

# BYLAWS OF PARTNERS OF PARKS

A California Nonprofit Public Benefit Corporation

## ARTICLE I. IDENTIFICATION AND PURPOSE

### SECTION 1. NAME

The name of this corporation shall be **Partners of Parks**, hereinafter referred to as the Corporation.

### SECTION 2. OFFICE OF THE CORPORATION

The principal office for the transaction of business and activities of the Corporation shall be the City of Long Beach, Parks, Recreation and Marine Department Administrative Office located at 2760 N Studebaker Rd, Long Beach, California, 90815.

### SECTION 3. PURPOSE

The primary purpose and objective of the Corporation is to support 1) public parks, recreation and marine programs, activities, and facilities maintained by the City of Long Beach Parks, Recreation and Marine Department, and 2) the Greater Long Beach civic and nonprofit organizations who use them.

## ARTICLE II. LIMITATIONS, DEDICATIONS AND DISSOLUTION

### SECTION 1. LIMITATIONS AND DEDICATIONS

(a) All accrued interest from interest bearing accounts shall be used to meet the Corporation's overhead and financial obligations. In addition, a twelve percent (12%) to twenty percent (20%) management fee shall be charged at the discretion of the Executive Director on all city-wide programs, as well as grants with multiple financial transactions, to cover the cost of general liability and workers' compensation insurance as well as related cost-of-business expenses benefiting all contracted partners; staff time for management and handling of transactions with city departments or vendors; and compensation for office staff to provide additional community services. The balance of all other funds raised through contributions, grants and/or any other means are to be used by the Corporation for the sole purpose for which the funds were raised.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors or officers, or other private persons.

(c) No part of the net earnings, property or assets of the Corporation shall be used other than for the purposes of the Corporation as set forth in the Articles of Incorporation and these Bylaws.

(d) No substantial part of the activities of the Corporation shall consist, except as otherwise provided in Section 501(h) of the Code, of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

(e) Notwithstanding any of the statements of purpose and powers contained in the Articles of Incorporation or these Bylaws, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers, whether expressed or implied, that are not in furtherance of the primary purposes of this Corporation.

(f) Any other provision of these Bylaws notwithstanding, this Corporation shall not carry on any activities to disqualify the Corporation from exemption from federal income tax under Section 501(a) of the Code or from exemption from California income tax under Section 23701 of the California Revenue and Taxation Code, as amended ("California Code") by reason of being an organization described in Section 23701d of the California Code. All references to the California Code contained herein are deemed to include corresponding provisions of any future California Revenue and Taxation laws.

## **SECTION 2. DISSOLUTION**

In the event of liquidation, dissolution, or termination of the Corporation (whether voluntary, involuntary or by operation of law), the Board shall, after paying or making provisions for the payments of all the liabilities of the Corporation, transfer all the property and assets of the Corporation to one or more Qualified Organizations, as defined below. The Board shall make the determination based upon which organizations will ensure these funds are used for public parks, recreation and marine programs and activities sponsored by the City of Long Beach, Parks, Recreation and Marine Department. For purposes of these Bylaws, "Qualified Organizations" shall mean corporations or other organizations organized and operated exclusively for charitable, educational, or other public benefit purposes and shall, at the time of such transfer, qualify as exempt from income tax under section 501(a) of the Code by reason of being an organization described in Sections 501(c)(3) of the Code and under Section 2701 of the California Code by reason of being an organization described in Sections 23701(d) of the California Code, or corporations or organizations to which are deductible under section 170(a)(1) of the Code and Section 24357 of the California Code.

**ARTICLE III.**  
**MEMBERSHIP**

**SECTION 1. MEMBERS**

The Corporation shall have no statutory members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the majority of the Board of Directors. All rights which would otherwise vest in the members and not specifically vested in others pursuant to these Bylaws shall vest in the Board of Directors.

