



Riverside Communities Partnership Project Board of Directors

AGENDA

Thursday, November 19, 2020
11:30 a.m.

Riverside County Habitat Conservation Agency
3390 University Avenue, Suite 200
Riverside, CA 92501

**RCHCA's OFFICE IS CURRENTLY CLOSED TO THE PUBLIC DUE TO COVID-19
AND STAFF ARE WORKING REMOTELY.**

**Members of the public are encouraged to participate in this meeting via Zoom
(see meeting information below).**

Join Zoom Meeting
[CLICK HERE](#)

Meeting ID: 826 8424 6747
Password: 306316

Dial by your location
+1 669 900 6833 U.S. (San Jose)
+1 346 248 7799 U.S. (Houston)

SPECIAL NOTICE: COVID-19 RELATED PROCEDURES IN EFFECT

Due to the state and local State of Emergency resulting from the threat of Novel Coronavirus (COVID-19), Governor Newsom has issued Executive Order N-29-20 (issued March 17, 2020) in which Section 3 supersedes Paragraph 11 of Executive Order N-25-20 (issued on March 12, 2020). This order states that RCHCA does not need to make a physical location available for members of the public to observe a public meeting and offer public comment. The Order allows RCHCA to hold Committee meetings via video and teleconferencing and allows for members of the public to observe and address the meeting telephonically or electronically.

To follow the Order issued by the Governor, the Riverside County Habitat Conservation Agency Board of Directors meeting scheduled for Thursday, November 19, 2020, at 11:30 a.m. will be held via video and teleconference and any members of the public can attend electronically. Members of the public may send public comments by emailing jeonard@wrcog.us, or calling (951) 405-6702, before or during the meeting, prior to the close of public comment.

Any member of the public requiring a reasonable accommodation to participate in this meeting in light of this announcement

can contact Janis Leonard prior to 11:30 a.m. on November 17, 2020, at (951) 405-6702 or at jleonard@wrcog.us.

In accordance with Government Code Section 84308(c), any person present at this meeting who wishes to speak on a matter involving a license, permit or other entitlement for use pending before the Board and who has made a contribution of more than \$250 in the past twelve (12) months to any member of the Board will be asked to state for the record the Board member to whom the contribution was made and the matter of consideration with which they are involved.

The Board of Directors may take any action on any item listed on the agenda, regardless of the Requested Action.

1. CALL TO ORDER (Michael Vargas, Chair)

2. ROLL CALL

3. PUBLIC COMMENTS

At this time members of the public can address the Board regarding any items within the subject matter jurisdiction of the Board that are not separately listed on this agenda. Members of the public will have an opportunity to speak on agenda items at the time the item is called for discussion. No action may be taken on items not listed on the agenda unless authorized by law. Whenever possible, lengthy testimony should be presented to the Board in writing and only pertinent points presented orally.

4. CONSENT AND POLICY CALENDAR

All items listed under the Consent and Policy Calendar may be enacted by one motion. Prior to the motion to consider any action by the Board, any public comments on any of the Consent and Policy Items will be heard. There will be no separate action unless members of the Board request specific items be removed from the Consent and Policy Calendar.

A. Appointment of Officers Princess Hester, RCHCA P. 1

- Requested Actions:**
1. *Acknowledge that the Officers of the Riverside County Habitat Conservation Agency (RCHCA) Board of Directors are automatically designated as the Officers of the Riverside Communities Partnership Project (RCPP). Specifically, the President and Chair of the RCPP is the Chair of the RCHCA Board of Directors; the Vice President of the RCPP is the Vice-Chair of the RCHCA Board of Directors.*
 2. *Acknowledge that the Secretary is the Executive Director of the Western Riverside Council of Governments (WRCOG) and the Treasurer is WRCOG's Chief Financial Officer.*

B. Ratification and Adoption of the Articles of Incorporation Princess Hester, RCHCA P. 3

- Requested Action:**
1. *Adopt Resolution Number 2020-01; A Resolution of the Board of Directors of the Riverside Communities Partnership Project ratifying and adopting the Articles of Incorporation.*

C. Adoption of Bylaws Princess Hester, RCHCA P. 13

- Requested Action:**
1. *Adopt Resolution Number 2020-02; A Resolution of the Board of Directors of the Riverside Communities Partnership Project adopting the Bylaws.*

D. Adoption of Conflict of Interest Policy Princess Hester, RCHCA P. 37

- Requested Actions:**
1. *Adopt RCPP Resolution Number 2020-03; A Resolution of the Board of Directors of the Riverside Communities Partnership Project Adopting a Conflict of Interest Policy.*

2. *Direct the Secretary to sign the Certificate of Secretary directly following the adoption of the Conflict of Interest Policy.*

E. Authorization of Actions of Officers *Princess Hester, RCHCA* **P. 57**

- Requested Actions:**
1. *Adopt Resolution Number 2020-05; A Resolution of the Board of Directors of the Riverside Communities Partnership Project authorizing actions of Officers.*
 2. *Authorize Officers to execute contracts in accordance with procurement policies and procedures of the Western Riverside Council of Governments.*

F. Authorization to File for Tax Exempt Status, Reports, and Registration Statements *Princess Hester, RCHCA* **P. 63**

- Requested Actions:**
1. *Adopt Resolution Number 2020-06; A Resolution of the Board of Directors of the Riverside Communities Partnership Project authorizing its Officers to file for tax exemption under Section 501(c)(3) of the Internal Revenue Code.*
 2. *Authorize Officers of the RCPP to file for tax exemption to become a charitable organization under Section 501(c)(3) of the Internal Revenue Code.*
 3. *Authorize Officers of the RCPP to file reports and registration statements in California, including (a) Statement of Information with the Secretary of State (SI-100); (b) Tax Exemption with the Franchise Tax Board (FTB 3500); and (c) Registry of Charitable Organizations with the Attorney General's Office (RRF-1).*

G. Adoption of Statement of Investment Policy, Bank Designation, and Authorized Signatories *Princess Hester, RCHCA* **P. 73**

- Requested Actions:**
1. *Adopt Resolution Number 2020-04; A Resolution of the Board of Directors of the Riverside Communities Partnership Project authorizing its Officers to establish a bank account and have signature authority.*
 2. *Adopt the Statement of Investment Policies of Western Riverside Council of Governments.*
 3. *Approve the selection of Citizens Business Bank as the RCPP's Bank.*
 4. *Designate the Executive Director, Deputy Executive Director, and Chief Financial Officer as authorized signatory(ies) on RCPP's account at Citizens Business Bank.*

H. Use of RCHCA Logo and In-Kind Staff Support Support Services *Princess Hester, RCHCA* **P. 79**

- Requested Actions:**
1. *Authorize the Riverside Communities Partnership Project to use the Riverside County Habitat Conservation Agency logo and RCPP logo; and*
 2. *Approve the Western Riverside Council of Governments' Executive Director to arrange for provision of in-kind staff support to the RCPP.*

I. Approval of the Fiscal Year 2020/2021 Agency Budget *Princess Hester, RCHCA* **P. 81**

- Requested Action:**
1. *Adopt Resolution Number 2020-08; A Resolution of the Board of*

5. ITEMS FOR FUTURE AGENDAS

Members

Members are invited to suggest additional items to be brought forward for discussion at future Board of Directors meetings.

6. GENERAL ANNOUNCEMENTS

Members

Members are invited to announce items / activities which may be of general interest to the Board of Directors.

7. NEXT MEETING: The next RCPP Board of Directors meeting is scheduled for Thursday, May 20, 2021, at 11:30 a.m., on the Zoom platform.

8. ADJOURNMENT



Riverside Communities Partnership Project Board Meeting Staff Report

Subject: Appointment of Officers for the Riverside Communities Partnership Project
Contact: Princess Hester, Director of Administration, phester@wrcog.us, (951) 405-6704
Date: November 19, 2020

The purpose of this item is to appoint Officers of Riverside Communities Partnership Project.

Requested Actions:

1. Acknowledge that the Officers of the Riverside County Habitat Conservation Agency (RCHCA) Board of Directors are automatically designated as the Officers of the Riverside Communities Partnership Project (RCPP). Specifically, the President and Chair of the RCPP is the Chair of the RCHCA Board of Directors; the Vice President of the RCPP is the Vice-Chair of the RCHCA Board of Directors.
 2. Acknowledge that the Secretary is the Executive Director of the Western Riverside Council of Governments (WRCOG) and the Treasurer is WRCOG's Chief Financial Officer.
-

In November 2019, the RCHCA Board of Directors authorized staff to establish the Riverside Communities Partnership Project (RCPP) as a non-profit 501(c)(3). The mission of the RCPP is to bring together resources to support the conservation, education, and collaboration efforts of the Riverside County Habitat Conservation Agency.

RCPP will be a vital component of RCHCA, as it will serve as the entity to apply for grant funding to expand coordination among the many Riverside County agencies responsible for various land management, community development, emergency preparedness, volunteer, and environmental stewardship projects.

Prior Action:

None.

Fiscal Impact:

This item is for informational purposes only; therefore, there is no fiscal impact.

Attachment:

None.

Page Intentionally Left Blank



Riverside Communities Partnership Project Board Meeting Staff Report

Subject: Ratification and Adoption of the Articles of Incorporation
Contact: Princess Hester, Director of Administration, phester@wrcog.us, (951) 405-6704
Date: November 19, 2020

The purpose of this item is to adopt the Articles of Incorporation.

Requested Action:

1. Adopt Resolution Number 2020-01; A Resolution of the Board of Directors of the Riverside Communities Partnership Project ratifying and adopting the Articles of Incorporation.
-

In November 2019, the RCHCA Board of Directors authorized staff to establish the Riverside Communities Partnership Project (RCPP) as a non-profit 501(c) (3). The mission of the Riverside Communities Partnership Project is to bring together resources to support the conservation, education, and collaboration efforts of the Riverside Habitat Conservation Agency.

RCPP will be a vital component of RCHCA. It will serve as the entity to apply for grant funding to expand coordination among the many Riverside County agencies responsible for various land management, community development, emergency preparedness, volunteer, and environmental stewardship projects.

Prior Action:

None.

Fiscal Impact:

This item is for informational purposes only; therefore, there is no fiscal impact.

Attachments:

1. Resolution Number 2020-01; A Resolution of the Board of Directors of the Riverside Communities Partnership Project ratifying and adopting the Articles of Incorporation.
2. Articles of Incorporation for the Riverside Communities Partnership Project.

