

**BYLAWS  
OF  
CENTRAL PARK GARDENS OF DAVIS,  
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**ARTICLE I  
ORGANIZATION**

**Section 1. Name.** The name of this corporation is Central Park Gardens of Davis.

**Section 2. Principal Office.** The principal office for the transaction of the activities and affairs of this corporation is located at 1508 Duke Drive, in the City of Davis, County of Yolo, State of California. The board of directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section, or, this Section may be amended to state the new location. The board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

**Section 3. General and Specific Purposes.** The purpose of this corporation is to create and maintain beautiful public landscapes, to motivate and educate the public about sustainable gardening, to provide educational programs, and to serve as a model for community involvement through volunteer activities. In the context of these general purposes, the specific purposes of the corporation may include, but shall not be limited to, maintaining and improving for the benefit of the public the demonstration gardens along B Street in Davis Central Park, conducting public classes and workshops in sustainable gardening techniques, inspiring and educating gardeners in Davis and surrounding communities, training and building capacity for volunteer leadership, and offering a wide range of opportunities for volunteer participation by community members of all ages.

**Section 4. Construction and Definitions.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

**Section 5. Dedication of Assets.** This corporation's assets are irrevocably dedicated to public benefit and charitable purposes. No part of the net earnings, properties, or assets of the corporation on dissolution or otherwise shall inure to the benefit of any private person or individual or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment or provision for payment of all debts and liabilities for the corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

**Section 6. Corporation without Voting Members.** This corporation shall have no voting members.

**Section 7. Nondiscrimination Policy.** It is the policy of Central Park Gardens of Davis to not discriminate on the basis of age, sex, race, religion, national origin, sexual orientation, gender identity, gender expression, or physical disability.

## **ARTICLE II BOARD OF DIRECTORS**

**Section 1. General Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law, and any other applicable laws, the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of its board of directors. The board of directors may delegate the management of the activities of the corporation to any person or persons, management company or committees, however composed, provided that the board maintains ultimate responsibility and authority for the management of its activities and affairs.

**Section 2. Specific Powers.** Without prejudice to the general powers set forth in Section 1, above of these bylaws, but subject to the same limitations, the Board shall have the power to do the following:

(a) appoint and remove, at the pleasure of the board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation and these bylaws; fix their compensation; and require from them security for faithful service;

(b) change the principal office or the principal business office in California from one location to another; and cause the corporation to be qualified to conduct its activities in various locations in California;

**Section 3. Number of Directors.** The board of directors shall consist of at least five (5) but no more than fifteen (15) directors, unless changed by amendment to these bylaws. No reduction of the authorized number of directors shall remove any director prior to the expiration of such director's term of office.

**Section 4. Election and Term of Directors.** All directors of the corporation shall be elected by the board of directors and shall hold office until their respective successors are elected and have qualified, or until their death, resignation, or removal. The regular term of office shall be two (2) years, commencing on July 1st and ending on June 30th of the applicable year. The terms of office shall be

staggered so that the terms of approximately one half of the directors in office terminate at the end of any given year. Directors may be re-elected to successive terms.

**Section 5. Resignations.** Any director of the corporation may resign effective upon giving written notice to the president, the secretary, or the board of directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation specifies effectiveness at a future time, a successor may be elected to take office on the date the resignation becomes effective. Notwithstanding the foregoing, except upon notice to the Attorney General of the State of California, no director may resign if such resignation would leave the corporation without a duly elected director or directors in charge of its affairs.

**Section 6. Removal.** Any director may be removed from office, with or without cause, by the vote of a majority of the other directors then in office. A director may also be removed from office for missing four (4) or more meetings of the board of directors without an excuse, within a twelve (12) month period.

**Section 7. Vacancies.** A vacancy or vacancies on the board of directors shall be deemed to exist if, for whatever reason, there are fewer directors on the board of directors than the maximum number authorized. Such vacancy or vacancies may be filled by majority vote of the remaining directors for the unexpired portion of the term.

