

**BYLAWS  
VILLA PARK COMMUNITY SERVICES FOUNDATION, INC.  
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**ARTICLE I**

**OFFICES**

**SECTION 1.1                      PRINCIPAL OFFICE**

The principal office of the Villa Park Community Services Foundation, Inc. ("Foundation") for the transaction of its business shall be located at 17855 Santiago Boulevard, City of Villa Park, Orange County, California.

**SECTION 1.2                      OTHER OFFICES**

The Foundation may also have offices at such other places in the City of Villa Park, Orange County, California as its business may require and as the Board may from time to time designate.

**ARTICLE II**

**OBJECTIVES AND PURPOSES**

The specific purposes for which this Foundation is formed include the following:

- A. To provide safe recreational and other community activity opportunities for youth, adults, and seniors.
- B. To coordinate the planning, preservation, and presentation of leisure, historical, music, and/or arts programs within the City of Villa Park.
- C. To coordinate the use and development of community resources to lessen the burdens of government and to promote and support activities which advance the overall well-being and improve the quality of life of persons in the City of Villa Park.
- D. To own and maintain suitable real and personal property which is deemed necessary for the purpose of this Foundation.
- E. To enter into, make, and perform, and carry out contracts of every kind for any lawful purpose, without limit as to amount.
- F. To receive, hold, and disburse gifts, bequests, devises, and other funds to advance the purpose of the Foundation.

**ARTICLE III**

**MEMBERS**

**SECTION 3.1 MEMBERS DEFINED**

The Members of this Foundation shall be the current Members of the City Council of the City of Villa Park in good standing (“Members”).

**SECTION 3.2 POWERS**

The Members shall have all of the powers designated to the Board of Directors or any individual Director. In addition, the following duties and powers rest exclusively with the Members:

- A. Dissolve the Foundation.
- B. Amend, repeal and/or adopt articles of incorporation.
- C. Amend, repeal and/or adopt bylaws.
- D. Elect and appoint Directors.
- E. Elect and appoint Secretary.
- F. Approval of the annual operating budget of the Foundation.
- G. Act on all matters that require Members’ approval under the Nonprofit Corporation Law of California and these bylaws.

**ARTICLE IV**

**BOARD OF DIRECTORS**

**SECTION 4.1 NUMBER AND QUALIFICATIONS**

The authorized number of Directors shall be nine (9). Directors must be eighteen (18) years of age or older, residents of the City of Villa Park, State of California, and not be council Members, or spouses of council Members, of the City Council of the City of Villa Park. In addition to the nine-appointed Directors, the Mayor of the City of Villa Park shall serve as a voting member of the Board of Directors, but shall not serve as an Officer on the Board. The City Manager or his/her designee shall be appointed by the Members to serve as the Secretary on the Board of Directors of the Foundation.

Not more than forty-nine (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (i) any person being compensated by this Foundation for services rendered to it within the previous twelve (12) months, whether as a full-time or hourly employee, independent contractor, or otherwise; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by this Foundation.

**SECTION 4.2                      SELECTION, TERM OF OFFICE, AND VACANCIES**

A. Nomination

Initial Directors shall be nominated by the Members and shall serve terms as follows:

- (1) Three Directors shall be appointed to serve two-year terms.
- (2) Two Directors shall be appointed to serve one-year terms.

Subsequent Directors shall be nominated by the existing Directors and shall serve terms as described below.

B. Appointment

Directors shall be appointed by the Members.

C. Term of Office

- (1) Each Director shall serve a term of two years.
- (2) Any Director appointed to fill a vacancy shall serve out the remainder of the term of that vacancy.

D. Vacancies

- (1) Vacancies on the Board of Directors shall exist upon the death, resignation, or removal of any Director or whenever the authorized number of Directors is increased.
- (2) Resignations of Directors shall be in writing and addressed to the President, the Secretary, or the Board and shall take effect on the date of receipt of such notice or at any later date specified in the notice. Acceptance of such resignation shall not be necessary to make it effective.