Page Intentionally Left Blank

Item 4.B

Ratification and Adoption of the
Articles of Incorporation

Attachment 1

Resolution Number 2020-01; A Resolution
of the Board of Directors of the Riverside
Communities Partnership Project ratifying
and adopting Articles of Incorporation

Page Intentionally Left Blank



Member Jurisdictions

Corona • Hemet • Lake Elsinore • Menifee • Moreno Valley • Murrieta
Perris • Riverside • Temecula • Wildomar • County of Riverside

RESOLUTION NUMBER 2020-01

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE
RIVERSIDE COMMUNITIES PARTNERSHIP PROJECT
RATIFYING AND ADOPTING THE ARTICLES OF INCORPORATION**

WHEREAS, the Riverside Communities Partnership Project (RCPP) is being established as a nonprofit public benefit corporation under the Nonprofit Benefit Corporation Law for public purposes; and

WHEREAS, the RCPP primary objectives and purposes shall be to provide support to the Riverside County Habitat Conservation Agency (RCHCA), a public entity under the authority of Section 6500 *et seq* of the California Government Code, for the purpose of facilitating responsible conservation, education, coordination and collaboration; receive, invest, and utilize funds and property acquired through the solicitation of contributions, donations, grants, gifts, bequests and the like for the benefit of the RCHCA; and

WHEREAS, the RCHCA authorized an Incorporator, Aaron Gettis, to file the Corporation's Articles of Incorporation with the California Secretary of State and which have been filed accordingly; and

WHEREAS, a public meeting was held at a regular meeting of the Board of Directors of RCPP on November 19, 2020, at which time all present were given an opportunity to be heard on the adoption of the Articles of Incorporation.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Riverside Communities Partnership Project that the Articles of Incorporation of this Corporation have been reviewed and approved by this Board of Directors as filed by the Incorporator.

PASSED AND ADOPTED by the Board of Directors of the Riverside Communities Partnership Project on November 19, 2020.

Michael Vargas, Chair
RCPP Board of Directors

Rick Bishop, Secretary
RCPP Board of Directors

Approved as to form:

Aaron Gettis
RCPP Legal Counsel

AYES: _____ NAYS: _____ ABSENT: _____ ABSTAIN: _____

Page Intentionally Left Blank

Item 4.B

Ratification and Adoption of the
Articles of Incorporation

Attachment 2

Articles of Incorporation for the Riverside
Communities Partnership Project

Page Intentionally Left Blank

**ARTICLES OF INCORPORATION
OF
RIVERSIDE COMMUNITIES PARTNERSHIP PROJECT
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**ARTICLE I
NAME**

The name of the Corporation is RIVERSIDE COMMUNITIES PARTNERSHIP PROJECT (“Corporation”)

**ARTICLE II
CORPORATE ADDRESS**

The initial address of the Corporation is:
3390 University Avenue, Suite 200, Riverside, California 92501-3314

**ARTICLE III
INITIAL AGENT FOR SERVICE OF PROCESS**

The name and address in the State of California of the Corporation’s initial agent for service of process is:

Aaron Gettis
OFFICE OF COUNTY COUNSEL
3960 Orange Street, Suite 500, Riverside, California 92501

**ARTICLE IV
PURPOSES**

A. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

B. The specific purposes of this Corporation shall be to lessen the burdens of the government by: (i) providing support to the Riverside County Habitat Conservation Agency, a public entity created under the authority of Section 6500 et. Seq. of the California Government Code, for the purpose of facilitating responsible conservation, education, coordination, and collaboration; and (ii) receiving, investing and utilizing funds and property acquired through the solicitation of contributions, donations, grants, gifts, bequests and the like for the benefit of the Riverside County Habitat Conservation Agency.

**ARTICLE V
LIMITATION ON CORPORATE ACTIVITIES**

A. The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”).

B. Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

C. No substantial part of the activities of this Corporation shall consist of lobbying or carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE VI
SUPPORTING ORGANIZATION

This Corporation is organized, and shall be operated at all times thereafter, exclusively for the benefit of Riverside County Habitat Conservation Agency, an organization described in Section 509(a)(1) of the Code.

ARTICLE VII
DEDICATION AND DISSOLUTION

A. The property of this Corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption under Section 214 of the California Revenue and Taxation Code and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private person.


B. Upon the dissolution or winding up of the Corporation, and after paying or adequately providing for its debts and obligations, the remaining assets of this Corporation shall be distributed to Riverside County Habitat Conservation Agency, a local government entity, for public purposes. If the dissolution of this Corporation will be as a result of the dissolution of Riverside County Habitat Conservation Agency, then distribution of the remaining assets shall be as determined by the Executive Committee of Riverside County Habitat Conservation Agency, except that such distribution must be directed either to: (i) a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption under Section 214 of the California Revenue and Taxation Code and which has established its tax-exempt status under Section 501(c)(3) of the Code, or (ii) the federal government, a state or local government for public purposes.

C. If this Corporation holds any assets in trust, or if the Corporation is formed for charitable purposes, then such assets shall be disposed of on dissolution in conformity with these Articles of Incorporation or the Bylaws for the Corporation subject to complying with the provisions of any trust under which such assets are held. The disposition shall be in such manner as may be directed by decree of the Superior Court of the county in which the Corporation has its principal offices, on petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is as party. Such decree of the Superior Court may be waived if the Attorney General makes a written waiver of objections to the disposition.

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may not be amended, restated, or modified without the approval of the majority of the members of the Board of Directors of this Corporation.

Date: 10/27/2020



AARON GETTIS
Incorporator



Riverside Communities Partnership Project Board Meeting Staff Report

Subject: Adoption of Bylaws

Contact: Princess Hester, Director of Administration, phester@wrcog.us, (951) 405-6704

Date: November 19, 2020

The purpose of this item is to approve and adopt the proposed Bylaws of the Riverside Communities Partnership Project.

Requested Action:

1. Adopt Resolution Number 2020-02; A Resolution of the Board of Directors of the Riverside Communities Partnership Project adopting the Bylaws.

In November 2019, the RCHCA Board of Directors authorized staff to establish the Riverside Communities Partnership Project (RCPP) as a non-profit 501(c) (3). The mission of the RCPP is to bring together resources to support the conservation, education, and collaboration efforts of the Riverside County Habitat Conservation Agency.

RCPP will be a vital component of RCHCA and will serve as the entity to apply for grant funding to expand coordination among the many Riverside County agencies responsible for various land management, community development, emergency preparedness, volunteer, and environmental stewardship projects.

Prior Action:

None.

Fiscal Impact:

This item is for informational purposes only; therefore, there is no fiscal impact.

Attachments:

1. Resolution Number 2020-02; A Resolution of the Board of Directors of the Riverside Communities Partnership Project adopting the Bylaws.
2. Bylaws for the Riverside Communities Partnership Project.

Prior Action:

None.

Page Intentionally Left Blank

Item 4.C

Adoption of Bylaws

Attachment 1

Resolution Number 2020-02; A Resolution of the Board of Directors of the Riverside Communities Partnership Project adopting the Bylaws

Page Intentionally Left Blank



Member Jurisdictions

Corona • Hemet • Lake Elsinore • Menifee • Moreno Valley • Murrieta
Perris • Riverside • Temecula • Wildomar • County of Riverside

RESOLUTION NUMBER 2020-02

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE
RIVERSIDE COMMUNITIES PARTNERSHIP PROJECT
ADOPTING THE BYLAWS**

WHEREAS, the Riverside Communities Partnership Project (RCPP) is a nonprofit public benefit corporation under the Nonprofit Benefit Corporation Law for public purposes; and

WHEREAS, the RCPP primary objectives and purposes shall be to provide support to the Riverside County Habitat Conservation Agency (RCHCA), a public entity under the authority of Section 6500 *et seq* of the California Government Code, for the purpose of facilitating responsible conservation, education, coordination and collaboration; receive, invest, and utilize funds and property acquired through the solicitation of contributions, donations, grants, gifts, bequests and the like for the benefit of the RCHCA; and

WHEREAS, the Chairman presented to the meeting a copy of the Corporation’s Bylaws, acting pursuant to section 5134 of the California Corporations Code; and

WHEREAS, a public meeting was held at a regular meeting of the Board of Directors of the RCPP on November 19, 2020, at which time all present were given an opportunity to be heard on the adoption of Bylaws.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Riverside Communities Partnership Project as follows:

Section 1. The Bylaws attached hereto are adopted in their entirety.

Section 2. The said Bylaws shall become effective immediately upon approval by the Riverside Communities Partnership Project Board of Directors.

PASSED AND ADOPTED by the Board of Directors of the Riverside Communities Partnership Project on November 19, 2020.

Michael Vargas, Chair
RCPP Board of Directors

Rick Bishop, Secretary
RCPP Board of Directors

Approved as to form:

Aaron Gettis
RCPP Legal Counsel

AYES: _____ NAYS: _____ ABSENT: _____ ABSTAIN: _____

Page Intentionally Left Blank

Item 4.C

Adoption of Bylaws

Attachment 2

Bylaws for the Riverside Communities
Partnership Project

Page Intentionally Left Blank

**BYLAWS
FOR THE
RIVERSIDE COMMUNITIES PARTNERSHIP PROJECT
A California Nonprofit Public Benefit Corporation**

**ARTICLE 1
NAME**

Section 1. The name of the Corporation is Riverside Communities Partnership Project (“RCPP”).

**ARTICLE 2
PURPOSES**

Section 1. **Purposes.** This Corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law for public purposes. The primary objectives and purposes of this Corporation shall be to:

- (a) Provide support to the Riverside County Habitat Conservation Agency (“RCHCA”), a public entity under the authority of Section 6500 *et seq* of the California Government Code, for the purpose of facilitating responsible conservation, education, coordination, and collaboration; and
- (b) Receive, invest, and utilize funds and property acquired through the solicitation of contributions, donations, grants, gifts, bequests and the like for the benefit of the Riverside County Habitat Conservation Agency.

Section 2. **Limitation on Corporate Activities.** The Corporation is organized and operated exclusively for public and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”). The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporate contribution which is deductible under Section 170(c)(2) of the Code.

**ARTICLE 3
OFFICES**

Section 1. **Principal Office.** The principal office for the transaction of the activities and affairs of the Corporation shall be the same as the principal office of the RCHCA which is currently located at 3390 University Avenue, Suite 200, Riverside, CA 92501. The Board is hereby granted full power and authority to change the location of the principal office of the Corporation from one location to another within the jurisdictional boundaries of the RCHCA (“Boundaries”). Any such change shall be noted by the Secretary in these Bylaws but shall not be considered an amendment of these Bylaws. The Corporation may also have offices at such other places, within the Boundaries, as its business may require and as the Board may designate.