**Section 8. Annual Meeting.** The board shall hold an annual general meeting for purposes of organization, election of officers and transaction of other business on the third Wednesday of the month of May, in the Davis City Council chambers, located at 23 Russell Boulevard, Davis, from 11:30 a.m. to 1:00 p.m. Notice of this meeting is not required, unless the meeting is held at a different time and place, as specified by the board.

**Section 9. Regular Meetings.** Regular general meetings of the board of directors shall be held at the Davis City Council Chambers, located at 23 Russell Boulevard, Davis, on the third Wednesday of each month, from 11:30 a.m. to 1:00 p.m., or at such other times, places, and dates as may be fixed by the board of directors from time to time. A notice of regular meetings shall be sent to the City liaison representative.

**Section 10. Meetings by Telephone or Other Telecommunications Equipment.** Any board meeting may be held by conference telephone, video screen communication or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply: (a) each director participating in the meeting can communicate concurrently with all other directors; (b) each director is provided the means of participating in all matters before the board, including the capacity to propose or interpose an objection to a specific action to be taken by the board; and (c) the board has adopted and implemented a means of verifying both of the following: (1) the person participating in the meeting is a director or other person entitled

to participate in the board meeting; (2) all actions of or votes by the board are taken or cast only by the directors and not by persons who are not directors.

**Section 11. Special Meetings.** Special meetings of the board of directors for any purpose may be called by the president, vice president or the secretary of the corporation or any two (2) directors.

**Section 12. Notice of Special Meetings.** Notice of the date, time, and place of all special meetings of the board of directors shall be delivered to each director and to the City liaison representative by (a) personal delivery of written notice; (b) first class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate that notice promptly to the director, (d) facsimile transmittal; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.

Notices sent by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least forty eight (48) hours before the time set for the meeting. Notices sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Davis City Council's chambers. The notice need not specify the purpose of the meeting. Such notice may be given by the Secretary of the corporation or by the person or persons who called the meeting.

Notice of any meeting of the board of directors need not be given to any director who signs a waiver of notice of such meeting, or a consent to holding the meeting or an approval of the minutes of the meeting, either before or after the meeting, or who attends the meeting without protesting prior to the meeting or at its commencement such director's lack of notice. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 13. Quorum.** A majority of the current number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the board of directors, unless the California Non Profit Public Benefit Corporation law, the articles of incorporation or these bylaws specifically requires a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the number of directors constituting a quorum for such meeting. In the absence of a quorum at any meeting of the board of directors, a majority of the directors present may adjourn the meeting, as provided in Section 14 of these bylaws.

**Section 14. Adjournment.** Any meeting of the board of directors, whether or not a quorum is present, may be adjourned to another time and place by the affirmative vote of a majority of the directors present. If the meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

**Section 15. Action without a Meeting.** Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

**Section 16. Compensation and Reimbursement.** Directors and members of committees shall not receive compensation for their services but may receive such reimbursement for expenses as may be fixed and determined by the board of directors.

**Section 17. Committees of Board of Directors.** The executive committee shall serve as a standing committee of the board of directors. The executive committee shall consist of the elected officers of the corporation and other directors as appointed by a majority vote of the board of directors. The executive committee may act with all of the authority of the board of directors in the management of the activities and affairs of the corporation except with respect to: (a) approval of any action for which, if the corporation had members, approval of the members or approval of a majority of all members would be required by the California Corporations Code; (b) filling of vacancies on the board of directors or any committee which has the authority of the board of directors; (c) fixing of compensation of directors for serving on the board of directors or any of its committees, as they are not compensated for such services; (d) amendment or repeal of these bylaws or the adoption of new bylaws; (e) amendment or repeal of any resolution of the board of directors which by its express terms is not so amendable or repealable; (f) appointment of other committees which exercise the authority of the board or members of the board; or (g) approval of any transaction within the provisions of California Corporations Code Section 5233, except as provided in California Corporations Code Section 5233 (d) (3).

The board, by resolution adopted by a majority of the directors then in office, may create one or more other committees, such as a finance committee, as the board shall determine from time to time. Each committee shall consist of two or more directors and no one who is not a director, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. Any such committee shall have all the authority of the board, to the extent provided in the board resolution, except that no committee shall do any of the following: (a) take any final action on a matter without prior approval by the board of directors; (b) amend or repeal bylaws or adopt new bylaws; (c) approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Corporations Code section 5233(d)(3).