**SECTION 2. OTHER PERSONS ASSOCIATED WITH THE CORPORATION**

The Corporation may refer to programs or entities associated with it as “partnerships” even though such partnerships are not members and no such reference shall constitute anyone as being a member, within the meaning of Section 5056 of the California Corporations Code. The Corporation may confer, by amendment of its Articles of Incorporation or of these Bylaws, some of the rights of members, as set forth in Section 5056 of the California Corporations Code, upon any person or persons who do not have the right to vote for the election of directors, or on a disposition of substantially all of the assets of the Corporation, or on a merger or a dissolution of the Corporation, or on changes to the Corporation’s Articles of Incorporation or these Bylaws, but no such person shall be a member within the meaning of Section 5056 of the California Corporations Code.

**ARTICLE IV.**  
**BOARD OF DIRECTORS**

**SECTION 1. POWERS**

Subject to the provisions and limitations of the California Corporations Code and any other applicable laws, and subject to any limitations of the Articles of Incorporation or 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 of Directors. 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 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 same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To conduct, manage and control the affairs and activities of the Corporation and to make such rules and regulations which are not inconsistent with law, the Articles of Incorporation, or these Bylaws.

(b) To appoint and remove all the other officers, agents, and employees of the Corporation, prescribe powers and duties for them which are not inconsistent with law, the Articles of Incorporation, or these Bylaws.

(c) To annually review and assess the Corporate Mission and Purpose, Budget, and Program outcomes to determine their effectiveness and efficiency.

(d) To upgrade, adjust or modify program and resource acquisition strategies, as necessary, to address new programs and partnership opportunities and challenges.

## **SECTION 2. EMERITUS BOARD**

The Emeritus Board shall consist of Directors in good standing who have provided dedicated service to the Corporation for a period of more than eight (8) years of uninterrupted service and who have served as an officer (President, Vice President, Secretary, or Treasurer) of the Corporation for a minimum of six (6) years. The Emeritus Board member shall serve as a non-voting advisory member of the Board of Directors, assisting, as needed, to ensure continuity and maintain a historical perspective.

## **SECTION 3. AUTHORIZED NUMBER AND DESIGNATION OF DIRECTORS**

(a) The Board of Directors shall consist of a minimum of three (3) and a maximum of eleven (11) Directors until changed by amendment to these Bylaws.

(b) The Director of Long Beach Parks, Recreation and Marine Department or his/her designee shall be an ex-officio member of the Board and may inform and advise but shall not be a voting member.

(c) The Board may appoint individuals with specific skills to serve as ex-officio Advisory Members of the Board to aid in matters of their expertise. The Advisory members shall not be voting members.

## **SECTION 4. VACANCIES**

(a) If a vacancy on the Board occurs, it shall be filled by appointment by the Board for the balance of that term of office.

(b) Any Board member may submit the name of an individual to fill existing vacancies to the Board Chair of the Board for action by the entire Board.

## **SECTION 5. MEETINGS**

(a) **Meeting Location** – The meetings of the Board shall be held within the City of Long Beach and shall be open to the public. Public notice and location of board meetings will be available on the Partners of Parks website.

- (b) **Quorum** – A majority of the Board members eligible to vote shall constitute a quorum.
- (c) **Rules** – Roberts Rules of Order Revised shall be the parliamentary authority of all issues not covered in these Bylaws.
- (d) **Annual Meetings** – The Board shall hold an annual meeting for the purpose of election of officers and the transaction of other business of the Corporation. The Annual meetings of the Board shall be held in June and at such time and place as may be determined by a majority vote of the Board.
- (e) **Regular Meetings** – Regular meetings of the Board shall be held monthly unless otherwise determined by the Board. Meetings may be scheduled via electronic means if a quorum cannot meet in person.
- (f) **Special Meetings** – Special meetings of the Board for any purpose may be called at any time by the President of the Board or any member of the Executive Committee.
- (g) **Action Without Meeting** – Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the Board consent in writing whether by letter or electronic means to such action. Such consent or consents shall have the same effect as a vote of the Board and shall be filed with the minutes of the next regular Board meeting. For an electronic vote to be considered valid, 100% of voting members must respond to the voting item.
- (h) **Fiscal Year** – The fiscal year of the Corporation shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup> of the following calendar year.

## **SECTION 6. COMPENSATION**

Board members shall receive no salary or compensation for their services but may receive such reimbursement for expenses as may be fixed by resolution of the Board. Any reimbursable expenses must be approved prior to expenditure by the Board.