- (3) Any Director, with the exception of the Secretary and Mayor of the City of Villa Park, may be removed from the Board at any time, with or without cause, by the majority vote of all Directors on the Board.
- (4) Any Director having three (3) unexcused absences from regular meetings during the course of a Fiscal Year shall be automatically removed from the Board without action by the Board of Directors or Members.
- (5) Vacancies shall be filled as prescribed in Section 4.2.

### **SECTION 4.3                      POWERS**

The Board of Directors ("Board") shall exercise the powers of the Foundation, control its property, and conduct its affairs, in accordance with applicable laws.

The Board shall also have the power to:

- A. Establish the goals of the Foundation and determine the method or plan upon which the powers of the Foundation shall be exercised in furtherance of the purposes stated in the Articles of Incorporation.
- B. Adopt rules and regulations consistent with law, the Articles of Incorporation and these Bylaws for the guidance of the Board and management of the Foundation.
- C. Prepare the annual operating budget for approval by the Members.
- D. Expend the annual operating budget pursuant to the budgeted appropriations.
- E. Elect such Officers of the Board of Directors as may be necessary for the conduct of business, with the exception of Secretary.
- F. Oversee the fiscal management of the Foundation.
- G. Accept gifts, devises or bequests so long as the conditions thereto are not inconsistent with the purposes of the Foundation.
- H. Solicit funds and engage in fund-raising activities.
- I. Adopt, make and use a corporate seal and alter the form of such seal as it deems best.
- J. Establish such committees as may be deemed necessary or desirable and fix the duties and powers thereof.

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- K. Appoint and remove, employ and discharge, supervise, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of all officers, agents and employees of the Foundation.
- L. Exercise all of the powers conferred upon nonprofit corporations by the laws of the State of California; except as otherwise limited by the Articles of Incorporation and these Bylaws; provided that no such power shall be exercised unless its exercise constitutes an activity permitted to a tax-exempt organization.

**SECTION 4.4 DUTY OF CARE**

Directors owe a duty to the Foundation to act in good faith, in a manner that person reasonably believes to be in the best interest of the Foundation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

**SECTION 4.5 COMPENSATION**

Directors shall serve without compensation, except Directors may be reimbursed for reasonable expenses incurred in conducting the business of the Board, including lodging, food and vehicle use. Directors may not be compensated for rendering services to the Foundation in any capacity other than Director unless such other compensation is reasonable and allowable under the provisions of this Section.

**ARTICLE V**

**SECTION 5.1 MEETINGS**

This section shall apply to members and the Board of Directors. All meetings of the members or Board of Directors for which a quorum is present shall be governed by the Ralph M. Brown Act, as it may be amended (the "Brown Act").

A. Regular Meetings

Regular meetings of the Board of Directors shall be held as established by Resolution of the Board of Directors.

B. Other Regular Meetings

Other regular meetings of the Board of Directors may be held at such time and place as shall from time to time be fixed by the Board of Directors. The agenda shall be posted as required by the Brown Act and shall constitute notice.

C. Special Meetings

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Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any three (3) Directors.

Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage prepaid; (iii) by telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; or (iv) by facsimile. All such notices shall be given or sent to the Director's address, telephone number, or facsimile number as shown on the records of this corporation. In case the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. In case the notice is delivered personally or by telephone or telegram, it shall be delivered personally or by telephone or to the telegraph company at least forty-eight (48) hours before the time of the holding of the meeting. The notice shall state the time of the meeting, the place of the meeting if other than the principal office of the Foundation, and the purpose of the meeting.

**D. Waiver of Notice**

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Directors not present or who though present has prior to the meeting or at its commencement protested the lack of proper notice to him, signs a written waiver of notice. The waiver of notice need not specify the purpose of the meeting. All waivers shall be filed with the corporate records or made a part of the minutes of the meeting.

**E. Conduct of Meetings**

- (1) The President of the Board shall preside at all meetings of the Board. In the absence of the President, the Vice President shall preside. In the event neither the President nor the Vice President is in attendance, but a quorum is present, the Directors present shall select a President Pro Tem who shall conduct the affairs of the meeting, and who shall have the powers attendant to the President for the conduct of the meeting.
- (2) The Secretary of the Board shall act as secretary for all meetings of the Board, but in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.
- (3) The presiding officer is charged with keeping order and preserving decorum and shall decide all questions of order subject to the action of a majority of the Board.