**Section 18. Meeting and Action of Committees.** Meetings and actions of committees of the board shall be governed by, held and taken under the provisions of these bylaws concerning meetings and other board actions, except that the time for general meetings of such committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee, as long as, the rules are consistent with these bylaws. If the board has not adopted rules, the committee may do so.

### **ARTICLE III OFFICERS**

**Section 1. Offices Held.** The officers of this corporation shall be a president, a secretary and a chief financial officer (who may also be called "treasurer"). The corporation, at the board's discretion, may also have one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and other officer positions as may be appointed under Article III, Section 4 of these bylaws.

**Section 2. Duplication of Office Holders.** Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as the president.

**Section 3. Election of Officers.** The officers of this corporation, except any appointed under Article III, Section 4 of these bylaws, shall be chosen by the board and shall serve at the pleasure of the board.

**Section 4. Appointment of Other Officers.** The board may appoint, or authorize the president or another officer to appoint any other officer positions that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period and perform the duties specified in the bylaws or established by the board.

**Section 5. Inability to Act.** In the case of absence or inability to act of any officer of the corporation or any other person authorized by these bylaws to act in such officer's place, the board may from time to time delegate the powers or duties of such officer to any other officer, or any director or other person whom it may select for such period of time as the board deems necessary.

**Section 6. Resignations.** Any officer may resign at any time upon written notice to the corporation, without prejudice to the rights, if any, of the corporation under contract to which such officer is a party. Such resignation shall be effective upon its receipt by the president, the secretary or the board, unless a different time is specified in the notice of effectiveness of such resignation. The acceptance of any such resignation shall not be necessary to make it effective, unless otherwise specified in such notice.

**Section 7. Removal of Officers.** The board may remove any officer, with or without cause, by a vote of a majority of the directors then in office.

**Section 8. Vacancies.** A vacancy concurring in any office for any reason may be filled by the board, in the manner described by this Article III of the bylaws for initial appointment to such office, provided, however, that vacancies need not be filled on an annual basis.

**Section 9. Responsibilities of Officers.**

**A. President.** The president shall be the general manager and chief executive officer of the corporation and shall, if present, preside at all meetings of the board and shall have general supervision and control over the activities and affairs of the corporation and its officers, subject to the control of the board. The president of this corporation or her or his designee is authorized to accept donations which support the purposes of this corporation as set forth in these bylaws whether such donation is for a specific project or projects or is for the general support of this corporation's programs. The president shall have such other powers and duties as the bylaws or the board may require.

**B. Vice Presidents.** If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the board, or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have other powers and perform such other duties as the board or the bylaws may require from time to time.

**C. Secretary.** The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a copy of the corporation's articles of incorporation and bylaws, as amended to date, and a book of minutes of all meetings, proceedings and actions of the board and of committees of the board. The minutes of meetings shall be kept in writing and shall include the following: the time and place that the meeting was held, whether the meeting was annual, general or special, and if special, how the meeting was authorized; the notice given as required by law or these bylaws; and the names of persons present at board and committee meetings. The secretary shall give, or cause to be given, notice of all meetings of the board and of committees of the board that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may require.

**D. Chief Financial Officer.** The chief financial officer shall keep and maintain adequate and correct books and accounts of the corporation's transactions. The chief financial officer shall send to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times. The chief financial officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, disburse

the corporation's funds as the board may order, render to the president and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation and have such other powers and perform such other duties as the board or these bylaws may require.

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

**Section 10. Compensation and Reimbursement.** Officers shall not receive compensation for their services but may receive such reimbursement for reasonable expenses incurred in the performance of those services as may be fixed and determined by the board.