## **ARTICLE V.** **OFFICERS**

### **SECTION 1. OFFICERS**

The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer, and shall constitute the Executive Committee. The President of the Board shall act as Chair of both the Board of Directors and the Executive Committee.

## **SECTION 2. TERM OF OFFICE**

The officers of the Corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 4 of this Article, shall serve a two (2) year term. Board of Directors filling uncompleted terms will serve until conclusion of that term. To ensure continuity and organization strength, two (2) officers (President and Secretary) shall be elected in even-numbered years. Two (2) officers (Vice President and Treasurer) shall be elected in odd-numbered years. Board of Directors filling uncompleted terms will serve until conclusion of that term. They may then stand for re-election.

## **SECTION 3. DUTIES OF OFFICERS**

(a) **President** – The President shall serve as the Chief Executive Officer of the Corporation and shall be subject to the control of the Executive Committee. The President shall have general supervision and management oversight of the business of the Corporation and be responsible for the following duties: Chair all meetings of the Board of Directors and the Executive Committee; Enforce the Corporation's Bylaws; Provide leadership to the Board and see that orders and resolutions of the Board are carried out; Sign and deliver, in the name of the Corporation, deeds, contracts or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another officer or agent of the Corporation; Serve as ex-officio member of all committees, except the Nominating Committee; Keep the Board focused on the mission of the Corporation; Call special meetings as needed; Appoint all Committee Chairs in consultation with the Executive Committee; Confer with the Executive Director in preparing agendas for Board meetings; Work closely with the Development Committee Chair to recruit new Board members; Conduct new Board member orientation in consultation with the Development Committee Chair; Act as spokesperson for the Corporation; Assess the performance of the Board and its members; Periodically consult with Board members on their roles and help them to assess their performance, providing guidance and assistance as needed; Meet with the Parks, Recreation and Marine Department leadership as necessary to determine the priorities, goals, objectives and needs of the Parks, Recreation and Marine Department; Perform other duties as prescribed by the Board; Take an active role in fundraising activities.

(b) **Vice President** – The Vice President shall assist the President in all aspects of the position and should be informed on all major agency issues of the Corporation and be able to perform the necessary duties in the absence of the President. The Vice President shall serve as President in the absence of the President and when so doing, shall have all the powers, and be subject to the same restrictions as the President. The Vice President shall act as spokesperson for the Corporation in the absence of the President and shall serve as a member of the Board and a member of the Executive Committee and attend all meetings; Carry out special assignments as requested by the President and the Board; Act as liaison to all Standing Committees except the Finance Committee; Participate as a vital member of the Board leadership; Work closely with the

President to insure the overall successful operation of the Board and the fulfillment of the mission of the Corporation; Take an active role in fundraising activities.

(c) **Secretary** – The Secretary shall keep, or cause to be kept, at the principal office in Long Beach, California the original or copy of the Corporation’s Articles of Incorporation and Bylaws, as amended to date, and shall perform such other duties as follows: Serve as a member of the Board and the Executive Committee and attend all meetings; Maintain all Board records and ensure their accuracy and safety; Maintain Board attendance records; Maintain an up-to-date list of Board members with all vital contact information; Review Board minutes prior to distribution; Provide notice of meetings of the Board and/or Executive Committee meetings and other meetings as determined by the Board; Prepare written communications as needed; Assume responsibilities of the Chair in the absence of the President and Vice President; Take an active role in fundraising activities..

(d) **Treasurer** – The Treasurer shall serve as the Chief Financial Officer of the Corporation. The Treasurer shall have a working knowledge of the Corporation’s fiscal operations and have a personal commitment to its goals and objectives and perform the following duties: Be responsible for the submission of the following financial reports in a timely manner, a) Department of Internal Revenue Service Form 990, b) State of California Form 199, c) Attorney General of California Form CT-2, d) California Secretary of State Form S/O100, e) Statement of Domestic Nonprofit Corporation with a copy of Form 199, and f) Registry of Charitable Trust Form RRF-1; Understand financial accounting for nonprofit organizations; Serve as Chair of the Finance Committee and oversee financial transactions to insure and safeguard all assets of the Corporation and keep the Board of Directors apprised of all fiscal concerns and issues; Manage, with the Finance Committee, the Corporation’s financial assets and make recommendations to the Board regarding all financial and investment matters; Work closely with the bookkeeper and the Finance Committee to ensure that appropriate financial reports are made available to the Board and the Partners in a timely manner; Assist the Board Chair and Executive Committee in preparing the annual budget and presenting the budget to the Board of Directors for approval; Arrange for a periodic outside audit; Review the periodic audit with the Board of Directors; In consultation with the Board Chair, Perform other duties as directed by the Board of Directors; Periodically obtain up-to-date information from the IRS regarding fundraising policies and procedures and keep the Board of Directors apprised of changes to insure that the Corporation is in compliance with all IRS rules and regulations as well as all other financial rules and regulations; Take an active role in fundraising activities.

