

**CITY OF COOS BAY CITY COUNCIL**  
**Agenda Staff Report**

MEETING DATE April 1, 2014	AGENDA ITEM NUMBER
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TO: Mayor Shoji and City Councilors

FROM: Rodger Craddock, City Manager

ISSUE: Authorization of the City's Membership in the South Coast Community Foundation,  
Ratification of the Initial By-Laws and Initial Directors

**BACKGROUND:**

The City has been working in partnership with the City of North Bend, Coos County, and the International Port of Coos Bay as the four legally designed sponsors of the Bay Area Enterprise Zone to develop a Community Enhancement Plan (CEP) that would be the basis for creating a mechanism to support educational, civic, environmental, economic and municipal programs and projects throughout the region encompassing all of Coos County as well as Reedsport and Western Douglas County. The CEP rests on the legal authority of the Enterprise Zone to grant a long-term rural enterprise property tax exemption to Jordan Cove Energy Partnership (JCEP), and included within the tax exemption is a condition requiring JCEP to pay a Community Service Fee (CSF) that would be distributed according to the terms of the CEP.

Over the past several months, representatives of the four agencies have proactively sought input from the public and community stakeholders to further refine and develop the CEP. One of the main tenets of the CEP involves the creation of a non-profit foundation called the South Coast Community Foundation (SCCF) to manage a share of the CSF funds as an endowment for the benefit of the current and future education needs of Coos and Western Douglas Counties.

Discussions have advanced to a point where there is now a high level of interest by the public and stakeholders in seeking more specific details about the SCCF such as how SCCF would propose to invest the funds of the foundations, how the stakeholders and public would interact with SCCF Board, and how the funds in SCCF's control would be distributed for the benefit of the communities it serves. In order to further the development of this segment of the CEP and to begin the process of developing answers to the questions that have been raised, it is necessary to ratify the formation of the SCCF, appoint its initial board of directors, and empower the Foundation Board to continue working with stakeholders and the Enterprise Zone Committee to flesh out the details of SCCF's part of the CEP. In addition and arguably more importantly in regards to timing, firming up the membership, appointing the initial board of directors, and ratifying the initial by-laws will allow SCCF to start what is now a lengthy process, and it will take up to or over a year to obtain a 501C3 exemption letter from the IRS.

To accomplish the above, each of the four Bay Area Enterprise Zone sponsors are being asked to authorized and / or consent to their membership in the SCCF and to ratify Bill Lansing, Joanne Verger, and John Whitty as the initial directors. In addition, the sponsors are being asked to ratify the initial by-laws of the SCCF, and consent to appoint one of the remaining four (4) members of the SCCF Board. This way the governing bodies, a public agency, will have taken action to approval all

seven (7) of the initial board members, and they will retain the right to appoint a majority of SCCF's Board in the future.

At the time of writing this report, both the Port Commissioners and the North Bend City Council have authorized their agency's membership in SCCF, ratified the initial board members and initial by-laws of SCCF. The Coos County Commissioners are scheduled to discuss the matter and take possible action on April 1, 2014.

Should the Council authorize the City's membership in SCCF and ratify the initial directors and by-laws, staff will start the process to solicit statement of interest from qualified candidates to present to the City Council for appointment at a future meeting.

**ADVANTAGES:**

Authorizing the City's membership in SCCF and ratifying the initial directors and by-laws, will allow SCCF to start the process of obtaining a 501C3 exemption letter from the IRS and to empower the Foundation Board to continue working with stakeholders and the Enterprise Zone Committee to flush out the details of SCCF's part of the CEP.

**DISADVANTAGES:**

None identified

**BUDGET IMPLICATIONS:**

None

**RELATED CITY GOAL:**

This matter is directly related to the City's goal "to create a vibrant community for City citizens and entrepreneurs."

**ACTION REQUESTED:**

If it pleases the Council, authorize the City's membership in the South Coast Community Foundation, the ratification of the initial foundation by-laws and Bill Lansing, Joanne Verger, and John Whitty as the initial directors.