#### **ARTICLE IV CONTRACTS WITH OR LOANS TO DIRECTORS AND OFFICERS**

**Section 1. Contracts with Directors and Officers.** No director or officer of this corporation, nor any other corporation, firm, association or other entity in which one or more of this corporation's directors or officers have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless all of the following occur: (a) the material facts regarding the financial interest of the director or officer in such contract or transaction or such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes or are known to all members of the board prior to the board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors and/or officers; (c) before authorizing or approving the transaction, the board considers and, in good faith, decides, after reasonable investigation, that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the corporation enters into the transaction.

This section does not apply to a contract or transaction that is part of an educational or charitable program of this corporation, if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

**Section 2. Loans to Directors and Officers.** This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General, provided, however, the corporation may advance money to a director or officer of the



corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties, if that director or officer would be entitled to reimbursement by the corporation for such expenses.

**ARTICLE V**  
**MAINTENANCE OF CORPORATE RECORDS/ INSPECTION RIGHTS**

**Section 1. Maintenance of Corporate Records and Reports.**

**A. Articles and Bylaws.** This corporation shall keep at its principal office the original or a copy of the articles of incorporation and bylaws, as amended to the current date.

**B. Books and Records of Account.** The corporation shall keep adequate and correct books and records of account. The corporation shall also keep written minutes of the proceedings of its board of directors and committees of the board.

**Section 2. Annual Report.** Except as otherwise provided in the second paragraph of this Section 2, below, the board shall cause an annual report to be sent to the directors within 120 days after the end of the corporation's fiscal year. That report shall contain all of the following: (1) the assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year; (2) the principal changes in assets and liabilities, including trust funds; (c) the corporation's revenue or receipts, both unrestricted and restricted to a particular purpose; (d) the corporation's expenses or disbursements for both general and restricted purposes; (e) any additional information required specifically by a future amendment to these bylaws; and (f) an independent accountant's report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000.00 in gross revenues or receipts during the fiscal year, provided, however, that the financial information specified above for inclusion in an annual report must in any case be furnished annually to all directors, for so long as such an annual financial report is required by California Corporations Code section 6321.

The report required by this section shall be accompanied by any annual report of the corporation's finances completed by its independent accountants, or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without audit from the books and records of this corporation.

**Section 3. Annual Statement of Certain Transactions and Indemnifications.** As part of the annual report or as a separate document, if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and furnish to each director a

statement of any transaction or indemnification of the following kind, if any such transaction or indemnification took place, as is required under California Corporations Code section 6322:

(a) Any transaction in which the corporation was a party or in which an "interested person", as that term is defined, below, had a direct or indirect material financial interest and which involved more than \$50,000.00 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000.00. For this purpose, an "interest person" is either (1) any director or officer of the corporation, excluding mere common directorship, which shall not be considered such an interest: or (2) any holder of more than ten percent (10%) of the voting power of the corporation. The statement shall include a brief description of the transaction, the names of the interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000.00 paid during the fiscal year to any officer or director of the corporation under Article IV, Section 1 of these bylaws.

**Section 4. Inspection.** Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records and documents of every kind. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

## **ARTICLE VI INDEMNIFICATION and INSURANCE**

**Section 1. Indemnification of Directors, Officers, Employees and Other Agents.** This corporation shall, to the fullest extent permitted by law, have the power to indemnify its directors, officers and other persons, and agents described in California Corporations Code section 5238(a), including persons formerly occupying any such positions, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in Section 5238(a) of the California Corporations Code, including any action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section or was an agent of the corporation, provided that the board determines that such director, officer, agent, or other person was acting in good faith and in a manner such person reasonably believed to be in the best interests of this corporation, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized under this Section 1 include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of this corporation and certain actions alleging self-dealing or a breach

of any duty relating to assets held in charitable trust. The term "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative. The term "expenses", as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code, which includes without limitation attorney's fees and any expenses of establishing a right to indemnification under Section 5238(d) or paragraph (3) of Section 5238(c).

If this corporation is prohibited by the Law from indemnifying its directors, officers, and agents against judgments, fines, settlements, and other amounts because of the nature of the proceeding, this corporation shall nevertheless have power to indemnify its directors, officers, and agents against expense actually and reasonably incurred in connection with the defense or settlement of such proceeding arising by reason of the fact that any such person is or was a director, or an officer or agent of the corporation, provided that the board determines that such director, officer, or agent was acting in good faith and in a manner such person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances, and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph.

