



CITY OF CAMARILLO
CAMARILLO RANCH COMMITTEE
AGENDA

Monday, August 20, 2018 – 9:30 a.m.

Administrative Conference Room
601 Carmen Drive, Camarillo, CA 93010

ADA COMPLIANCE STATEMENT

In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, Please contact the City Clerk's office at (805) 388-5316. Notification 48 hours prior to the meeting will enable the City to make reasonable accommodations to ensure your access to this meeting. (28 CFR 3.102.35.104 ADA Title II)

- 1. Call to Order**
- 2. Approval of Minutes of June 27, 2018**
- 3. Public Comments**
- 4. Camarillo Ranch Foundation Bylaws – Review Proposed Change**
- 5. Committee Comments**
- 6. Adjournment**

Written materials related to these agenda items are available for public inspection in the Office of the City Clerk at 601 Carmen Drive, Camarillo during regular business hours, Monday through Friday, 8:00 a.m. to 5:00 p.m. Questions may be referred to Dave Norman, City Manager at (805) 388-5307.

DISTRIBUTION

Mayor Charlotte Craven
Councilmember Mike Morgan
City Manager Dave Norman
Assistant City Manager Tully Clifford
Director of Finance Genie Rocha

Agenda copy:
Vice Mayor Kevin Kildee
Councilmember Jan McDonald
Councilmember Tony Trembley
City Clerk (2)

CITY OF CAMARILLO RANCH COMMITTEE

MINUTES

Wednesday, June 27, 2018 at 2:00 p.m.
City Hall Administrative Conference Room

1. **Call to Order:** Meeting was called to order at 2:00 p.m.

Committee Members Present: Mayor Charlotte Craven, and Councilmember Mike Morgan.

Staff Present: City Manager Dave Norman, Assistant City Manager Tully Clifford, Finance Director Genie Rocha, Assistant Finance Director Mark Uribe, Finance/Accounting Manager May Ju, and City Clerk Jeffrie Madland.

2. **Approval of Minutes of April 18, 2016:** Approved as presented.

3. **Public Comments:** None.

4. **Review of Fiscal Year 2016/17 Audit Results and Fiscal Year 2017/18 Scope of Audit:**

Ms. Ju reviewed the Camarillo Ranch Foundation's Financial Statements and the audit report prepared by Lance, Soll & Lunghard, CPAs, dated April 30, 2018. She stated there were three deficiencies noted by the auditors, but a clean report was issued because the Ranch processed accounting entries to correct the misstatements as recommended by the auditors. She stated the auditors will spend additional time in the revenue, cash, and payroll areas during the next audit as a result of the deficiencies noted.

The Committee receives and files the audit report.

5. **Proposed Changed to the Bylaws of the Camarillo Ranch Foundation**

The Committee reviewed and discussed the proposed changes. The Committee supported the changes with the following exceptions:

Article V, Section 3, Qualifications of Directors – The Committee did not support changing the residency boundary to Ventura County.

Article V, Section 11 (a) (3), Vacancies – The Committee recommending limiting absences to three of the most recent twelve regular meetings and did not support adding the language requiring the City Council to take action to vacate positions.

Article VII, Section 3, Annual Report – The Committee recommended changing April 1st to October 1st.

The Committee's recommended changes will be forwarded to the Board for consideration.

6. **Proposed DRAFT Camarillo Ranch Foundation (CRF) Board Member Agreement**

Mr. Norman stated the Foundation Board cannot require members, appointed by the City Council, to pay to serve on the Board. The City has notified the Board of the City's position.

The Committee reviewed and discussed the draft Board Member Agreement as follows:

Paragraph 7 – should read, consistent with the Committee’s recommended changes to the Bylaws, “I understand that I am expected to attend at least nine (9) of the most recent twelve (12) regular meetings of the Board.

Paragraph 9a – this paragraph must be removed.

Paragraph 9c – recommended language - “I will participate in planning and volunteer at (at least half of) the organization’s major fundraising events.

The Committee’s recommended changes will be forwarded to the Board for consideration.

7. **Committee Comments:** None.
8. **Adjournment:** Meeting was adjourned at 2:40 p.m.

DRAFT

BYLAWS
of the
CAMARILLO RANCH FOUNDATION
A California Nonprofit Public Benefit Corporation

ARTICLE I
NAME

The name of the corporation is Camarillo Ranch Foundation (herein referred to as the "Foundation").

ARTICLE II
OFFICES OF THE FOUNDATION

The principal office of the Foundation is located at 201 Camarillo Ranch Road, Camarillo, Ventura County, California. The Board of Directors of the Foundation (hereinafter "Board") may change the principal office from one location to another.

ARTICLE III
PURPOSE

The Foundation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law and organized for the public purposes as set forth in the Foundation's Articles of Incorporation.

ARTICLE IV
MEMBERS

The Foundation shall have no members.