# DISCUSSION DRAFT OF

## AMENDED BYLAWS

### OF

## SOUTH COAST COMMUNITY FOUNDATION

The following amended bylaws are adopted by the directors of South Coast Community Foundation (herein described as “the corporation”) as a complete restatement and amendment of the bylaws adopted by the directors on January 14, 2014. Hereafter the following bylaws shall be the bylaws under which the corporation shall operate and be governed, unless and until further amended as provided herein.

### SECTION 1. MEMBERS

**1.1 Designation and Admission.** The corporation will have one class of voting members. The initial members shall be such of the following governmental bodies as shall consent to become members not later than \_\_\_\_\_:

Coos County;  
The City of North Bend;  
The City of Coos Bay; and  
The Oregon International Port of Coos Bay.

**1.2 Transfers.** Memberships are nontransferable.

**1.3 Resignation.** A member may resign at any time by delivering written notice to the president or the secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the members.

**1.4 Annual Meetings.** An annual meeting of members will be held on the first Wednesday in March of each year at \_\_\_\_\_ [a.m. / p.m.], unless a different date or time is fixed by the board of directors and stated in the notice of the meeting. The failure to hold an annual meeting on the stated date will not affect the validity of any corporate action. At the annual meeting, the president, and any other officer or person whom the president may designate, will report on the activities and financial condition of the corporation during the preceding year, and the members will consider and act on other matters that may be raised consistent with the notice requirements of ORS 65.214.

**1.5 Special Meetings.** A special meeting of members must be held (a) on the call of the board of directors or (b) if the holders of at least 50% of the voting power of the corporation sign, date, and deliver to the secretary one or more written demands for the meeting, describing the purpose or purposes for which it is to be held. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

**1.6 Place of Meetings.** Meetings of the members may be held at any place in Coos County, Oregon designated by the board of directors.

**1.7 Telephonic Meetings.** The members may permit any or all of the members to participate in an annual meeting or a special meeting, or may conduct the meeting, by using any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in the meeting by this means is deemed to be present in person at the meeting.

**1.8 Action Without Meeting by Unanimous Written Consent.** Any action required or permitted to be taken at a members' meeting may be taken without a meeting if the action is taken by all members entitled to vote on the matter. The action must be evidenced by one or more written consents describing the action taken, signed by each member entitled to vote on the action, and delivered to the corporation for inclusion in the minutes or filing with the corporate records reflecting the action taken. Unless the consent specifies an earlier or later effective date, action taken under this section is effective when the last member entitled to vote on the matter signs the consent. A consent under this section has the effect of a meeting vote and may be described as such in any document.

**1.9 Action by Written Ballot.** Any action that may be taken at a members' meeting may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds a quorum of the members, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast is the same as the number of votes cast by ballot. All solicitations for votes by written ballot must (a) indicate the number of responses needed to meet the quorum requirements, (b) state the percentage of approvals necessary to approve each matter other than election of directors, and (c) specify a reasonable time by which a ballot must be received by the corporation in order to be counted. Once delivered, a written ballot may not be revoked.

**1.10 Notice of Meetings.** The corporation must notify its members of the place, date, and time of each annual and special meeting of members no fewer than seven days before the meeting or, if notice is mailed by other than first-class or registered mail, no fewer than 30 nor more than 60 days before the meeting. Notice must be sent to each member entitled to vote at the meeting at the member's last address as set forth in the corporate records. Notice of an annual meeting must describe any matter or matters that must be approved by members under ORS 65.361, 65.404, 65.414(1)(a), 65.437, 65.464, 65.487, 65.534, or 65.624. Notice of a special meeting must describe the purpose or purposes for which the meeting is called.