F. Place of Meetings

Meetings, regular and special, shall be held at the principal office of the Foundation in the City of Villa Park, or at such place within the City of Villa Park as designated by the Board by resolution or in the notice of the meeting or as otherwise provided in the Brown Act. In the absence of such designation, meetings shall be held at the principal office of the Foundation. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, as long as all Directors participating in such meeting can hear one another.

G. Quorum

- (1) A quorum shall consist of a majority of the current Board Membership.
- (2) Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, no business shall be considered by the Board at any meeting in which a quorum is not present.
- (3) Every act or decision done or made by a majority of a quorum of the Directors present at a meeting is an act of the Board, unless the law, the Articles of Incorporation or these Bylaws require a greater number.
- (4) The Directors present at a meeting at which a quorum is initially present may continue to conduct business notwithstanding the loss of quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action taken thereafter must be approved by at least a majority of the required quorum of such meeting or such greater number as may be required by law, the Articles of Incorporation or these Bylaws.

H. Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting from time to time until a time fixed or until the next regular meeting of the Board. Notice of adjourned meeting shall be required under the Brown Act and as provided below.

I. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting in the manner specified in the Brown Act.

J. Closed Meetings

A closed session may be held as allowed by the Brown Act.

**SECTION 5.2 DECORUM IN DEBATE**

All Directors shall address their remarks to the President and confine them to the business pending and subject of discussion before the Board, avoiding personalities and reflections upon anyone's motives.

**ARTICLE VI**

**OFFICERS AND ELECTIONS**

**SECTION 6.1 TITLES**

The officers of the Board shall be a President, a Vice President, a Secretary and a Chief Financial Officer who shall be designated as Treasurer. The Board may also have other officers as determined by the Board of Directors. A Board member may hold more than one office, providing that no Director may hold the concurrent offices of President and either Treasurer or Secretary.

**SECTION 6.2 ELECTION PROCEDURE**

All nominations for President and vice President shall be by motion and second. The Board shall vote on each nominee in the order nominated until a nominee is selected by a majority of the Board.

**SECTION 6.3 REMOVAL FROM OFFICE**

- A. Any officer may be removed from office at any time, either with or without cause by majority vote of all Directors of the Board.

**SECTION 6.4 DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the Board, preside at all meetings of the Board and, subject to the control of the Board of Directors, shall supervise and control the affairs of the Foundation and the activities of the officers. The President shall perform all duties incident to the office of President and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be assigned from time to time by the Board.

**SECTION 6.5 DUTIES OF VICE PRESIDENT**

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The Vice President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President shall perform such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be assigned from time to time by the Board.

**SECTION 6.6 DUTIES OF SECRETARY**

The Secretary shall perform the following duties:

- A. Certify and keep at the principal offices of the Foundation the original, or a copy of the Bylaws as amended or otherwise altered to date;
- B. Keep at the principal office of the Foundation, or at such other place as the Board may determine, a book of minutes of all open meetings of the Board and, if applicable, meetings of standing committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- C. See that all notices are duly given in accordance with the provisions of law and these Bylaws;
- D. Be custodian of the records and the seal of the Foundation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Foundation under its seal is authorized by law or by these Bylaws;
- E. Exhibit at all reasonable times to any Director or to his or her agent or attorney, or to any other authorized person on request therefore, any records maintained under his or her custodianship; and
- F. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be assigned from time to time by the Board.

**SECTION 6.7 DUTIES OF THE TREASURER**

Subject to the provisions of Article XI of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall perform the following duties:

- A. Have charge and custody of, and be responsible for, all funds and securities of the Foundation and deposit all such funds in the name of the Foundation in such banks trust companies, or other depositories as shall be selected by the Board of Directors.