**ARTICLE 4
MEMBERS**

Section 1. The Corporation shall have no members as that term is defined by Section 5056 of the

California Corporations Code (“CCC”) and shall be governed solely by its Board in accordance with these Bylaws. Pursuant to Section 5310(b) of the CCC, any action which would otherwise require approval by a majority of all members shall only require the approval of the Board. The Corporation may refer to persons or entities associated with it as “members” even though those persons or entities are not voting members. but no such reference shall constitute anyone a member within the meaning of Section 5056 of the CCC.

ARTICLE 5 **DIRECTORS**

Section 1. **Powers.** Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be by or under the authority of the Board of Directors. The Board may, in accordance with and subject to the provisions of the Articles of Incorporation, these Bylaws, and the California Nonprofit Public Benefit Corporation Law, delegate the management of the activities of the Corporation to any person or persons, management company or committee, 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 of Directors.

Section 2. **Authorized Directors.** The authorized directors (“Directors”) and number of Directors of the Board of Directors (“Board”) of the Corporation shall be equal to the number of voting members of the RCHCA Board of Directors unless changed by an amendment to these Bylaws. Membership in the RCHCA Board of Directors shall automatically be deemed to constitute membership on the RCPP Board of Directors.

Section 3. **Election of Directors.** There shall be no elected Directors on the Board.

Section 4. **Duties.** It shall be the duty of the Board of Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, including establishing the organization’s mission and purpose;
- (b) Except as otherwise provided in these Bylaws, appoint and remove, employ and discharge, prescribe the duties, support and review, and fix the compensation, if any, of all officers, agents and the Executive Director of the Corporation;
- (c) Provide effective organization planning;
- (d) Provide adequate resources to meet the mission and objectives of the organization;
- (e) Meet at such times and places as required by these Bylaws;
- (f) Register their addresses with the Secretary and notices of meetings mailed, emailed, or faxed to them at such addresses shall be valid notices thereof;
- (g) Set financial policy and assume fiduciary responsibility for the assets of the Corporation including annual budget, reviewing financial reports, and hiring the auditor;
- (h) In addition to the committees and their Chairs and members expressly called out by these Bylaws in Article 5, the Board will establish committees of the Board of Directors and

appoint the Chair and members of all standing or ad-hoc committees;

- (i) Determine and monitor the organization's major programs and services;
- (j) Enhance the organization's public image;
- (k) Serve as a link between the organization and the people who support the organization;
- (l) Assess their own performance periodically.

Section 5. **Term of Office.** Notwithstanding any provision in these Bylaws to the contrary, except for Section 9 of these Bylaws, a Director shall hold such membership on the Board for so long as such individual holds his or her position as a Board member of the RCHCA, and shall automatically be deemed to have resigned and removed from the Board, without any action by the Board, effective at such time when said individual no longer holds his or her respective position as a Board member of the RCHCA, and shall be replaced, without any action by the Board, in accordance with Section 2 related to Authorized Directors.

Section 6. **Change in Number.** No reduction in the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the term of office of such Directors as provided in Section 9 of these Bylaws, unless a vacancy has been created in such Director's position as provided under Section 9 of these Bylaws.

Section 7. **Resignation of Directors.** Except as provided in these Bylaws, a Director may resign by giving written notice to the Chairperson or the Secretary of the Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

Section 8. **Removal of Directors.** A Director shall be automatically removed from the Board upon such Director's removal from the RCHCA Board of Directors.

Section 9. **Vacancies.** A vacancy occurring in the office of a Director shall be filled by the member jurisdiction of the RCHCA to which such vacancy can be attributed. A vacancy or vacancies on the Board shall exist on the occurrence of the following:

- (a) The death, disqualification, resignation as provided under Section 7 of these Bylaws, or removal as provided under Section 8 of these Bylaws, of a Director;
- (b) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order of judgment of any court to have breached a duty under Article 3 of Chapter 2 of the CCC; or
- (c) The increase in the authorized number of Directors.

Section 10. **Restrictions Regarding Interested Directors.** Notwithstanding any other provision of these Bylaws, not more than twenty percent (20%) of the persons serving as Directors on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full-time or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

- (b) Any Director, officer, member of a committee or Other Person who has a Financial Interest or Non-Pecuniary Interest or Other Benefit. If an individual is an Interested Person with respect to any entity affiliated with the RCPP, including the Riverside County Habitat Conservation Agency, then that individual is an Interested Person with respect to the RCPP and all entities affiliated with the RCPP.

Section 11. **Fees and Compensation.** All Directors shall serve without compensation. Directors shall be entitled to receive such just and reasonable reimbursement of pre-approved expenses incurred on behalf of the Corporation. Persons serving as Directors may receive compensation for rendering services to the Corporation in a capacity other than as a Director, provided that such compensation for other services is reasonable and provided further that payment of such compensation will not cause the Board or the Corporation to violate Section 10 of this Article.

Section 12. **Inspection Rights of Directors.** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation during normal weekday business hours. If a Director wishes to be accompanied by an attorney during such inspection, then the inspection will be scheduled at a time when the Corporation's attorney will be present.

ARTICLE 6 **MEETINGS OF THE BOARD**

Section 1. **Meetings; Participation by Electronic Communication; Participation by Invited Guests.**

- 6.1.1 Meetings in General. Notwithstanding any other provision in these Bylaws, all meetings of the Board shall be held in compliance with the requirements of the Ralph M. Brown Act as set forth in Section 54950 *et seq* of the California Government Code and all other requirements under the CCC.
- 6.1.2 Place of Meetings. Unless specified otherwise by the Board, meetings of the Board shall be held at the principal office of the Corporation.
- 6.1.3 Annual Meeting. The Board shall hold an annual meeting for the purpose of organization and the transaction of such other business as may be properly brought before the Board. Such meeting shall be held immediately following the regularly scheduled May meeting of the RCHCA Board of Directors. The Board is hereby granted full power and authority to change the date of such annual meeting by resolution. Any such change shall be noted by the Secretary and a record of such change shall be maintained in the records of the Corporation, but shall not be considered an amendment of these Bylaws.
- 6.1.4 Regular Board Meetings. Regular meetings of the Board shall be held as often as shall be necessary to manage the affairs of the Corporation. However, the Board shall endeavor to hold quarterly meetings immediately following the regularly scheduled meetings of the RCHCA Board of Directors, except that the meeting held in May shall be designated as the annual meeting rather than a regular meeting. The Board is hereby granted full power and authority to change the date of such regular meetings by resolution. Any such change shall be noted by the Secretary and a record of such change shall be maintained in the records of the Corporation, but shall not be considered an amendment of these Bylaws.
- 6.1.5 Notice of Regular Meetings.

- 6.1.5.1 Notice to Directors. Notice of all regular meetings of the Board shall be given to each Director 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; (d) facsimile; (e) electronic mail; or (f) other electronic means. 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. Notices given by personal delivery, telephone or electronic transmission shall be delivered, telephoned or sent, respectively, at least forty-eight (48) hours 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 Corporation's principal office.
- 6.1.5.2 Public Notice. At least seventy-two (72) hours before the regular meeting, the Board shall post an agenda which contains a brief description of each item of business to be transacted or discussed at the meeting. The agenda shall specify the time and place of the regular meeting and shall be posted in a location that is freely accessible to the public. The agenda shall provide an opportunity for members of the public to directly address the Board on any item of interest to the public, before or during the Board's consideration of the item, that is within the subject matter jurisdiction of the Board.
- 6.1.5.3 Special Meetings. Special meetings of the RCPP Board may be called by the Chairperson, or by the Secretary, or by two (2) or more Directors.
- 6.1.5.3.1 Notice of Special Meetings. Notice of all special meetings of the Board shall be given by delivering written notice to each Director and members of the media requesting notice in writing at least twenty-four (24) hours before the time of the meeting. The notice shall specify the time and place of the special meeting and the business to be transacted, and shall be posted at least twenty-four (24)-hours prior to the special meeting in a location that is freely accessible to the public. No other business shall be considered by the Board at these meetings. The written notice may be dispensed with as to any Director who, at or prior to the time the meeting convenes, files with the Secretary a written waiver of notice or who is actually present at the meeting when it convenes. All such waivers, consents and approvals shall be made a part of the minutes of the meeting.
- 6.1.6 Meetings by Telecommunications Equipment. Directors may participate in such meeting through use of conference telephone, video screen, communication or electronic transmission by and to the Corporation in accordance with California Corporations Code Sections 20 and 21. Participation in a Directors' meeting through use of conference telephone or video screen communication constitutes presence in person at such meeting if all of the following apply:
- (a) each Director participating in the meeting can communicate with all of the other participating Directors concurrently;
 - (b) each Director is provided the means of participating in all matters before the Board including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and

- (c) the Corporation adopts and implements some means of verifying both of the following: (A) a person participating in the meeting is a Director or other person entitled to participate in the Board meeting; and (B) all actions of, or votes by, the Board are taken or cast only by the Directors and not by persons who are not directors.

6.1.6.1 The Board or any committee may from time to time, in its discretion and subject to such policies or conditions as the Board or such committee may impose, invite other persons to attend or participate as non-voting guests in all or any portion of Board or committee meetings.

6.1.7 **Conduct of Meetings.** Meetings of the Board shall be presided over by the President, or in his or her absence by the Vice President, or in the absence of each of these persons, by a person chosen by the majority of the Directors present at the meeting. The Secretary shall act as Secretary of all meetings of the Board, provided, however, that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Section 2. Quorum for Meetings. A majority of the authorized number of Directors shall constitute a quorum of the Board for the transaction of business, except to adjourn.

6.2.1 **Required Vote of Directors.** Every act taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to:

- (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest;
- (b) Approval of certain transactions between corporations having common directorships;
- (c) Creation of and appointments to committees of the Board; and
- (d) Indemnification of Directors.

6.2.2 **Withdrawal of Quorum During Meeting.** 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 required quorum for such meeting or such greater number as is required by the Articles of Incorporation of this Corporation, these Bylaws or by law.

6.2.3 **Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned more than twenty-four (24) hours, in which case notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment and as otherwise required by the provisions of the Brown Act.

ARTICLE 7
COMMITTEES OF THE BOARD

Section 1. Committees. Except as limited by these Bylaws, the Board may create standing or special committees, or advisory committees, for any purposes, and delegate to such committees any of the powers and authorities of the Board to the extent, permitted by Section 5212 of the CCC. Except as otherwise provided in these Bylaws, such committees shall be advisory only and shall at all times be subject to the control of the Board. Such committees shall consist of two (2) or more Directors and may consist of other persons who are not Directors.

