
8 Specific goals shall be adopted by resolution in the Foundation for Change Affirmative Action
9 Policy.
10

11 Section 3: Chair. One to two members of each committee shall be selected or appointed chair or co-
12 chairs by the committee with Board of Director approval. Each committee shall have a designated
13 board liaison, either volunteer or staff. Chairs shall be elected annually and shall serve no more than
14 three consecutive 1-year terms. Any Chair can leave the position for two years and then return to that
15 position with new term limits.
16

17 Section 4. Committee Procedures. Each committee may adopt procedures for its own governance
18 consistent with these Bylaws or with resolutions adopted by the Board of Directors. Unless
19 otherwise specified, committee meetings shall operate with the same quorum and voting
20 requirements as the full Board of Directors meetings.
21

22 Section 5. Executive Committee. The Foundation for Change Executive Committee is a standing
23 committee of the Board of Directors and is composed of the Officers of the Foundation for Change
24 Board of Directors, including the President, Vice President, Secretary, Treasurer, and may include
25 Chairs of any standing committees. The Foundation for Change Executive Committee shall function
26 on behalf of the Foundation for Change Board of Directors in emergencies and/or interim situations.
27 The Board delegates to such committee any of the powers and authority of the Board of Directors in
28 the management of the business and affairs of the Corporation, except with respect to:

- 29 • The filling of vacancies on the Board of Directors.
- 30 • The amendment or repeal of Bylaws or adoption of new Bylaws.
- 31 • The appointment of committees of the Board or the members thereof.
- 32 • The approval of any transaction to which this Corporation is a party and which one or more
33 of the Directors has a material financial interest.
34

35 The Foundation for Change Executive Committee may be called on to make timely decisions that
36 move the Foundation for Change's mission and function forward in lieu of taking all matters before
37 the full Board of Directors. The Executive Committee is empowered to make urgent decisions that
38 maintain the vision and function of SDFC. These action decisions are subject to timely reporting and
39 approval at the next meeting of the full Board. The Executive Committee, working with the
40 Executive Director, has the following responsibilities:

- 41 • Reviews and/or prepares Board of Directors meeting agendas to ensure all matters coming
42 before the Board are relevant and appropriate.
- 43 • Interprets Board policies to Staff.
- 44 • Oversees policy implementation.
- 45 • Refers questions to other committees of the full Board.
- 46 • Reports its activities at each Board of Directors meeting as needed.
47

1 Section 6. Fund Development Committee. The Fund Development Committee is a standing
2 committee and is responsible for recommending and implementing an annual strategy of fund
3 development to the Board of Directors.

4
5 Section 7. Communications Committee. The Communications Committee is a standing committee
6 and is responsible for developing an annual strategic plan for publicity and marketing of SDFC, with
7 the goals of promoting a positive image, name recognition, and public awareness of the mission of
8 SDFC, and attracting new donors and grant applicants.

9
10 Section 8. Grant Making Committee. The Grant Making Committee is a standing committee and is
11 responsible for promoting and implementing the Foundation for Change's grant-making program.
12 The Grant Making Committee will prepare requests for proposals each cycle. It will investigate
13 eligible projects and programs and make recommendations to the Board.

14
15 8 a. Number of Members. The number of Grant Making Committee members shall be at least fifteen
16 (15) to twenty-five (25) until changed by amendment.

17
18 8 b. Selection and Term of Office. The Grant Making Committee shall select its members subject to
19 Board of Director approval. The Donor representative members of the Grant Making Committee shall
20 be those members recommended by the Grant Making Committee Chair or such person's appointee.
21 No more than one-third (1/3) of the Grant Making Committee members shall be donor representatives.

22
23 8. c. Each Grant Making Committee member shall serve a term of no more than 2 consecutive three
24 year terms (6 years). Any Grant Making Committee member may leave the Committee for two years
25 and then return to the Grant Making Committee with new term limits.