**1.11 Waiver of Notice.** A member may, at any time, waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, be signed by the member entitled to the notice, specify the meeting for which the notice is waived, and be delivered to the corporation for inclusion in the minutes or filing with the corporate

records. A member’s attendance at or participation in a meeting, either in person or by proxy, waives any required notice to the member of the meeting unless the member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

**1.12 Quorum and Voting.** A quorum of the members will consist of 75% percent of the number of members of the corporation immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the votes represented and voting when the action is taken will be the act of the members except to the extent that the articles of incorporation, these bylaws, or applicable law requires the vote of a greater number of members. Each of the Members may designate a member of its governing body to represent the Member at a meeting of Members. The governing body member so designated shall have power to vote on behalf of the Member on any matter that is presented at the meeting.

**SECTION 2. DIRECTORS**

**2.1 Powers.** All corporate powers will be exercised by or under the authority of, and the affairs of the corporation will be managed under the direction of, the board of directors.

**2.2 Qualifications.** All directors must be individuals 18 years of age or older. Directors shall be residents of Coos County, Oregon or reside within the area included within the school district of Reedsport in Douglas County, Oregon.. Each director shall possess the qualities of integrity, capability and knowledge of the community which the corporation serves, and community standing that will help the board carry out its functions. Members of the board should enhance the corporation’s ability to establish grantmaking priorities and to make distributions of its funds that are in the best interest of the community served by the corporation. They shall have the ability to plan for the future, to select capable investment advisers, and to provide effective governance and leadership.

**2.3 Number.** The board of directors will consist of seven persons.

**2.4 Election and Tenure of Office.** The three existing directors will remain in office until the end of the annual meeting in the year indicated:

John Whitty:	2015
William A. Lansing:	2016
Joanne Verger:	2017

Those three directors and their successors are hereinafter referred to as non-public directors. At the end of the terms of the non-public directors, their successors shall be chosen by all the members of the board of directors.

Four additional directors shall be chosen by the Members, with each Member electing one director. Directors elected by the Members shall not be members of the governing body of the entity that elects the Director. The directors chosen by the Members are hereinafter referred

to as public directors. Subject to the provisions set forth above for the initial terms of the three existing directors, the term of each director elected hereafter shall be for a period of two years, ending at the end of the annual meeting held at the end of the second year after the director's term begins, whether or not the director is elected at an annual meeting.

Directors may be reelected for any number of consecutive terms, but no Director may be elected for a term that would cause the Director to serve for more than twelve years. Subject to that provision, upon the expiration of a director's term, a director will continue to serve until the director's successor is elected and qualifies, or until there is a decrease in the number of directors.

**2.5 Vacancies.** A vacancy in the board of directors will exist on the death, resignation, or removal of any director. A vacancy in the board of directors involving a director who was elected by a Member shall be filled by the Member that elected the director whose position has become vacant. A vacancy in the board of directors involving a non-public director shall be filled by the remaining directors.. If the board of directors accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

**2.6 Resignation.** A director may resign at any time by delivering written notice to the president or the secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

**2.7 Removal.** A director may be removed at any time, with or without cause, by vote of a majority of the members.

**2.8 Meetings.** An annual meeting of the board of directors will be held immediately after, and at the same place as, the annual meeting of members. If the time and place of any other directors' meeting are regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings. The board of directors may hold annual, regular, or special meetings in or out of Oregon.

**2.9 Telephonic Participation.**

**2.9.1** The board of directors may permit any or all of the directors to participate in a regular or special meeting by, or to conduct the meeting through, the use of any means of communication by which either (a) all directors participating may simultaneously hear or read each other's communications during the meeting or (b) all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

**2.9.2** If a meeting is conducted through the use of a means described in Section 2.9.1, (a) all participating directors must be informed that a meeting is taking place at which official business may be transacted and (b) a director participating in the meeting by this means is deemed to be present in person at the meeting.

**2.10 Action Without Meeting by Unanimous Written Consent.** Any action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the

action is taken by all members of the board of directors. The action must be evidenced by one or more written consents describing the action taken, be signed by each director, and be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. As used in this Section 2.10, “written” includes a communication that is transmitted or received by electronic means, and “sign” includes an electronic signature. A consent under this section has the effect of a meeting vote and may be described as such in any document.