- 7.1.1 Committee Members. The Chairperson and members of each standing, special, or advisory committee, except as otherwise provided by the Board or by these Bylaws, shall be appointed by the Board and may be removed by majority vote of the Directors then in office.
- 7.1.2 Tenure; Vacancies. The Chairperson and each member of each standing committee shall serve until his or her successor is appointed or until such committee is sooner terminated, or until such person is removed, resigns or otherwise ceases to qualify as a Chairperson or member, as the case may be, of the committee. Chairpersons and members of special committees shall serve for the life of the committee unless they are sooner removed, resign or cease to qualify as a Chairperson or member, as the case may be, of such committee. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.
- 7.1.3 Quorum; Meetings. Each committee shall meet as often as necessary to perform its duties, at such times and places as directed by its Chairperson or by the Board. A majority of the members of a committee shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall keep accurate minutes of its meetings, the Chairperson designating a Secretary of the committee for this purpose, and shall make periodic reports and recommendations to the Board.
- 7.1.4 Expenditures. Except as may otherwise be provided by the Board or by these Bylaws, any expenditure of corporate funds by a committee shall require prior approval of the Board.
- 7.1.5 Limitation on Delegation. In accordance with the CCC, the Board may not delegate any power of final action to any committee not composed entirely of Directors, and may not delegate to any committee the following powers:
 - (a) The filling of vacancies on the Board or on any committee which has the authority of the Board;
 - (b) The fixing of compensation of the Directors for serving on the Board or on any committee;
 - (c) The amendment or repeal of Bylaws or the adoption of new Bylaws;
 - (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
 - (e) The appointment of committees of the Board or the members thereof;

- (f) The approval of 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 Section 5233(d)(3) of the CCC.

ARTICLE 8
OFFICERS OF THE BOARD

Section 1. **Officers.** The officers of this Corporation shall be a Chairperson, Vice-Chairperson, and Secretary. The Board may establish such other officers as it shall deem advisable. Additional officers so elected shall hold office for such period and shall have such powers and duties as the Board may authorize from time to time. An officer of the Corporation may be a Director or any person that is not a Director, subject to approval by the Board.

8.1.1 Chairperson.

8.1.1.1 Appointment and Term. The Chairperson of the RCHCA shall be automatically appointed as the Chairperson for so long as such person holds his or her position as Chair of the RCHCA. The Chairperson shall automatically be deemed to have resigned and removed from his or her position, without any action by the Board, effective at such time when said individual no longer holds his or her position as the Chair of the RCHCA Board of Directors, and shall be replaced, without any action by the Board, by such other person appointed as Chair of the RCHCA Board of Directors.

8.1.1.2 Responsibilities. The Chairperson shall preside at all meetings of the Board. The Chairperson shall also be the President and Chief Executive Officer of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers. The Chairperson shall exercise and perform such other powers and duties as the Board may assign from time to time.

8.1.2 Vice-Chairperson.

8.1.2.1 Appointment and Term. The Vice-Chairperson of the RCHCA Board of Directors shall be automatically appointed as the Vice-Chairperson of the Corporation for so long as such person holds his or her position as Vice-Chair of the RCHCA Board of Directors. The Vice-Chairperson shall automatically be deemed to have resigned and removed from his or her position, without any action by the Board, effective at such time when said individual no longer holds his or her position as the Vice-Chair of the RCHCA Board of Directors, and shall be replaced, without any action by the Board, by such other person appointed as Vice-Chair of the RCHCA Board of Directors.

8.1.2.2 Responsibilities. In the absence of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson. When so acting, the Vice-Chairperson shall have all the powers of, and be subject to all the restrictions upon, the Chairperson. The Vice-Chairperson shall exercise and perform such other powers and duties as the Board may assign from time to time.

8.1.3 Secretary.

8.1.3.1 Appointment and Term. The Secretary of the RCHCA Board of Directors shall be

automatically appointed as the Secretary of the Corporation for so long as such person holds his or her position as Secretary of the RCHCA Board of Directors. The Secretary shall automatically be deemed to have resigned and removed from his or her position, without any action by the Board, effective at such time when said individual no longer holds his or her position as the Secretary of the RCHCA Board of Directors, and shall be replaced, without any action by the Board, by such other person appointed as Secretary of the RCHCA Board of Directors.

8.1.3.2 Responsibilities. 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 book of minutes of all meetings, proceedings, and actions of the Board, and of meetings of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, and the names of persons present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office of the Corporation, a copy of the Articles of Incorporation of this Corporation and these Bylaws, as amended to date. 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 such custody and shall have such other powers and perform such other duties as the Board or these Bylaws may require.

8.1.3.3 The Secretary may also be designated by the alternate title "Chief Financial Officer." The Secretary shall keep and maintain, or cause to be kept, and maintained, adequate and correct books and accounts of the Corporation's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The Secretary shall send, or cause to be given, 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 Secretary shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (ii) disburse the Corporation's funds upon a check or draft of the Corporation signed pursuant to the order of the Board; (iii) render to the Chairperson and the Board, when requested, an account of all transactions as Secretary and of the financial condition of the Corporation; and (iv) have such other powers and perform such other duties as the Chairperson, Board, or these Bylaws may require.

8.1.4 Resignation. Any officer may resign at any time upon written notice to the Board, and such resignation is effective upon receipt or the written notice by the Board unless the notice prescribes a later effective date or unless the notice prescribes a condition to the effectiveness of the resignation.

8.1.5 Vacancy. Notwithstanding Article 5, if the office of the Chairperson, Vice-Chairperson, and Secretary becomes vacant, the Board of Directors shall appoint, by a majority vote, one of its members to fill the unexpired term of the vacated office.

ARTICLE 9
EXCULPATION, INDEMNIFICATION, AND INSURANCE

Section 1. Exculpation. No Director shall be personally liable for the debts, liabilities or obligations of the Corporation.

Section 2. Definitions. For the purposes of this Article 9, “agent” means any person who is or was a Director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, or other enterprise, or was a Director, officer, employee, or agent of a foreign or domestic Corporation which was a predecessor Corporation of the Corporation or of another enterprise at the request of that predecessor Corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Section 3 or 4(b) of this Article 9.

Section 3. Indemnification in Actions by Third Parties. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that that person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with that proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 4. Indemnification in Actions by or in the Right of the Corporation. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that the person is or was an agent of the Corporation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if the person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 4:

- (a) In respect of any claim, issue, or matter as to which that person shall have been adjudged to be liable to the Corporation in the performance of that person's duty to the Corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

- (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 5. Indemnification Against Expenses. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article 9 or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 6. Required Determinations. Except as provided in Section 4 of this Article 9, any indemnification under this Article 9 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article 9, by:

- (a) A majority vote of a quorum consisting of directors who are not parties to the proceeding; or
- (b) The court in which the proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the Corporation.

Section 7. Advance of Expenses. Subject to applicable law (including but not limited to legal restrictions on use of the Corporation's assets, required findings by or on behalf of the Corporation, any applicable federal or state tax laws (including, if the Corporation holds assets upon charitable trusts, its status with respect to such assets)), expenses incurred in defending any proceeding by any Director or elected Board Officer shall, and other agents may, to the maximum extent permitted by the foregoing considerations, be advanced by the Corporation before final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay that amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article 9.

Section 8. Other Indemnification. No provision made by the Corporation to indemnify its or its subsidiary' directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article 9. Nothing contained in this Article 9 shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 9. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article 9, except as provided in Section 4 or 5(b), in any circumstances in which:

- (a) It would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 10. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in that capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against liability under the provisions of this Article 9; provided, however, that the

Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 11. **Nonapplicability to Fiduciaries of Employee Benefit Plans.** This Article 9 does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though that person may also be an agent of the Corporation as defined in Section 2 of this Article 9. The Corporation shall have power to indemnify that trustee, investment manager, or other fiduciary to the extent permitted by Section 207(f) of the California General Corporation Law.

Section 12. **Meetings of the Board.** On written request to the Board by any Director or Board Officer seeking indemnification under these bylaws or the California Nonprofit Public Benefit Corporation Law, the Board shall promptly convene a meeting and in good faith decide whether the applicable standard(s) have been met and, subject to any required findings and other constraints, if any, upon its power to provide such indemnification, if they have been met shall promptly authorize such indemnification.

Section 13. **Federal and State Exculpatory Provisions.** Nothing in this Article 9 shall limit or otherwise adversely affect the rights of qualifying agents of this Corporation under the Federal Volunteer Protection Act of 1997, as amended, Section 5047.5 of the California Corporations Code or similar provisions of other laws or public policies limiting such liability, as now in effect or as any thereof may be amended.

Section 14. **Separability.** Each and every paragraph, sentence, term, and provision of this Article 9 is separate and distinct so that if any paragraph, sentence, term, or provision shall be held to be invalid or unenforceable for any reason, its invalidity or unenforceability shall not affect the validity or enforceability of any other paragraph, sentence, term, or provision of this Article 9. To the extent required, any paragraph, sentence, term, or provision of this Article 9 may be modified by a court of competent jurisdiction to preserve its validity and to provide the claimant with, subject to the limitations set forth in this Article and any agreement between the Corporation and the claimant, the broadest possible indemnification permitted under applicable law.

ARTICLE 9 **AMENDMENTS**

Section 1. **Amendment of Articles.** The amendment of the Articles of Incorporation of the Corporation is provided for by California state law and requires the approval of a majority of the Directors of the Corporation and the filing of a certificate of amendment with the Secretary of State.

Section 2. **Amendment of Bylaws.** These Bylaws may be amended or repealed, or new Bylaws may be adopted, by majority vote of the Directors then in office at the time such amendment is proposed.

ARTICLE 10 **RECORDS**

Section 1. **Minute Book.** The Corporation shall keep or cause to be kept a minute book which shall contain:

- 10.1.1 The record of all meetings of the Board including date, place, those attending and the proceedings thereof, a copy of the notice of the meeting and when and how given, written waivers of notice of meeting, written consents to holding meeting and written approvals of

minutes of meeting, and similarly as to meetings of committees of the Board established pursuant to these Bylaws.

10.1.2 A copy of the Articles of Incorporation, and all amendments thereof, and a copy of all certificates filed with the Secretary of State; and

10.1.3 A copy of these Bylaws, and all amendments hereof, duly certified by the Secretary.

Section 2. **Annual Report.** Financial statements shall be prepared as soon as reasonably practicable after the close of the fiscal year, but not later than the fifteenth (15th) day of the fifth (5th) month after the close of said fiscal year. The financial statements shall contain in appropriate detail the following:

- (a) The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and
- (d) The expenses or disbursements of the Corporation for both general and restricted purposes, during the fiscal year.

10.2.1 Any report furnished to Directors which includes the financial statements prescribed by Section 9.2.1 of these Bylaws shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

10.2.2 A report including the financial statements prescribed by Section 9.2 of these Bylaws shall be furnished annually to all Directors within 120 days after the end of the Corporation's fiscal year.