26
27 8. d. Vacancies. Any Grant Making Committee member may resign effective upon giving written
28 notice to the Chair of the Grant Making Committee, unless the notice specifies a later time for the
29 effectiveness of such resignation. Vacancies in the Grant Making Committee may be filled upon
30 recommendation of the Grant Making Committee Chair and approval by a two-thirds vote of the
31 Board of Directors. The Board of Directors may remove a Grant Making Committee member by a
32 two-thirds vote, with or without cause.

33
34 Section 9. Board Development Committee. The Board Development Committee is a standing
35 committee and is responsible for making recommendations to the Board of Directors when vacancies
36 occur or additional skill sets are needed. This enables the Committee to bring a list of carefully
37 selected nominees to the Board of Directors whenever a vacancy occurs. When vacancies of the
38 Board of Directors become available the Board Development Committee will make
39 recommendations to the Board of Directors, after interviewing the candidate, by providing a resume
40 of the prospective board member. The Board of Directors will either approve or disprove the
41 candidate after he or she has attended a Board meeting. Upon approval, a member of the Committee
42 will offer the Director position to the candidate. If the candidate accepts, he/ she will be offered a
43 position on the Foundation for Change Board of Directors. The Board Development Committee will
44 ensure that all new Board members receive an orientation.

45
46 Section 10. Honorary Committee. Membership for the Honorary Committee will be recommended
47 by any Board member or staff to the full Board of Directors for approval. Membership on this
48 Committee is in recognition of the individual's active participation, financial contribution, or
49 continuing strong interest in the organization. The main goal of the Foundation for Change Honorary
50 Committee is to support fund development efforts and to be advocates for SDFC.

1 Honorary Committee members have no legal or formal responsibilities like governing Board
2 members. Corporate law does not give them a specific status—they have no vested right to serve, no
3 immunity from removal, and no right to renewal or appointment.
4

5 ARTICLE VIII. INSTRUMENTS, DEPOSITS AND FUNDS 6

7 Section 1. Execution of Instruments. The Board of Directors, except as otherwise provided in these
8 Bylaws, may authorize any Officer or agent of the Corporation to enter into any contract or execute
9 and deliver any instrument in the name of and on behalf of the Corporation, and such authority may
10 be general or confined to specific instances. Unless so authorized, no Officer, agent or employee
11 shall have any power or authority to bind the Corporation by any contract or engagement or to pledge
12 its credit or to render it liable monetarily for any purpose or in any amount.
13

14 Section 2. Checks and Notes. Except as otherwise specifically determined by resolution of the
15 Board, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of
16 money, and other evidence of indebtedness of the Corporation shall be signed by the Executive
17 Director, President, Vice President, Secretary or Treasurer up to \$500. Any check over \$500 will
18 need to be countersigned by another authorized signer. This amount may be raised or lowered by the
19 creation of a new policy which is approved by a two-thirds vote of the Board of Directors and
20 recorded in the Board meeting minutes.
21

22 Section 3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation
23 in such banks, trust companies, or other depositories as the Foundation for Change Board of
24 Directors may select.
25

26 Section 4. Gifts. Board members or Foundation for Change staff may accept on behalf of the
27 Corporation any contribution, gift, bequest, or device for the charitable or public purposes of this
28 Corporation.
29

30 ARTICLE IX. MISCELLANEOUS PROVISIONS 31

32 Section 1. Conflict of Interest. Recognizing that the Foundation for Change’s Board and committee
33 members are active in the progressive community and may frequently be involved with organizations
34 seeking grants from SDFC, the following conflict of interest policy has been adopted:
35

36 Conflict of Interest exists when a member of the Grant Making Committee, Board of Directors, or
37 other person exercising supervisory power in the organization is:

- 38 • actively involved in the activities and programs of an applicant organization. This includes,
39 but is not limited to: concurrent service on the applicant’s Board of Directors, active
40 participation in committee work, involvement as paid or volunteer staff, and the contribution
41 of substantial financial support (\$100 or more per year).
- 42 • concurrently engaged in a “domestic partnership” or other close personal relationship where
43 the significant other is actively involved in the applicant organization (as defined above).
- 44 • aware that a conflict of interest exists, though it is not specifically outlined in this policy.
- 45 • actively involved in an organization serving as fiscal agent for the applicant organization (as
46 defined above).
47

48 IN THE EVENT OF A CONFLICT OF INTEREST:

1 Disclosure of a conflict of interest must be made by the affected individual before or at the
2 beginning of the Board or Grant Making Committee meeting in which applications are first being
3 considered. Disclosure will be made to all members of the Board or Committee present at the
4 meeting.