**2.11 Call and Notice of Meetings.** The annual meeting and regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting. Special meetings of the board of directors must be preceded by at least 5 days’ notice, if given by first-class mail, or 48 hours’ notice, if delivered personally or given by telephone, e-mail, or fax, to each director of the date, time, and place of the meeting. Except as specifically provided in these bylaws or applicable law, the notice need not describe the purposes of any meeting. The president or two directors may call and give notice of a meeting of the board.

**2.12 Waiver of Notice.** A director may at any time waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records. A director’s attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting or promptly on the director’s arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

**2.13 Quorum and Voting.** A quorum of the board of directors will consist of a majority of the number of directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken will be the act of the board of directors except to the extent that the articles of incorporation, these bylaws, or applicable law requires the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.

**2.14 Presumption of Assent.** A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

- (a) At the beginning of the meeting or promptly on the director’s arrival, the director objects to holding the meeting or transacting the business at the meeting;
- (b) The director’s dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (c) The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

**2.15 Board Committees.** The board of directors may create one or more committees of the board of directors and appoint members of the board to serve on them or designate the

method of selecting committee members. Each committee must consist of two or more directors who will serve at the pleasure of the board of directors. The creation of a committee and the appointment of directors to the committee or designation of a method of selecting committee members must be approved by a majority of all directors in office when the action is taken. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors will apply to committees and their members as well. Committees of the board of directors may, to the extent specified by the board of directors, exercise the authority of the board of directors, but no committee of the board of directors may:

- (a) Authorize distributions, but this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the corporation's purposes;
- (b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- (c) Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or
- (d) Adopt, amend, or repeal the articles of incorporation or bylaws.

**2.16 Other Committees.** The board of directors may create one or more other committees, such as advisory committees on financial matters or on distributions by the corporation. Members of these committees need not be members of the board of directors, but at least one director must serve on each such committee. These committees will have no power to act on behalf of, or to exercise the authority of, the board of directors, but may make recommendations to the board of directors.

**2.17 Compensation.** Directors and members of committees may be reimbursed for any expenses that are determined by resolution of the board of directors to be just and reasonable. Directors will not otherwise be compensated for service in their capacity as directors.

**2.18 Director Conflict of Interest.**

**2.18.1** A conflict-of-interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect conflict of interest.

**2.18.2** For purposes of Section 2.18, a director of the corporation has an indirect interest in a transaction if (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the corporation.

**2.18.3** A conflict-of-interest transaction is neither voidable nor the basis for imposing liability on the director if the transaction is fair to the corporation when it was entered into or is approved as provided in Section 2.18.4.

**2.18.4** A transaction in which a director has a conflict of interest may be approved either (a) by the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director's interest are disclosed or known to the board of directors or committee of the board of directors or (b) by obtaining approval of (i) the Oregon Attorney General or (ii) an Oregon circuit court in an action in which the Attorney General is joined as party.



**2.18.5** For purposes of clause (a) of Section 2.18.4, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (a) of Section 2.18.4 if the transaction is otherwise approved as provided in Section 2.18.4.

### **SECTION 3. OFFICERS**

**3.1 Designation; Appointment.** The officers of the corporation will be a president, a vice president, a secretary, a treasurer, and any other officer that the board of directors may from time to time appoint. The offices of secretary and treasurer may be combined. The officers will be appointed by, and hold office at the pleasure of, the board of directors. The same person may simultaneously hold more than one office, except that no person shall at one time hold the offices of both president and secretary.

#### **3.2 Compensation and Term of Office.**

**3.2.1** The compensation, if any, and the term of office of each officer of the corporation will be fixed by the board of directors. No director serving as an officer shall be compensated for serving as an officer, but may be reimbursed for any expenses that are determined by resolution of the board of directors to be just and reasonable.

**3.2.2** Any officer may be removed, with or without cause, at any time by action of the board of directors.

**3.2.3** Any officer may resign at any time by delivering notice to the board of directors, the president, or the secretary. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the later effective date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

**3.3 President.** The president will preside at meetings of the board of directors, will ensure that the board of directors is advised on all significant matters of the corporation's business, will act as a principal spokesperson and representative of the corporation, will be the chief executive officer of the corporation, will have the general powers and duties of management usually vested in a chief executive officer, and will have other powers and duties that may be prescribed by the board of directors or these bylaws.