Section 3. **Report of Transactions and Indemnifications.** The Corporation shall mail, deliver or send by electronic transmission to all Directors a statement of any transaction between the Corporation and one of its officers or Directors or of any indemnification paid to any officer or Director if, and to the extent, required by Section 6322 of the CCC. The statement shall be mailed within 120 days after the close of the fiscal year. The statement required by this Section 3 shall describe briefly:

- (a) Any covered transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000), or which was one of a number of covered transactions in which the same Director or officer of the Corporation had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000).
- (b) The names of the persons involved in such transactions, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest, provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.
- (c) The statement shall describe briefly the amount and circumstances of any indemnifications

or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any officer or Director of the Corporation pursuant to Section 5238 of the CCC.

ARTICLE 11 **MISCELLANEOUS**

Section 1. **Fiscal Year.** The fiscal year of this Corporation shall end on the 30th of June each year.

Section 2. **Bonding.** All Directors, officers or employees handling funds shall be properly bonded, if required by the Board.

Section 3. **Self-Dealing.** In the exercise of voting rights by Directors, no Director shall vote on any issue, motion, or resolution which directly or indirectly inures to his or her benefit financially, except that such Director may be counted in order to qualify a quorum and, except as the Board may otherwise direct, participate in a discussion on such an issue, motion, or resolution if he or she first discloses the nature of his or her interest subject to the applicable provisions of the CCC.

Section 4. **Gifts and Donations.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation not in violation of the Corporation's Articles of Incorporation.

Section 5. **Execution of Instruments.** Unless otherwise set forth in these Bylaws the Board may, by resolution, authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 6. **Checks; Drafts; etc.** Except as otherwise set forth in these Bylaws, or specifically determined by resolution of the Board of Directors, or as otherwise required by law, all checks, drafts, promissory notes, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 7. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8. **Conflict of Interest.** The members of the Board shall be subject to and in compliance with the disclosure and disqualification requirements of applicable law, including, but not limited to, the Political Reform Act, as it may apply, as set forth in Section 87100 *et seq* of the California Government Code, and, without limiting the generality of the foregoing, the Corporation, through its Board, may promulgate from time to time a Conflict of Interest Policy and other policies according to the current law then in effect to be adhered to by its officers and Directors.

Section 9. **Inspection of Articles and Bylaws.** The Corporation shall keep at its principal place of business in Riverside County, California the original or a copy of its Articles and Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by Directors at all reasonable times during office hours.

Section 10. **Inspection by the Public.** In accordance with Section 6104 of the Internal Revenue Code of 1986, as amended, copies of the Corporation's application for tax exemption and any papers submitted in support of such application shall be made available by the Corporation for inspection at the request of any individual during regular business hours at the Corporation's principal place of business and at any regularly maintained regional or district office of the Corporation having three or more employees.

Section 11. **Interpretation and Construction.** Any conflict between these Bylaws and the Articles of Incorporation of this Corporation shall be resolved in favor of the Articles of Incorporation. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 12. **Dissolution.** The Corporation shall not be voluntarily dissolved, except by approval of the Board. In the event of dissolution of the Corporation in any manner and for any cause, after the payment or adequate provision for the payment of all of its debts and liabilities, all of the remaining funds, assets, and properties of the Corporation shall be paid or distributed as provided for in the Articles of Incorporation.

Section 13. **Rules of Order.** Robert's Rules of Order shall be the parliamentary law of all proceedings of the Board and all committees. Notwithstanding the foregoing, failure to follow Robert's Rules of Order at any meeting shall not affect the validity of any corporate action otherwise in compliance with the CCC and this Corporation's Articles of Incorporation, these Bylaws and applicable corporate resolutions.

Section 14. **Job Descriptions and Policies.** Notwithstanding any other provisions in these Bylaws to the contrary, the Board may, at its option, implement job descriptions and policies for Directors, officers, committee members, and employees.

ARTICLE 11 **EMERGENCY PROVISIONS**

During any emergency as defined in Corporations Code Section 5140, including a natural catastrophe, an attack on this state or nation, an act of terrorism or other manmade disaster, or a state of emergency proclaimed by the Governor or by the President, as a result of which a quorum of the Board or of the committee, if any, cannot readily be convened for action, a meeting of the Board or of that committee may be called by any officer or Director. Notice of a meeting so called need be given only to those Directors or members of the committee, as the case may be, as it may be feasible to reach at the time and by the means feasible at the time including, without limitation, publication or radio.

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

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

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of RIVERSIDE COMMUNITIES PATNERSHIP PROJECT, a California nonprofit benefit corporation (“Corporation”); and
2. That the foregoing Bylaws constitutes the Bylaws of said Corporation as duly approved by the Board of Directors of said Corporation at a meeting duly held on November 19, 2020,

IN WITNESS WHEREOF, I have hereunto subscribed my name on November 19, 2020.

RICK BISHOP, Secretary



Riverside Communities Partnership Project Board Meeting Staff Report

Subject: Adoption of the Conflict of Interest Policy

Contact: Princess Hester, Director of Administration, phester@wrcog.us, (951) 405-6704

Date: November 19, 2020

The purpose of this item is to adopt the Conflict of Interest Policy for the Riverside Communities Partnership Project.

Requested Actions:

1. Adopt RCPP Resolution Number 2020-03; A Resolution of the Board of Directors of the Riverside Communities Partnership Project Adopting a Conflict of Interest Policy.
2. Direct the Secretary to sign the Certificate of Secretary directly following the adoption of the Conflict of Interest Policy.

RCHCA works collaboratively on projects throughout the region to recover threatened and endangered species, protect our natural resources, and foster environmental stewardship. RCHCA and other agencies recognize that although each may have different functions, many share similar challenges in fulfilling its mission. Regional collaboration is a strategic method to meet agency objectives.

In November 2019, the RCHCA Board of Directors authorized staff to establish the Riverside Communities Partnership Project (RCPP) as a non-profit 501(c) (3). The mission of the Riverside Communities Partnership Project is to bring together resources to support the conservation, education, and collaboration efforts of the Riverside Habitat Conservation Agency.

RCPP be a vital component of RCHCA and will serve as the entity to apply for grant funding to expand coordination among the many agencies in Riverside County responsible for various land management, community development, emergency preparedness, volunteer, and environmental stewardship projects.

Prior Action:

None.

Fiscal Impact:

This item is for informational purposes only; therefore, there is no fiscal impact.

Attachments:

1. Resolution Number 2020-03; A Resolution of the Board of Directors of the Riverside Communities Partnership Project Adopting a Conflict of Interest Policy.
2. Conflict of Interest Policy for the Riverside Communities Partnership Project.

3. Conflict of Interest Policy Acknowledgement and Interest Disclosure Statement.

Item 4.D

Adoption of Conflict of Interest Policy

Attachment 1

Resolution Number 2020-03; A Resolution of the Board of Directors of the Riverside Communities Partnership Project Conflict of Interest

Page Intentionally Left Blank



Member Jurisdictions

Corona • Hemet • Lake Elsinore • Menifee • Moreno Valley • Murrieta
Perris • Riverside • Temecula • Wildomar • County of Riverside

RESOLUTION NUMBER 2020-03

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE
RIVERSIDE COMMUNITIES PARTNERSHIP PROJECT
ADOPTING A CONFLICT OF INTEREST POLICY**

WHEREAS, the Riverside Communities Partnership Project (RCCP) Board of Directors desires to follow a policy of addressing any conflict of interest or the appearance of any conflict of interest; and

WHEREAS, it is deemed to be in the best interest of RCCP that a Conflict of Interest Policy be adopted; and

WHEREAS, a public meeting was held at a regular meeting of the RCCP Board of Directors on November 19, 2020, at which time all present were given an opportunity to be heard on the adoption of the Conflict of Interest Policy.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of RCCP as follows:

Section 1. The Conflict of Interest Policy attached hereto is adopted in its entirety.

Section 2. That each Director and Officer of RCCP shall be provided a copy of the Conflict of Interest Policy and shall be directed to provide the completed Conflict of Interest Policy Acknowledgement and Interest Disclosure Statement (contained within the Policy) to the Secretary.

Section 3. That the Secretary shall report to the Board of Directors of any conflict of interest reported to the Secretary, or of which the Secretary becomes aware, at the next meeting of the Board of Directors.

Section 4. The said Conflict of Interest Policy shall become effective immediately upon approval by the Riverside Communities Partnership Project Board of Directors.

PASSED AND ADOPTED by the Board of Directors of the Riverside Communities Partnership Project on November 19, 2020.

Michael Vargas, Chair
RCCP Board of Directors

Rick Bishop, Secretary
RCCP Board of Directors

Approved as to form:

Aaron Gettis
RCCP Legal Counsel

AYES: _____ NAYS: _____ ABSENT: _____ ABSTAIN: _____

Page Intentionally Left Blank

Item 4.D

Adoption of Conflict of Interest Policy

Attachment 2

Conflict of Interest Policy for the Riverside
Communities Partnership Project

Page Intentionally Left Blank

**CONFLICT OF INTEREST POLICY
FOR THE
RIVERSIDE COMMUNITIES PARTNERSHIP PROJECT**

**ARTICLE I
PURPOSE**

The purpose of this Policy is to protect the interests of the Riverside Communities Partnership Project (RCPP) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Interested Person. While this Policy seeks to ensure the continuation of the state of RCPP as a tax-exempt organization under applicable federal and state laws, it is intended to supplement, but not replace, applicable federal and state laws prescribing conflicts of interest rules governing nonprofit and charitable corporations.

**ARTICLE II
DEFINITIONS**

Whenever used in the Policy, the following terms shall have the meanings ascribed thereto in this Article II, unless a different meaning is required by the context:

- 2.1 **Board.** The term “Board” means the Board of Directors of the RCPP.
- 2.2 **Committee.** The term “Committee” jointly and severally means each committee of the RCPP with the right to exercise powers delegated to it, directly or indirectly, by or through the Board.
- 2.3 **Conflict of Interest.** The term “Conflict of Interest” jointly and severally means an actual or potential, direct or indirect, Financial Interest or Non-Pecuniary Interest or other benefit, in cash or in kind (“Other Benefit”), to a Director, Officer, member of a committee or Other Person arising on account of the RCPP entering into, or contemplating to enter into, a transaction or arrangement. The foregoing definition shall be construed broadly, with any doubt or ambiguity resolved in such a manner that a Conflict of Interest shall be deemed to exist.
- 2.4 **Director(s).** The term “Director(s)” jointly and severally means each person individually serving on the Board.
- 2.5 **Financial Interest.** The term “Financial Interest” means an interest of, or inuring to, an individual directly or indirectly, through any business, investment, extended family, or other public or private relationship, by way of:
- (a) An ownership or investment interest in any entity with which the RCPP has a transaction or arrangement;
 - (b) A compensation arrangement with the RCPP or with any entity or individual with which the RCPP has a transaction or arrangement; or

- (c) A potential ownership or investment interest in, or a potential compensation arrangement with, any entity or individual with which the RCPP is contemplating or negotiating a transaction or arrangement.