(e) **Additional duties of Board Members** – Review the organization’s insurance policy to ensure liability issues are covered; Review and update the following policies and procedures to ensure that each is appropriately addressed: a) Board Attendance, b) Code of Ethics, c) Confidentiality, d) Conflict of Interest, e) Reporting and Disclosure Requirements, and f) Partners Memorandum of Understanding.

#### **SECTION 4. COMMITTEE CHAIRS**

The President of the Corporation, with the approval of the Board, shall appoint such other committee chairs as the business of the Corporation may require, each of whom shall hold office for 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 5. REMOVAL FROM OFFICE/ADVISORY COUNCIL**

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

### **ARTICLE VI** **DIRECTOR AND STAFF**

#### **SECTION 1. EXECUTIVE DIRECTOR**

The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees. The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

**ARTICLE VII.**  
**COMMITTEES**

**SECTION 1. STANDING AND AD-HOC COMMITTEES**

The Standing Committees of the Corporation shall be Executive, Board Development, Finance, Program/Fundraising, and Public Relations. *Ad-hoc* committees may be formed from time to time to meet specialized needs and requests. All Committees shall operate as follows:

- (a) The Board of Directors shall appoint the chairpersons for all Committees except for the Finance committee, which will be chaired by the Treasurer.
- (b) The Board President, with the approval of the Executive Committee, shall appoint advisory members to committees as deemed necessary to assist and advise on issues requiring a specific area of expertise.
- (c) The President shall be an ex-officio member of all Standing Committees and all *Ad-hoc* Committees, except the Nominating Committee.
- (d) The Committee Chair shall be responsible for minutes that document the action of the committee, as well as the drafting of correspondence associated with committee actions (office clerical staff shall prepare correspondence for mailing). The Committee Chair shall be responsible for a year-end report to be delivered at the Annual Board meeting (or filed as a part of the minutes).
- (e) Specific responsibilities of Standing Committees:
  - i. **Executive** – The Executive Committee provides long-term planning and direction to the Board on policy, process, and corporate management issues. The Committee reviews and evaluates the output from the other Standing and *Ad-hoc* Committees. Reviews and evaluates all Partnership Memorandum of Understanding agreements and makes recommendations to the Board. The Executive Committee shall consist of the Board officers (President, Vice President, Secretary, Treasurer, and Legal Advisor). The Board President shall serve as Chair.
  - ii. **Board Development** – The Board Development Committee is responsible for keeping Board membership strong and is responsible for the following duties: Develop priorities for Board composition; Seek out prospective Board Members and Standing Committee Chairs, and recommend selected candidates to the Board; Work closely with the *ad-hoc* Nominations & Elections Committee to identify new potential Board members; Work in concert with the Board and the Executive Committee to conduct orientation sessions for new Board Members; Organize Board training and Board retreats as needed; Identify volunteers and

non-voting committee members to serve on Standing and *Ad-hoc* Committees and make recommendations to the Board; Take an active role in fundraising.

