

## ARTICLES OF INCORPORATION

### I

The Name of this corporation is Santiago Creek Greenway Alliance.

### II

- 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 charitable purposes.
- B. The specific purpose for which this corporation is organized is the preservation, restoration, and enhancement of the ecological, scenic, historical, and recreational resources of the Santiago Creek. The means of accomplishing this objective may include, but are not limited to: public education; preserving, beautifying, and maintaining the creek; acquiring, by gift or purchase, land currently in private ownership, for the transfer to a government agency.

### III

The name and address in the State of California of this corporation's initial agent for service of process is:

Marcel Howard DeCruyenaere 2417 North Park Blvd. Santa Ana, CA 92706

### IV

- A. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501-c-(3) of the International Revenue Code.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

### V

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

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, education, or scientific purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code, and which has established its tax-exempt status under Section 501-c- (3) of the Internal Revenue Code.

## BYLAWS OF THE SANTIAGO CREEK GREENWAY ALLIANCE

### ARTICLE I- PURPOSE

Section 1. The primary purpose of the Santiago Creek Greenway Alliance is to create a greenway, a linear corridor of protected open space managed for conservation and recreational purposes, along the entire length of Santiago Creek. SCGA seeks to preserve, restore, and enhance the ecological, scenic, historic, and recreational resources of Santiago Creek.

### ARTICLE II- MEMBERSHIP

#### **Definition of a member:**

A member is any person, 18 years old or older, who has attended at least one of the regular SCGA monthly meetings in the last 12 months and requests (or is asked) to become a member and a majority of the board of directors or a majority of the members agree with the membership, and the person signs a liability waiver. The qualifying attendance at a meeting may be the persons first meeting and could be the day that the person requests membership or is asked to join.

All memberships expire on December 31 of every year. Memberships can be carried over to the next year by the member signing a liability waiver. After March of the next year and the person has not signed a liability waiver, that person is no longer a member. The person can become a member again by signing a liability waiver.

### ARTICLE III- DUTIES OF OFFICERS

Section 1. The President of SCGA shall:

- Direct and administer the affairs of the organization as its executive head;
- Preside over meeting or appoint a Parliamentarian to conduct meetings;
- Prepare an annual report;
- Serve as an ex officio member if all committees except the nominating committee.

Section 2. The Vice President shall:

- Assist the President in carrying out the administrative responsibilities of the organization;
- Perform the duties of the President in his or her absence;
- Become president for the unexpired term in the event of the office of President becomes vacant;
- Coordination a master list of tasks and objectives of the organization.

Section 3. The Secretary shall:

- Keep records of all proceedings of meetings;
- Conduct the correspondence of the organization;
- Maintain a master calendar of activities;
- Perform all other duties associated with the office of Secretary not delegated to the Treasurer.

Section 4. The Treasurer shall;

- Maintain custody of the organization's funds and disperse than as instructed by the Board of Directors;
- Submit a ~~monthly~~ semi annual report to the Board of Directors itemizing all receipts and expenditures ~~for the month~~;
- Submit an annual report on the organization's finances;
- Keep a record of all the physical assets of the organization;
- Develop and control the annual budget;
- Research and advise the Board of Directors on financial matters, including IRS regulations, exemption filings, and internal control procedures;
- Prepare a profit and loss statement for each special event;
- Prepare or arrange for the preparation of all tax filings;

#### ARTICLE IV – ELECTION OF OFFICERS

Section 1. The election of officers shall be held annually. The term of each office shall begin February 1.

Section 2. Vacancies in offices other than the President shall be filled by majority vote of the Board of Directors for the remainder of the unexpired term.

#### ARTICLE V – BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of ~~15~~ 5 members, including the officers. The term of the office shall be three years beginning February 1 of the appropriate year.

Section 2. The Board of Directors shall outline the priorities and oversee the activities of the Santiago Creek Greenway Alliance.

#### ARTICLE VI – COMMITTEES

Section 1. Committees shall be established on an ad hoc basis as determined by the Board of Directors. Committee chairs shall be appointed by the President and approved by the Board of Directors.

Section 2. The Executive Committee shall comprise three to five Board members including the President and at least one other officer and shall serve at the discretion of the Board of Directors.

Section 3. The duties of the Executive Committee shall be formulating options for consideration by the full Board of Directors and carrying out actions as directed by the Board.

#### ARTICLE VII – FUNDS

Section 1. Santiago Creek Greenway Alliance may use bequests, gifts, contributions and/or grants subject to any stipulation applicable to any particular bequest, gift contribution or grant. Funds derived therefrom shall be used at the discretion of the Board of Directors in furtherance of the objectives of the organization.

Section 2. In the event of the dissolution of the corporation, assets will be left to the Sea and Sage Chapter of the National Audubon Society.

Section 3. No officer or member of the Board of Directors may be paid for services rendered to the organization, but may be reimbursed for the organization's expense individuals incur for printing, postage, etc.

Section 4. Expenditures require the approval of a simple majority of the Board of Directors, or a majority of the Board of Directors present at a meeting where a quorum is present. Disbursements require the signature of any two unrelated officers.

ARTICLE VIII – MEETINGS

Section 1. Meetings of the Board of Directors shall be scheduled according to need as determined by the President, but not less than quarterly.

Section 2. A quorum of the Board of Directors shall be 50 percent of the Board of Directors currently serving, or five directors, whichever is less.

Section 3. Items require a simple majority vote by the Board of Directors for approval.

Section 4. The minutes of the preceding meeting shall be ratified at each regular meeting.

ARTICLE IX – PUBLIC REPRESENTATION

Section 1. Only the President or persons specifically designated by the Board of Directors may make public statements on behalf of the organization.

ARTICLE X – AMENDMENTS

Section 1. The bylaws may be adopted, amended, and revised by a simple majority vote at a meeting where a quorum of the Board of Directors is present.

<u>John Moore</u>	_____
President	Signature
<u>Pamela Galera</u>	_____
Vice President	Signature
<u>David Piper</u>	_____
Treasurer	Signature
<u>David Piper</u>	_____
Secretary	Signature

\_\_\_\_\_  
Date of adoption