**3.4 Vice President.** The vice president will preside at meetings of the board of directors at which the president is absent and, in the absence of the president, will have the other

powers and perform the other duties of the president. The vice president also will have other powers and perform other duties that may be prescribed by the board of directors.

**3.5 Secretary.** The secretary will be responsible for preparing minutes of meetings of the board of directors and for authenticating records of the corporation. The secretary will keep or cause to be kept, at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of directors. The secretary will also have other powers and perform other duties that may be prescribed by the board of directors or these bylaws.

**3.6 Treasurer.**

**3.6.1** The treasurer will be the chief financial officer of the corporation and will keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The treasurer will deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with those depositories that may be designated by the board of directors, will disburse or cause to be disbursed funds of the corporation as may be ordered by the board of directors, and will have other powers and perform other duties that may be prescribed by the board of directors or these bylaws.

**3.6.2** If required by the board of directors, the treasurer must give the corporation a bond in such amount and with such surety specified by the board of directors for the faithful performance of the duties of the treasurer's office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office.

**3.7 Assistants.** The board of directors may appoint or authorize the appointment of assistants to the secretary or treasurer or both. Any such assistant may exercise the powers of the secretary or treasurer, as the case may be, and will perform those duties that are prescribed by the board of directors.

## **SECTION 4. NONDISCRIMINATION**

The corporation will not discriminate in providing services, hiring employees, or otherwise, on the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, national origin, disability, or familial status.

## **SECTION 5. GENERAL PROVISIONS**

**5.1 Amendment of Bylaws.**

**5.1.1** The board of directors or the members may amend or repeal these bylaws or adopt new bylaws by majority vote.

**5.1.2** Whenever an amendment or a new bylaw is adopted, it will be copied in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred will be stated in that book and place.

**5.2 Inspection of Books and Records.** All books, records, and accounts of the corporation will be open to inspection by the directors in the manner and to the extent required by law.

**5.3 Checks, Drafts, etc.** All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation must be signed or endorsed by the person or persons and in such manner that may be determined from time to time by resolution of the board of directors.

**5.4 Deposits.** All funds of the corporation not otherwise employed must be deposited to the credit of the corporation in those banks, trust companies, or other depositories as the board of directors or officers of the corporation designated by the board of directors select, or be invested as authorized by the board of directors.

**5.5 Distributions of Funds.** Grants by the corporation may be made only to charitable organizations as defined in Section 501(c)(3) of the Internal Revenue Code or governmental bodies, such as Coos County, a school district, an education service district, a city, or other governmental body. All recipients of grants from the corporation must be located in or conduct a majority of their activities within Coos County, Oregon, or within the area included within the school district of Reedsport in Douglas County, Oregon.

**5.6 Loans or Guarantees.** The corporation may not borrow money and no evidence of indebtedness may be issued in its name unless authorized by the board of directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364(1), the corporation may not make a loan, guarantee an obligation, or modify a preexisting loan or guarantee to or for the benefit of a director or officer of the corporation.

**5.7 Execution of Documents.** The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless authorized by the board of directors, no officer, agent, or employee will 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 for any amount.

**5.8 Insurance.** The corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the corporation, or who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; however, the corporation may not purchase or maintain such insurance to indemnify any director, officer, or agent of the corporation in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

**5.9 Fiscal Year.** The fiscal year of the corporation will begin on the first day of January and end on the last day of December in each year.

**5.10 Severability.** A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective will not affect or invalidate any other provision of these bylaws.

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The foregoing restated bylaws were duly adopted by the board of directors of South Coast Community Foundation on \_\_\_\_\_, 2014.

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John Whitty  
Secretary and Director

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William A. Lansing  
President and Director

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Joanne Verger  
Vice-President and Director