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- B. Receive and give receipt for monies due and payable to the Foundaiton from any source whatsoever.
- C. Disburse or cause to be disbursed the funds of the Foundation as may be directed by the Board of Directors, making proper vouchers for such disbursements.
- D. Keep and maintain adequate and correct accounts of the Foundation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- E. Exhibit at all reasonable times the books of account and financial records to any Director of the Foundation, or to his or her agent or attorney, or to any other authorized person on request therefore;
- F. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Foundation.
- G. Prepare or cause to be prepared, and certify or cause to be certified, the financial statements to be included in any required reports; and
- H. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be assigned from time to time by the Board.

**ARTICLE VII**

**COMMITTEES**

**SECTION 7.1 EXECUTIVE COMMITTEE**

The Board may form an Executive Committee composed of two or more Directors, who may also be officers of the Board. If composed, the Executive Committee shall constitute a standing committee. The Board may fix the powers and authority of the Committee, except that the Board may not delegate to the Committee any authority with respect to:

- A. The approval of any action, which, under law or the provisions of these Bylaws, requires the approval of the Directors or of a majority of all the Directors of the Board;
- B. The fixing of compensation of Directors or officers;
- C. The amendment or repeal of Bylaws or the adoption of new Bylaws;

- D. The amendment or repeal of Bylaws or the adoption of new Bylaws;
- E. The formation of committees of the Board;
- F. The approval of any transaction to which the Foundation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided by law.

**SECTION 7.2                      OTHER COMMITTEES**

- A. The Foundation shall have such other committees as may from time to time be designated by resolution of the Board of Directors.
- B. Membership on such other Committees shall be decided by the Board.
- C. The Board shall select the Chairperson for each Committee.
- D. Such other committees shall exist for the purpose of providing advice and recommendations to the Board and shall be titled as “advisory committees.” The Board shall make all decisions based upon its own determinations and is not obligated to follow any advice or recommendation of such other committees.
- E. Such other committees shall not have authority to take any action which requires approval of the Board.

**SECTION 7.3                      OPEN AND PUBLIC MEETINGS**

- A. Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors.
- B. Committees shall keep regular minutes of their proceedings, cause them to be filed with the Foundation’s records, and report the same to the Board from time to time as the Board may require.

**ARTICLE VIII**

**ARTICLES OF INCORPORATION AND BYLAWS**

**SECTION 8.1                      ARTICLES OF INCORPORATION**

- A. Amendment

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The Articles of Incorporation may not be amended by except by affirmative vote of all Directors then in office.

**B. Certain Amendments**

Notwithstanding Section 8.1 above, the Foundation shall not approve any amendment of its Articles of Incorporation which would in any way adversely affect its status as a tax-exempt, nonprofit public benefit corporation under the laws of this State and under federal laws.

**SECTION 8.2 BYLAWS**

**A. Effective Date of Bylaws**

These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board determines that they are to become effective at a later date.

**B. Amendment**

Subject to any provisions of law applicable to the amendment of bylaws of nonprofit corporations, these Bylaws may not be altered, amended, or repealed or new Bylaws adopted except by an affirmative vote of three-fourths of the Directors then in office.

**ARTICLE IX**

**INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

**SECTION 9.1 AGENTS, PROCEEDINGS, AND EXPENSES**

For the purpose of this Article, “agent” means any person who is or was a Director, officer, employee, or other agent of the Foundation; “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 9.4 or 9.5 of this Article.

**SECTION 9.2 ACTIONS OTHER THAN BY THE FOUNDATION**

The Foundation shall 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 Foundation, an action brought under Corporations Code Section 5233 relating to



approval unless it is settled with the approval of the Attorney General.

**SECTION 9.4                      SUCCESSFUL DEFENSE BY AGENT**

To the extent that an agent of the Foundation has been successful on the merits in defense of any proceeding referred to in Section 9.2 or 9.3 or this Article, 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 9.5                      REQUIRED APPROVAL**

Except as provided in Section 9.4 of this Article, any indemnification under this Article shall be made by the Foundation only if authorized in the specific case on 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 9.2 or 9.3 of this Article, by:

- A. A majority vote of a quorum of the Board 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 Foundation, the agent, or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Foundation.

**SECTION 9.6                      ADVANCE OF EXPENSES**

Expenses incurred in defending any proceeding may be advanced by the Foundation before the final disposition of the proceeding, subject to approval by a majority vote of a quorum of the Board consisting of Directors who are not parties to the proceeding and upon the written promise of the agent to repay such amounts unless it is ultimately determined that the agent is entitled to be indemnified.