iii. **Finance** – The Finance Committee shall be responsible for the following duties: Work with the financial accounting firm and bookkeeper to insure that all Federal, State, and local financial reports of the Corporation are submitted in a timely manner; Develop procedures for budget preparations that provide meaningful involvement of all Board Committees and maintain consistency between the budget and the mission of the Corporation; Prepare an annual budget, with the assistance of the office staff and the accounting firm, which should ensure adequate resources for the organization to fulfill its mission and maintain the successful operation of the organization, to be presented to the Executive Committee for review and the Board of Directors for approval; Recommend financial guidelines to the Board; Work with the bookkeeper and the Executive Committee to design financial reports that are understandable, accurate and timely; Review monthly and/or quarterly income and expenditure reports, prepared by the bookkeeper, reporting to the Board any financial irregularities, deviations, concerns, or potential opportunities; Review on an annual basis, the sources of funding for the Corporation; Oversee short- and long-term investments and make recommendations to the Executive Committee and the Board of Directors; Advise the Executive Committee and Board of Directors on financial priorities and information systems that will be of benefit to the Corporation; Interview auditors for periodic outside audits and make recommendations to the Board; Report to the Board other financial matters as deemed appropriate by the Board; Take an active role in fundraising. The Treasurer shall be the Chair of the Finance Committee.

iv. **Program & Fundraising** – The Program & Fundraising Committee shall be responsible for overseeing the Corporation's overall fundraising and, in particular, fundraising done by the Board of Directors. The Committee shall work with the Executive Committee to establish a fundraising plan that incorporates such activities as special events, direct mail solicitation, memorial projects, city-wide events, product sales, etc., and work with program staff in fundraising efforts; Take the lead in outreach efforts such as chairing an event or hosting a fundraising activity, etc.; Responsible for developing a plan designed to involve all Board Members in fundraising activities; Work with the Treasurer, Secretary, and staff to monitor fundraising efforts to insure that ethical practices are maintained, donors are appropriately acknowledged, and that fundraising efforts are cost-effective; Oversee new program development, monitoring and assessing their effectiveness; Initiate and guide program evaluation, and facilitate discussion regarding program priorities for the Corporation. The Program & Fundraising Committee may be comprised of Board members and other outside committee members with community contacts and who are knowledgeable of the Corporation's mission and the specific programs being conducted.

v. **Public Relations** – The Public Relations Committee shall serve as the promotional, marketing, and community outreach arm of the Corporation. The Committee shall develop communications and promotional materials and strategies to reach potential donors, volunteers, and program supporters. It will make every effort to ensure that Partners of Parks is appropriately listed in all publications of the Corporation, program/partnership materials and news releases; Responsible for review and update of the corporate website to ensure that it presents the best possible overview of the Corporation’s mission, purpose, and major accomplishments; Take an active role in fundraising.

(f) Specific responsibilities of certain *Ad-Hoc* Committees:

i. **Advisory** – The Advisory Committee is made up professionals, subject matter experts, resource specialists and other representatives from local agencies, organizations, etc. who provide advice and counsel and direct involvement as necessary to the Board, Standing and *Ad-hoc* committees. This Committee includes representation from legal and financial institutions, nonprofit support agencies, fundraising groups, local government agencies and community organizations. This Committee will not necessarily meet as a whole but members will serve at all levels of the Corporation’s infrastructure.

ii. **Nominations & Elections** – The Nominations & Elections Committee shall be established in April of each year and shall consist of three Directors who are not up for election. The Committee shall work with the Board Development Committee to review potential candidates for Board offices, membership, and Committee Chairs, and shall make recommendations to the Board at the May meeting. The election shall take place at the annual meeting in June. The Committee may select its own Chair. If there is more than one nomination for any office, the Committee shall prepare ballots to insure the confidentiality of the election process.

## **SECTION 2. HONORARY BOARD OF GOVERNORS**

The Honorary Board shall consist of individuals who are influential in the Long Beach community and whose support can positively impact the fundraising operations of the Corporation or the recruitment and retention of other board members. These may include the following:

- (a) The Mayor of the City of Long Beach or his/her designee;
- (b) A Member of the Long Beach Unified School District or his/her designee;
- (c) A Member of the Long Beach City Council;
- (d) A Retired Director of the Long Beach Parks, Recreation and Marine Department;
- (e) A representative of the Senior community in Long Beach.

These members shall have no voting rights.

**ARTICLE VIII.**  
**AMENDMENT TO BYLAWS**

**SECTION 1 – AMENDMENTS**

These Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted, by a majority of the Board of Directors present at any regular meeting or at any called meeting of the Board.

Revised

November 10, 1988

April 26, 1989

May 5, 1998

February 7, 2006

July 26, 2018

July 18, 2022