- 5 • Board or Grant Making Committee members who have a direct conflict may respond to
6 specific questions asked by other members, but must refrain from lobbying the committee.
- 7 • To maintain confidentiality for the applicant and to protect the integrity of the individual's
8 position in the applicant organization, he or she will leave the meeting during all discussion
9 on the proposal. When the individual returns to the room, the Board or Committee's decision
10 on the proposal will be explained. The Board or Committee's vote is final and additional
11 discussion and voting is not permitted after the person returns. Any time a vote is taken on
12 that particular project throughout the remainder of the funding cycle, the person with the
13 conflict must abstain from voting.
- 14 • Board and Grant Making Committee members who have any direct or indirect conflicts may
15 not attend the site visit of that applicant, either as an SDFC representative or as a
16 representative of the grant applicant.

17
18 Board Members, Officers (President, Vice President, Secretary, Treasurer) or members of their
19 immediate families cannot be hired as part of the salaried staff of the Foundation for Change. The
20 Board of Directors cannot make decisions that would benefit any of these people in their private
21 capacities unless there is full disclosure of the potential benefit and the interested Director does not vote
22 on the transaction. If a Board Member decides to apply for a staff position at SDFC, he or she must
23 first resign from the Foundation for Change Board of Directors.

24
25 Section 2. Confidentiality of Donor Information. Foundation for Change staff and Board members
26 are to regard all donor information as strictly confidential. In no event shall staff or board members
27 share Foundation for Change donor information with any other individual or organization, nor shall
28 they use that information for fundraising purposes outside of the Foundation for Change without
29 appropriate donor notification and approval of the Board of Directors.

30
31 Section 3. Fiscal Year. The fiscal year of the Corporation shall be from January 1 through
32 December 31.

33
34 Section 4. Corporate Records. The Corporation shall keep at its principal office in the County of
35 San Diego, State of California:

- 36 • Minutes of all meetings;
- 37 • Adequate and correct books and records of finances, including accounts of its properties and
38 business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and
39 losses;
- 40 • A record of Directors, indicating their name, address, telephone number and e-mail address.
- 41 • A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which
42 shall be open to inspection by the members of the Corporation at all reasonable times during
43 office hours.

44
45 Section 5. Logo. The Board of Directors may adopt, use, and at will, alter a Corporate logo. Such
46 seal shall be kept at the principal office of the Corporation. Failure to affix the seal to Corporate
47 instruments, however, shall not affect the validity of any instrument.

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49 ARTICLE X. AMENDMENTS

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The Board of Directors, by a two-thirds vote of those Board of Directors present at a properly called and duly constituted meeting at which a quorum is present, and for which proper notice has been given or been waived, shall have power to make, alter, amend and repeal the Bylaws or the Articles of Incorporation of the Foundation for Change except as otherwise provided by law.

ARTICLE XI. ADOPTION OF BYLAWS

The Bylaws of the Corporation as presented to the Board of Directors are hereby adopted. The Secretary is hereby authorized and directed to execute a certification of the adoption of the Bylaws and to file the Bylaws as so certified in the minute book of the Corporation, and to see that a copy of the Bylaws, similarly certified, is kept at the principal office of the Corporation in accordance with Corporations Code section 213.

The following persons are currently serving as elected Officers of the Corporation, to hold office until the next election meeting and until successors have been elected and qualified:

President: _____ Signature: _____
Vice President: _____ Signature: _____
Treasurer: _____ Signature: _____
Secretary: _____ Signature: _____

**These Bylaws of San Diego Foundation for Change
are effective as of the following date:**

December 2, 2008