For purposes of this Section 2.5, the term “Compensation” shall include, without limitation, direct remuneration, indirect remuneration, and gifts or favors that are not insubstantial in nature.

2.6 **Interested Person.** The term “Interested Person” jointly and severally means any Director, Officer, member of a committee or Other Person who has a Financial Interest or Non-Pecuniary Interest or Other Benefit. If an individual is an Interested Person with respect to any entity affiliated with the RCPP, including the Riverside County Habitat Conservation Agency, then that individual is an Interested Person with respect to the RCPP and all entities affiliated with the RCPP.

2.7 **Non-Pecuniary Interest.** The term “Non-Pecuniary Interest” means an interest, other than a Financial Interest or Other Benefit, of, or inuring to, any individual directly or indirectly, through any business, investment, extended family, or other public or private, relationship, by way of:

- (a) An affiliation with any individual with whom the RCPP has, or is contemplating or negotiating, a transaction or arrangement, or
- (b) An affiliation with any entity with which the RCPP has, or is contemplating or negotiating, a transaction or arrangement.

For purposes of this Section 2.7, non-exhaustive examples of a Non-Pecuniary Interest include:

- (i) Serving as a Director, Officer, member of a committee with a Board- or entity-delegated powers, trustee, executor or executrix, or in like representative capacity, of an entity or individual, with which or whom, as the case may be, the RCPP has, or is contemplating or negotiating, a transaction or arrangement; or
- (ii) A member of an extended family serving as a Director, Officer, member of a committee with Board- or entity-delegated powers, trustee, executor or executrix, or in like representative capacity, of an entity or individual, with which or whom, as the case may be, the RCPP has, or is contemplating or negotiating, a transaction or arrangement; or
- (iii) A business or investment partner, including any such partner of a member of an extended family serving as a Director, Officer, member of a committee with Board- or entity-delegated powers, trustee, executor or executrix, or in like representative capacity, of an entity or individual, with which or whom, as the case may be, the RCPP has, or is contemplating or negotiating, a transaction or arrangement.

2.8 **Corporation.** The term “Corporation” means RIVERSIDE COMMUNITIES PARTNERSHIP PROJECT (RCPP), a California nonprofit public benefit corporation.

2.9 **Other Person.** The term “Other Person” means any individual, other than a Director, Officer or member of a committee, who has Board- or committee-delegated powers to act, directly or indirectly, for or on behalf of the RCPP in respect of the RCPP entering into, or contemplating to enter into, any transaction or arrangement.

2.10 **Policy.** The term “Policy” means this RCPP CONFLICT OF INTEREST POLICY.

ARTICLE III **PROCEDURES**

3.1 Duty to Disclose.

3.1.1 **General.** In connection with any Conflict of Interest, an Interested Person must disclose, with reasonable certitude, all material facts evidencing the existence and nature of his or her Financial Interest or Non-Pecuniary Interest or Other Benefit to the Directors and committee members considering the proposed transaction or arrangement.

3.1.2 **Certain Non-Pecuniary Interests.** Each Director, Officer, committee member and Other Person shall disclose on an annual basis each public and private entity for which he or she, or a member of his or her extended family, presently serves, or served within the immediately preceding two (2) years, as a Director, Officer, member of a committee with Board- or entity-delegated powers, trustee, or in like representative capacity. Such disclosure shall be made on the annual statement required by Article VI hereof and shall be reviewed by the Board and the committee as part of its preliminary due diligence in considering any proposed transaction or arrangement. Notwithstanding anything in this Policy or otherwise to the contrary, the requirement imposed upon the Board and the committee by this Section 3.1.2 shall not relieve any Interested Person of his or her duty to disclose any Financial Interest or Non-Pecuniary Interest or Other Benefit in accordance with Section 3.1.1 hereof.

3.2 **Determining Whether Conflict of Interest Exists.** After disclosure of the Financial Interest or Non-Pecuniary Interest or Other Benefit, the Interested Person shall leave the Board or committee meeting while the Financial Interest, Non-Pecuniary Interest or Other Interest is discussed and voted upon. The disclosure shall be submitted to all Directors or committee members, other than any Interested Person, eligible to vote on such proposed transaction or arrangement, who shall decide whether or not a Conflict of Interest exists.

3.3 **Procedures for Addressing Conflicts of Interest.** Prior to the RCPP entering into any proposed transaction or arrangement in respect of which a Conflict of Interest has been disclosed, each of the following shall be established as a matter of fact:

3.3.1 The Chairperson of the Board or committee shall, in good faith, consider and determine, if appropriate, whether or not to appoint a non-Interested Person or committee to investigate alternatives to the proposed transaction

or arrangement.

- 3.3.2 After exercising due diligence and reasonable investigation under the circumstances, the Board or committee shall consider and, in good faith, determine whether the RCPP can obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances from a person or entity that would not give rise to a Conflict of Interest.
- 3.3.3 If a more advantageous transaction or arrangement is not attainable in accordance with Section 3.3.2 hereof, then the Board shall, in good faith, determine by a majority vote of all Directors eligible to vote, who are non-Interested Persons and have full knowledge of all the material facts disclosed pursuant to Section 3.1.1 hereof (i) that the proposed transaction or the arrangement is in RCPP's best interest and for RCPP's own benefit, and (ii) that the proposed transaction or arrangement is fair and reasonable to RCPP at the time when the RCPP enters into the proposed transaction or arrangement, and, in the absence of such good faith determinations, the Board shall not authorize, approve or ratify the entering into the proposed transaction or arrangement by the RCPP.

For purposes of the foregoing paragraph in this Section 3.3.3, "Committee" shall be inserted in lieu of "Board," provided, however, that such committee shall have complied with procedures set forth in this Section 3.3, and that it was, in good faith, determined by such committee that it was not reasonably practicable to obtain Board approval in accordance with the foregoing paragraph in this Section 3.3.3 prior to such committee authorizing or approving the entering into the proposed transaction or arrangement by the RCPP.

3.4 Violations of this Policy.

3.4.1 If the Board or a committee has reasonable cause to believe that a Director, Officer, committee member or Other Person has failed to disclose a Conflict of Interest, the Board or committee shall inform such Director, Officer, committee member or Other Person of the basis for such belief and afford such Director, Officer, committee member or Other Person an opportunity to explain the alleged failure to disclose.

3.4.2 If, after hearing the response of such Director, Officer, committee member or Other Person and making such further investigation as may be necessary and required, in accordance with this Policy or otherwise, under the circumstances, the Board or committee determines that such Director, Officer, committee member or Other Person has in fact failed to disclose a Conflict of Interest, then the Board or committee shall take appropriate disciplinary and corrective action, including, without limitation, the timely bringing of a proper court action seeking any or all of the remedies specified in subdivision (h) of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE IV
RECORDS OF PROCEEDINGS

The minutes of the Board and committees shall contain:

- (1) The name of each person, whether or not such person constituted an Interested Person, who disclosed or otherwise was found to have a Financial Interest or Non-Pecuniary Interest in connection with a proposed transaction or arrangement, the nature of the Financial Interest or Non-Pecuniary Interest or Other Benefit, any action taken to determine whether a Conflict of Interest existed, and the decision of the Board or committee as to whether or not a Conflict of Interest in fact existed; and
- (2) The name of each person who was present for discussions and votes relating to the proposed transaction or arrangement, the content of the discussion, including any alternative to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

ARTICLE V
COMPENSATION COMMITTEES; RECUSAL

A voting member of any committee, whose jurisdiction includes compensation matters, who received compensation (as that term is defined in Section 2.5 hereof), directly or indirectly, from the Corporation is precluded from voting on matters pertaining to that member's compensation.

ARTICLE VI
ANNUAL STATEMENTS

Each Director, Officer, committee member and Other Person shall sign on an annual basis a statement which, in addition to containing the disclosure required by Section 3.1.2 of this Policy, affirms that such Director, Officer, committee member or Other Person:

- (1) Has received a copy of this Policy,
- (2) Has read and understands this Policy,
- (3) Has agreed to comply with this Policy, and
- (4) Understands that the RCPP is a tax-exempt charitable organization, and that in order to maintain its federal and state tax-exempt status, the RCPP must engage primarily in activities which accomplish one or more of its recognized charitable and tax-exempt purposes.

ARTICLE VII
PERIODIC REVIEWS

To ensure that the RCPP operates in a manner consistent with its charitable purposes, and that it

does not engage in any activity that could jeopardize its status as a federal and state tax-exempt charitable organization, the Board shall conduct periodic reviews of its operations. The periodic reviews shall, at a minimum, include the following subjects:

- (1) Whether compensation arrangements and the benefits are reasonable and are the result of arm's-length bargaining.
- (2) Whether partnership and joint venture arrangements and arrangements the Other Persons affiliated with the RCPP conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the RCPP's charitable purposes, and do not result in inurement or impermissible private benefit.
- (3) Whether agreements to provide services, products and the like further the RCPP's charitable purposes and do not result in inurement or impermissible private benefit.

ARTICLE VIII **USE OF OUTSIDE EXPERTS**

In conducting the periodic reviews provided for in Article VII, the RCPP may, but need not, use outside advisors. If outside experts are used, then such use shall not relieve the Board of its responsibility for ensuring that such periodic reviews are conducted.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of RIVERSIDE COMMUNITIES PATNERSHIP PROJECT, a California nonprofit benefit corporation (“Corporation”); and
2. That the foregoing Conflicts of Interest Policy constitutes the Conflict of Interest Policy of said Corporation as duly approved by the Board of Directors of said Corporation at a meeting duly held on November 19, 2020,

IN WITNESS WHEREOF, I have hereunto subscribed my name on November 19, 2020.

RICK BISHOP, Secretary

Page Intentionally Left Blank

Item 4.D

Adoption of Conflict of Interest Policy

Attachment 3

Conflict of Interest Policy Acknowledgement
and Interest Disclosure Statement

Page Intentionally Left Blank

**CONFLICT OF INTEREST POLICY
ACKNOWLEDGMENT AND INTEREST DISCLOSURE STATEMENT
FOR THE
RIVERSIDE COMMUNITIES PARTNERSHIP PROJECT**

Our corporation follows a Conflict of Interest Policy designed to foster public confidence in our integrity and to protect our interest when we are contemplating entering a transaction or arrangement that might benefit the private interest of an Officer, Director, committee member, key employees, or other interested persons.