**SECTION 9.7                      OTHER CONTRACTUAL RIGHTS**

Nothing contained in this Article shall affect any right to indemnification found in contractual obligation between the Foundation and any person, not in conflict with the law, the Articles of Incorporation, or these Bylaws.

**SECTION 9.8                      LIMITATIONS**

No indemnification or advance shall be made under this Article, except as provided in Section 9.4 or Section 9.5, in any circumstances where it appears:

- A. That it would be inconsistent with a provision of the Articles 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. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**SECTION 9.9 INSURANCE**

Upon and in the event of a determination by the Board of Directors to purchase such insurance, the Foundation may purchase and maintain on behalf of any agent, including a Director, officer, employee or other agent of the Foundation, insurance against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Foundation would have the power to indemnify the agent against that liability under the provisions of this Section.

**ARTICLE X**

**CORPORATE RECORDS, REPORTS AND SEAL**

**SECTION 10.1 MAINTENANCE OF CORPORATE RECORDS**

The Foundation shall keep at its principal offices the following records:

- A. All those records required to be maintained by the Secretary as provided in Section 6.6 above, including, but not limited to: the original or a copy of the Articles of Incorporation and Bylaws as amended or otherwise altered to date; the minutes of all meetings of the Board and Committees; and records of all notices for such meetings.
- B. All those records required to be maintained by the Treasurer as provided in Section 6.7 above, including, but not limited to: accounts of the Foundation's properties and business transactions; accounts of its assets, liabilities, receipts, disbursements, gains and losses; and certified financial statements.

**SECTION 10.2 DIRECTORS' INSPECTION AND COPYING RIGHTS**

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 Foundation. Any inspection or copying permitted under this Section may be made in person or by an agent or attorney of the Director.

**SECTION 10.3 CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Foundation. Failure to affix the seal to authorized and otherwise properly executed instruments, however, shall not affect the validity of any such instrument.

#### **SECTION 10.4 ANNUAL REPORT**

The Board of Directors shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the Foundation's fiscal year to all Members and Directors, which report shall contain the following information in appropriate detail:

- A. The assets and liabilities, including the trusts funds, of the Foundation 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 Foundation, for both general and restricted purposes, for the fiscal year;
- D. The expenses or disbursements of the Foundation, for both general and restricted purposes, during the fiscal year; and
- E. Any other information designated by the Board of Directors.

The annual report shall be accompanied by any report thereon for independent accountants, or, if there is no such report, the certification of the authorized officer of the Foundation that such statements were prepared without audit from the books and records of the Foundation.

### **ARTICLE XI**

#### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

##### **SECTION 11.1 CONTRACTS AND INSTRUMENTS**

Except as otherwise provided by law or these Bylaws, the Board of Directors may by resolution authorize any officer or agent of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, 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 Foundation by any contract or engagement or to pledge its credit or render it liable monetarily for any purpose or in any amount.

**SECTION 11.2 CHECKS AND NOTES**

Except as otherwise provided by law, these Bylaws, or resolution of the Board of Directors, checks, drafts, promissory notes, orders for the payment of money, or other evidence of indebtedness of the Foundation shall be signed by the Treasurer and countersigned by the President.

**SECTION 11.3 DEPOSITS**

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

**ARTICLE XII**

**MISCELLANEOUS PROVISIONS**

**SECTION 12.1 FISCAL YEAR**

The fiscal year of the Foundation shall be July 1 through June 30.

**CERTIFICATION**

**I CERTIFY THAT THE FOREGOING BYLAWS, CONSISTING OF \_\_\_ PAGES, ARE THE BYLAWS OF THE VILLA PARK COMMUNITY SERVICES FOUNDATION, INC. AS DULY ADOPTED BY THE BOARD AT A REGULAR MEETING HELD ON \_\_\_\_\_.**

**Villa Park Community Services Foundation, Inc.**

**BY: \_\_\_\_\_  
SECRETARY, BOARD OF DIRECTORS**