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the director, officer, or agent to repay the amount of the advance, unless it is determined ultimately that the director, officer, or agent is entitled to be indemnified as authorized in this bylaw.

This corporation shall have no obligation to grant such indemnification, except as expressly set forth in California Corporations Code section 5238.

**Section 2. Insurance.** This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, employees, and other agents, to cover any liability asserted against or incurred by any director, officer, employee, or agent in such capacity or arising from the director's, officer's, employee's, or agent's status as such.

## **ARTICLE VII LIMITATION OF LIABILITY OF DIRECTORS**

### **Section 1. Limited Liability of Nonpaid Directors.**

**A. Liability to Corporation.** All of the directors of this corporation are volunteers, serving in nonpaid positions. Except as provided in Section 5233 ("self dealing transaction by interested director" or Section 5237 (expressly enumerated "actions for which directors shall be jointly and severally liable") of the California Corporations Code, there shall be no monetary liability on the part of, and no cause of action for damages shall arise against, any nonpaid director, including any

nonpaid director who is also a nonpaid officer, of this corporation based upon any alleged failure to discharge the person's duties as director or officer if the duties are performed in a manner that meets all of the following criteria: (a) the duties are performed in good faith; (b) the duties are performed in a manner such director believes to be in the best interests of the corporation; (c) the duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

**B. Third Party Liability.** Furthermore, there shall be no personal liability to a third party on the part of a volunteer director or volunteer executive officer caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director or officer, if all of the following conditions are met: (a) the act or omission was within the scope of the director's or executive officer's duties; (b) the act or omission was performed in good faith; (c) the act or omission was not reckless, wanton, intentional, or grossly negligent; and (d) damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the corporation, either in the form of a general liability policy or a director's and officer's liability policy, or personally to the director or executive officer. In the event that the damages are not covered by a liability insurance policy, the volunteer director or volunteer executive officer shall not be personally liable for the damages if the board of directors and the person had made all reasonable efforts in good faith to obtain available liability insurance.

**C. Exclusion.** This section does not eliminate or limit the liability of a director or officer for any of the following: (a) as provided in Section 5233 or 5237 of the Law; or (b) in any action or proceeding brought by the Attorney General.

**D. No Duty of Care.** Nothing in this section creates a duty of care or basis of liability for damage or injury caused by the acts or omissions of a director or officer.

**E. No Limitation of Corporate Liability.** Nothing in this section shall limit the liability of the corporation for any damages caused by acts or omissions of the volunteer director or volunteer executive officer.

## **ARTICLE VIII MISCELLANEOUS**

**Section 1. Fiscal Year.** Unless otherwise fixed by resolution of the board of directors, the fiscal year of the corporation shall end on December 31<sup>st</sup> of each year.

**Section 2. Amendments to Articles of Incorporation and Bylaws.** Except as otherwise provided by law, the Articles of Incorporation of this corporation and these bylaws may be amended or repealed, and new Articles and bylaws may be adopted, by resolution of the directors.

**Section 3. Definition of "Writing".** Subject to any guidelines and procedures that the board of directors may adopt, the terms "written" and "in writing" as used in these bylaws may include electronic transmissions, such as facsimile or email, and electronic storage that may be reproduced in written form.

**Section 4. Definition of "Volunteer".** "Volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a director or officer does not affect that person's status as a volunteer within the meaning of this section.

**Section 5. Time Notice Given or Sent.** Whenever any notice is given or sent pursuant to these bylaws, the time such notice is deemed to have been given or sent shall be determined by reference to Section 5015 of the California Corporations Code.

**Section 6. Governing Law.** These bylaws of the corporation shall be governed by and construed in accordance with the laws and decisions of the State of California.

#### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of Central Park Gardens of Davis, a California nonprofit public benefit corporation, that these bylaws, consisting of 13 pages, are the bylaws of this corporation, as adopted by the board of directors on February 15, 2017, and that these bylaws have not been amended or modified since that date.

  
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Jan Bower, Secretary