Part I. Acknowledgment of Receipt

I hereby acknowledge that I have received a copy of the Conflict of Interest Policy of **Riverside Communities Partnership Project**, have read and understood it, and agree to comply with its terms.

Signature

Date

Printed Name

Part II. Disclosure of Financial Interests

The Corporation is required to file Form 990 annually with the Internal Revenue Service, which is available to the public. To complete Form 990 fully and accurately, each Director, committee member, and key employee needs to disclose the information requested in this Part II.

A “conflict of interest,” for purposes of Form 990, arises when a person in a position of authority over an organization, such as an Officer, Director, or key employee, may benefit financially from a decision he or she could make in such capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.

Please check ONE of the following boxes:

- My interests and relationships have not changed since my last disclosure of interests. [Proceed to signature block below. Do not complete the tables.]

OR

- I hereby disclose or update my interests and relationships that could give rise to a conflict of interest. [Complete the table below. Use additional pages as needed.]

Family Relationships	Names of those presenting a potential conflict of interest
Include spouse / domestic partner, living ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great grand-children, and spouses / domestic partners of brothers, sisters, children, grandchildren, and great grandchildren.	
Type of Interest	Description of interest that could lead to a conflict of interest
Transactions or arrangements with the Corporation	
Transactions or affiliations with other nonprofit organizations	
Substantial business or investment holdings	
Transactions or affiliations with businesses not listed above	

I am not aware of any financial interest involving me or a family relationship that could present a conflict of interest that I have not disclosed either above or in a previous disclosure statement.

Signature

Date



Riverside Communities Partnership Project Board Meeting Staff Report

Subject: Authorization of Actions of Officers

Contact: Princess Hester, Director of Administration, phester@wrcog.us, (951) 405-6704

Date: November 19, 2020

The purpose of this item is to authorize the actions of Officers and to sign and enter into contracts of the Riverside Communities Partnership Project.

Requested Actions:

1. Adopt Resolution Number 2020-05; A Resolution of the Board of Directors of the Riverside Communities Partnership Project authorizing actions of Officers.
 2. Authorize Officers to execute contracts in accordance with procurement policies and procedures of the Western Riverside Council of Governments.
-

In November 2019, the RCHCA Board of Directors authorized staff to establish the Riverside Communities Partnership Project (RCPP) as a nonprofit 501(c)(3). The mission of RCPP is to bring together resources to support the conservation, education, and collaboration efforts of the Riverside County Habitat Conservation Agency.

RCPP will be a vital component of RCHCA. It will serve as the entity to apply for grant funding to expand coordination among the many Riverside County agencies responsible for various land management, community development, emergency preparedness, volunteer, and environmental stewardship projects.

The Riverside County Habitat Conservation Agency is under the umbrella of the Western Riverside Council of Governments (WRCOG). RCHCA adopts the policies and procedures administered by WRCOG.

Prior Action:

None.

Fiscal Impact:

This item is for informational purposes only; therefore, there is no fiscal impact.

Attachment:

1. Resolution Number 2020-05; A Resolution of the Board of Directors of the Riverside Communities Partnership Project authorizing actions of Officers.

Page Intentionally Left Blank

Item 4.E

Authorization of Actions of Officers

Attachment 1

Resolution Number 2020-05; A Resolution
of the Board of Directors of the Riverside
Communities Partnership Project
authorizing actions of Officers

Page Intentionally Left Blank



Member Jurisdictions

Corona • Hemet • Lake Elsinore • Menifee • Moreno Valley • Murrieta
Perris • Riverside • Temecula • Wildomar • County of Riverside

RESOLUTION NUMBER 2020-05

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE
RIVERSIDE COMMUNITIES PARTNERSHIP PROJECT
AUTHORIZING ACTIONS OF OFFICERS**

WHEREAS, the Riverside Communities Partnership Project (RCPP) Board of Directors is determined to grant signing and authority to certain Officers(s) described hereunder; and

WHEREAS, a public meeting was held at a regular meeting of the Board of Directors of the RCPP on November 19, 2020, at which time all present were given an opportunity to be heard on the authorization of certain Officers to sign and enter into contracts.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Riverside Communities Partnership Project as follows:

Section 1. The Board of Directors is hereby authorized and approved to authorize and empower the following Officers(s) to make, execute, endorse, and deliver in the name of and on behalf of the Corporation, but shall not be limited to, any and all written instruments, grant applications, agreements, documents, execution of deeds, powers of attorney, transfers, assignments, contracts, obligations, certificates and other instruments of whatever nature entered into by this Corporation: Chairperson, Vice-Chairperson, and Secretary.

Section 2. The said authorization shall become effective immediately upon approval by the Riverside Communities Partnership Project Board of Directors.

PASSED AND ADOPTED by the Board of Directors of the Riverside Communities Partnership Project on November 19, 2020.

Michael Vargas, Chair
RCPP Board of Directors

Rick Bishop, Secretary
RCPP Board of Directors

Approved as to form:

Aaron Gettis
RCPP Legal Counsel

AYES: _____ NAYS: _____ ABSENT: _____ ABSTAIN: _____

Page Intentionally Left Blank



Riverside Communities Partnership Project Board Meeting Staff Report

Subject: Authorization to File for Tax Exemption Status, Reports, and Registration Statements

Contact: Princess Hester, Director of Administration, phester@wrcog.us, (951) 405-6704

Date: November 19, 2020

The purpose of this item is to authorize Officers to file for tax exemption status and to file reports and registration statements for the State of California for the Riverside Communities Partnership Project.

Requested Actions:

1. Adopt Resolution Number 2020-06; A Resolution of the Board of Directors of the Riverside Communities Partnership Project authorizing its Officers to file for tax exemption under Section 501(c)(3) of the Internal Revenue Code.
 2. Authorize Officers of the RCPP to file for tax exemption to become a charitable organization under Section 501(c)(3) of the Internal Revenue Code.
 3. Authorize Officers of the RCPP to file reports and registration statements in California, including (a) Statement of Information with the Secretary of State (SI-100); (b) Tax Exemption with the Franchise Tax Board (FTB 3500); and (c) Registry of Charitable Organizations with the Attorney General's Office (RRF-1).
-

In November 2019, the RCHCA Board of Directors authorized staff to establish the Riverside Communities Partnership Project (RCPP) as a non-profit 501(c) 3). The mission of the Riverside Communities Partnership Project is to bring together resources to support the conservation, education, and collaboration efforts of the Riverside Habitat Conservation Agency.

RCPP will be a vital component of RCHCA. It will serve as the entity to apply for grant funding to expand coordination among the many Riverside County agencies responsible for various land management, community development, emergency preparedness, volunteer, and environmental stewardship projects.

Prior Action:

None.

Fiscal Impact:

This item is for informational purposes only; therefore, there is no fiscal impact.

Attachments:

1. Resolution Number 2020-06; A Resolution of the Board of Directors of the Riverside Communities Partnership Project authorizing its Officers to file for tax exemption under Section 501(c)(3) of the

- Internal Revenue Code.
2. Resolution Number 2020-07; A Resolution of the Board of Directors of the Riverside Communities Partnership Project authorizing its Officers to file reports and registration statements in California.

Item 4.F

Authorization to File for Tax
Exemption Status, Reports, and
Registration Statements

Attachment 1

Resolution Number 2020-06; A Resolution
of the Board of Directors of the Riverside
Communities Partnership Project
authorizing its Officers to file for tax
exemption under Section 501(c)(3) of the
Internal Revenue Code

Page Intentionally Left Blank



Member Jurisdictions

Corona • Hemet • Lake Elsinore • Menifee • Moreno Valley • Murrieta
Perris • Riverside • Temecula • Wildomar • County of Riverside

RESOLUTION NUMBER 2020-06

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE
RIVERSIDE COMMUNITIES PARTNERSHIP PROJECT
AUTHORIZING ITS OFFICERS TO FILE FOR TAX EXEMPTION
UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE**

WHEREAS, it is in the best interest of the Riverside Communities Partnership Project (RCCP) to file for nonprofit tax-exempt status with the Internal Revenue Service (IRS), Department of Treasury under the IRS tax code Section 501(c)(3); and

WHEREAS, a public meeting was held at a regular meeting of the Board of Directors of the RCCP on November 19, 2020, at which time all present were given an opportunity to be heard on the authorization of certain Officers to sign and enter into contracts.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Riverside Communities Partnership Project as follows:

Section 1. That the Officers of the RCCP are authorized to file for tax exemption with the IRS and Department of Treasury.

Section 2. The said authorization shall become effective immediately upon approval by the Riverside Communities Partnership Project Board of Directors.

PASSED AND ADOPTED by the Board of Directors of the Riverside Communities Partnership Project on November 19, 2020.

Michael Vargas, Chair
RCCP Board of Directors

Rick Bishop, Secretary
RCCP Board of Directors

Approved as to form:

Aaron Gettis
RCCP Legal Counsel

AYES: _____ NAYS: _____ ABSENT: _____ ABSTAIN: _____

Page Intentionally Left Blank

Item 4.F

Authorization to File for Tax
Exemption Status, Reports, and
Registration Statements

Attachment 2

Resolution Number 2020-07; A Resolution
of the Board of Directors of the Riverside
Communities Partnership Project
authorizing its Officers to file reports and
registration statements in California

Page Intentionally Left Blank



Member Jurisdictions

Corona • Hemet • Lake Elsinore • Menifee • Moreno Valley • Murrieta
Perris • Riverside • Temecula • Wildomar • County of Riverside

RESOLUTION NUMBER 2020-07

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE
RIVERSIDE COMMUNITIES PARTNERSHIP PROJECT
AUTHORIZING ITS OFFICERS TO FILE REPORTS AND
REGISTRATION STATEMENTS IN CALIFORNIA**

WHEREAS, it is in the best interest of the Riverside Communities Partnership Project (RCCP) to file for nonprofit tax-exempt status with the State of California, Franchise Tax Board; and

WHEREAS, it is in the best interest of RCCP to file registration statements with the State of California, Secretary of State; and

WHEREAS, it is in the best interest of RCCP to file Registry of Charitable Trusts with the State of California, Attorney General's Office; and

WHEREAS, the Board of Directors of RCCP desires to grant authority to file reports and registration statements with the State of California to certain person(s) described hereunder; and

WHEREAS, a public meeting was held at a regular meeting of the Board of Directors of RCCP on November 19, 2020, at which time all present were given an opportunity to be heard on the authorization to file reports and registration statements in California.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Riverside Communities Partnership Project as follows:

Section 1. The Board of Directors is hereby authorized and approved to authorize and empower Officers of the Riverside Communities Partnership Project to file any and all reports and registration statements in California in the name of and on behalf of the Riverside Communities Partnership Project.

Section 2. The said authorization shall become effective immediately upon approval by the Riverside Communities Partnership Project Board of Directors.

PASSED AND ADOPTED by the Board of Directors of the Riverside Communities Partnership Project on November 19, 2020.

Michael Vargas, Chair
RCPP Board of Directors

Rick Bishop, Secretary
RCPP Board of Directors

Approved as to form:

Aaron Gettis
RCPP Legal Counsel

AYES: _____ NAYS: _____ ABSENT: _____ ABSTAIN: _____



Riverside Communities Partnership Project Board Meeting Staff Report

Subject: Adoption of Statement of Investment Policy, Bank Designation, and Authorized Signatories

Contact: Princess Hester, Director of Administration, phester@wrcog.us, (951) 405-6704

Date: November 19, 2020

The purpose of this item is to adopt the Investment Policies of the Western Riverside Council of Governments, seek approval of bank selection, and designation of authorized signatories for the Riverside Communities Partnership Project.

Requested Actions:

1. Adopt Resolution Number 2020-04; A Resolution of the Board of Directors of the Riverside Communities Partnership Project authorizing its Officers to establish a bank account and have signature authority.
2. Adopt the Statement of Investment Policies of Western Riverside Council of Governments.
3. Approve the selection of Citizens Business Bank as the RCPP's Bank.
4. Designate the Executive Director, Deputy Executive Director, and Chief Financial Officer as authorized signatory(ies) on RCPP's account at Citizens Business Bank.

In November 2019, the RCHCA Board of Directors authorized staff to establish the Riverside Communities Partnership Project (RCPP) as a non-profit 501(c) (3). The mission of the Riverside Communities Partnership Project is to bring together resources to support the conservation, education, and collaboration efforts of the Riverside Habitat Conservation Agency.

RCPP will be a vital component of RCHCA. It will serve as the entity to apply for grant funding to expand coordination among the many Riverside County agencies responsible for various land management, community development, emergency preparedness, volunteer, and environmental stewards.

The Riverside County Habitat Conservation Agency (WRCOG) is under the umbrella of Western Riverside Council of Governments. The RCHCA adopts the policies and procedures administered by WRCOG. This report is to adopt the Statement of Investment Policies of WRCOG and to approve the bank selection and designation of authorized signatories for the RCPP.

Prior Action:

None.

Fiscal Impact:

This item is for informational purposes only; therefore, there is no fiscal impact.

Attachment:

1. Resolution Number 2020-04; A Resolution of the Board of Directors of the Riverside Communities Partnership Project authorizing its Officers to establish a bank account and have signature authority.

Item 4.G

Adoption of Statement of Investment Policy, Bank Designation, and Authorized Signatories

Attachment 1

Resolution Number 2020-04; A Resolution of the Board of Directors of the Riverside Communities Partnership Project authorizing its Officers to establish a bank account and have signature authority

Page Intentionally Left Blank



Member Jurisdictions

Corona • Hemet • Lake Elsinore • Menifee • Moreno Valley • Murrieta
Perris • Riverside • Temecula • Wildomar • County of Riverside

RESOLUTION NUMBER 2020-04

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE
RIVERSIDE COMMUNITIES PARTNERSHIP PROJECT
AUTHORIZING ITS OFFICERS TO ESTABLISH A BANK ACCOUNT AND
HAVE SIGNATURE AUTHORITY**

WHEREAS, it is in the best interest of the corporation to establish a bank account to receive and distribute funds on behalf of the Riverside Communities Partnership Project (RCPP); and

WHEREAS, it is in the best interest of RCPP for the Secretary to have signature authority on the bank account in order to fulfill the mission of RCPP and for the benefit of the Riverside County Habitat Conservation Agency (RCHCA), a public entity under the authority of Section 6500 *et. seq.* of the California Government Code, for the purpose of facilitating responsible conservation, education, coordination and collaboration; and

WHEREAS, a public meeting was held at a regular meeting of the Board of Directors of RCPP on November 19, 2020, at which time all present were given an opportunity to be heard on the authorization of certain officers to establish a bank account and have appropriate signature authority for the sole benefit of RCPP and RCHCA.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Riverside Communities Partnership Project as follows:

Section 1. The Secretary of the Riverside Communities Partnership Project is authorized to open a bank account and have signature authority on the bank account.

Section 2. The said authorization shall become effective immediately upon approval by the Riverside Communities Partnership Project Board of Directors.

PASSED AND ADOPTED by the Board of Directors of the Riverside Communities Partnership Project on November 19, 2020.

Michael Vargas, Chair
RCPP Board of Directors

Rick Bishop, Secretary
RCPP Board of Directors

Approved as to form:

Aaron Gettis
RCPP Legal Counsel

AYES: _____ NAYS: _____ ABSENT: _____ ABSTAIN: _____



Riverside Communities Partnership Project Board Meeting Staff Report

Subject: Authorize Use of RCHCA Logo and In-Kind Staff Support Services
Contact: Princess Hester, Director of Administration, phester@wrcog.us, (951) 405-6704
Date: November 19, 2020

The purpose of this item is to authorize the Riverside Communities Partnership Project (RCPP) to use the logo of the Riverside County Habitat Conservation Agency and to approve the use of in-kind staff support services from the Western Riverside Council of Governments.

Requested Actions:

1. Authorize the Riverside Communities Partnership Project to use the Riverside County Habitat Conservation Agency logo and RCPP logo; and
 2. Approve the Western Riverside Council of Governments' Executive Director to arrange for provision of in-kind staff support to the RCPP.
-

In November 2019, the RCHCA Board of Directors authorized staff to establish the RCPP as a non-profit 501(c)(3). The mission of RCPP is to bring together resources to support the conservation, education, and collaboration efforts of the Riverside Habitat Conservation Agency.

RCPP will be a vital component of RCHCA. It will serve as the entity to apply for grant funding to expand coordination among the many Riverside County agencies responsible for various land management, community development, emergency preparedness, volunteer, and environmental stewards.

RCHCA is under the umbrella of Western Riverside Council of Governments (WRCOG). RCHCA adopts the policies and procedures administered by WRCOG.

Prior Action:

None.

Fiscal Impact:

This item is for informational purposes only; therefore, there is no fiscal impact.

Attachment:

None.

Page Intentionally Left Blank



Riverside Communities Partnership Project Board Meeting Staff Report

Subject: Approval of the Fiscal Year 2020/2021 Agency Budget

Contact: Princess Hester, Director of Administration, phester@wrcog.us, (951) 405-6704

Date: November 19, 2020

The purpose of this item is to request approval of the Fiscal Year 2020/2021 Agency Budget.

Requested Action:

1. Adopt Resolution Number 2020-08; A Resolution of the Board of Directors of the Riverside Communities Partnership Project adopting the Fiscal Year 2020/2021 Agency Budget.

In November 2019, the RCHCA Board of Directors authorized staff to establish the Riverside Communities Partnership Project (RCPP) as a non-profit 501(c)(3). The mission of the Riverside Communities Partnership Project is to bring together resources to support the conservation, education, and collaboration efforts of the Riverside Habitat Conservation Agency.

RCPP will be a vital component of RCHCA. It will serve as the entity to apply for grant funding to expand coordination among the many Riverside County agencies responsible for various land management, community development, emergency preparedness, volunteer, and environmental stewards.

Prior Action:

None.

Fiscal Impact:

All known and expected revenues and expenditures impacting the Agency have been budgeted for Fiscal Year 2020/2021.

Attachments:

1. Resolution Number 2020-08; A Resolution of the Board of Directors of the Riverside Communities Partnership Project adopting the Fiscal Year 2020/2021 Agency Budget.
2. Proposed Fiscal Year 2020/2021 Agency Budget.

Page Intentionally Left Blank

Item 4.I

Approval of the Fiscal Year
2020/2021 Agency Budget

Attachment 1

Resolution Number 2020-08; A Resolution
of the Board of Directors of the Riverside
Communities Partnership Project adopting
the Fiscal Year 2020/2021 Agency Budget

Page Intentionally Left Blank



Member Jurisdictions

Corona • Hemet • Lake Elsinore • Menifee • Moreno Valley • Murrieta
Perris • Riverside • Temecula • Wildomar • County of Riverside

RESOLUTION NUMBER 2020-08

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE
RIVERSIDE COMMUNITIES PARTNERSHIP PROJECT
ADOPTING THE FISCAL YEAR 2020/2021 AGENCY BUDGET**

WHEREAS, the Riverside Communities Partnership Project (RCPP) operates on a fiscal year basis, beginning July 1 of each year and continuing until June 30 of the succeeding year; and

WHEREAS, the primary objective and purpose for RCPP is to provide support to the Riverside County Habitat Conservation Agency (RCHCA), a public entity under the authority of Section 6500 *et. seq.* of the California Government Code, for the purpose of facilitating responsible conservation, education, coordination and collaboration; and

WHEREAS, pursuant to Section 4.G of the RCPP Bylaws, the Board of Directors shall prepare and approve an annual budget to provide adequate resources to meet the mission and objectives of the organization; and

WHEREAS, on November 19, 2020, the proposed Budget for Fiscal Year 2020/2021 was presented to the RCPP Board of Directors.

NOW THEREFORE, BE IT RESOLVED THAT the Board of Directors of the Riverside Communities Partnership Project, in regular session, assembled on November 19, 2020, hereby approves and adopts the RCPP Fiscal Year 2020/2021 Agency Budget.

PASSED AND ADOPTED by the Board of Directors of the Riverside Communities Partnership Project on November 19, 2020.

Michael Vargas, Chair
RCPP Board of Directors

Rick Bishop, Secretary
RCPP Board of Directors

Approved as to form:

Aaron Gettis
RCPP Legal Counsel

AYES: _____ NAYS: _____ ABSENT: _____ ABSTAIN: _____

Page Intentionally Left Blank

Item 4.1

Approval of the Fiscal Year
2020/2021 Agency Budget

Attachment 2

Proposed Fiscal Year 2020/2021
Agency Budget

Page Intentionally Left Blank



Riverside Communities Partnership Project
Fiscal Year 2020/2021
Proposed Annual Budget

**Proposed
 Budget
 6/30/2021**

Program: Administration

Revenues and Transfers in

RCPP Other Revenues		8,000
Interest Revenue - Banks		2,000
Total Revenues		\$ 10,000

Expenses

Program / Office Supplies		500
Other Incidentals		100
Special Program Expense		9,400
Total Expenses	Total	\$ 10,000