ARTICLE V
DIRECTORS

Section 1. Number of Directors. The Foundation shall have a minimum of twelve (12) and a maximum of fifteen (15) Directors (collectively "Directors") who shall serve on the Foundation's Board.

Section 2. Designation and Term of Office. Members of the Board shall be appointed by the City Council of the City of Camarillo. Each such Director shall hold office for three (3) years on a staggered basis and until a successor has been designated. Members of the Board may be removed at any time, with or without cause, by a majority vote of the City Council of the City of Camarillo.

Section 3. Qualifications of Directors. At least ten (10) of the members of the Board shall be residents of the City of Camarillo. The remaining Directors shall be residents of the area included within the boundaries of ~~Ventura County~~ the Mesa Union School District, or the Pleasant Valley School District or the Somis Union School District.

One Director position shall be reserved for a descendant of Adolfo and Isabella Camarillo. This position shall be known as the Family Member director. The Family Member may designate an Alternate who can act on the Family Member's behalf in the event the Family Member is unable to attend meetings. The Family Member and Alternate can be either a Camarillo resident or live within the boundaries set forth above. The Family Member will notify the Secretary of the designated Alternate who shall serve concurrently with the term of the Family Member.

Section 4. Ex-Officio Members. Two (2) members of the Camarillo City Council designated by the Mayor, and approved by the City Council, shall serve as Ex-Officio non-voting members of the Board. Ex-Officio members shall serve for two (2) year terms; provided that an Ex-Officio member may be removed at any time, with or without cause, by a majority vote of the City Council of Camarillo. Ex-Officio members shall continue to be members of the City Council during their tenure.

Section 5. Meetings of the Board.

- (a) Place of Meetings. All regular meetings of the Board shall be held at the principal office of the Foundation.
- (b) Meetings. Meetings shall be held in the time and manner specified in the Ralph M. Brown Act (Section 54950 et seq., of the Government Code) as it now exists or may hereafter be amended.

Section 6. Quorum. A majority of the members of the sitting Board shall constitute a quorum of the Board for the transaction of business.

If a member of the Board is unable for good cause to attend a scheduled meeting, the President shall be notified as soon as possible. If a quorum cannot be achieved, the President shall notify the remaining members of the Board of the postponement or cancellation of the meeting.

Section 7. Board Powers. Limitations.

- (a) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the Foundation's activities and affairs shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board.
- (b) Power of Appointment and Removal. The Board shall have the power to appoint and remove, at the pleasure of the Board, all the Foundation's officers and agents, and employ the Foundation's Chief Executive Officer; and prescribe powers and duties for them that are consistent with applicable law, with the Articles of incorporation, and with these Bylaws.
- (c) Limitations. Directors. The Board may not:

- (1) extend the term of a Director beyond that for which the Director was appointed; nor
- (2) appoint or remove a Director from the Board.

Section 8. Conduct of Meeting. The President or, in his or her absence, the Vice President, or in the absence of both the President and Vice President, any Director selected by the Directors present shall preside at meetings of the Board. The Treasurer of the Foundation or, in the Treasurer's absence, any person appointed by the presiding officer shall act as Treasurer at meetings of the Board. In the absence of the Secretary the Board shall designate a member to act as the Board's Secretary.

Section 9. Compensation. Directors shall receive no compensation, for their services as Directors; however, they shall be entitled to reimbursement of such expenses, as the Board may determine to be just and reasonable.

Section 10. Formal Action by Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 11. Vacancies.

- (a) Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of any of the following:
 - (1) death or resignation of any Director; or
 - (2) removal of a Director by the City Council; or
 - (3) a Director is absent, for any reason, for three (3) ~~four (4)~~ ~~six~~ of the most recent twelve (12) regular meetings of the Board ~~and is asked by the City Council of the City of Camarillo to vacate his or her position on the Board due to excessive absences~~; or
 - (4) a Director fails to remain qualified pursuant to Section 3 of Article V of these Bylaws.
- (b) Filling Vacancies. Vacancies on the Board shall be filled by a majority vote of the City Council of the City of Camarillo. Directors appointed to fill a vacancy shall hold office until the expiration of the term of the prior incumbent, and until a successor has been elected.

Section 12. Committees.

- (a) Committees. The Board, by resolution may create one or more committees, each consisting of not more than five (5) Directors to serve at the pleasure of the Board. Appointments to committees of the Board shall be made by the President and confirmed by the Board. As requested by the President, the Board may also appoint one or more Directors as alternate members of any such committee, who shall act in place of an absent member at any committee meeting. Any such committee shall have only the authority as

set forth in the Board's resolution creating the committee.

- (b) Meetings and Actions of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws.

ARTICLE VI OFFICERS ~~AND~~ EMPLOYEES.

Section 1. Officers. The Officers of the Foundation shall be President, Vice President, Secretary and Treasurer. The President, Vice President, Secretary and Treasurer shall be members of the Board of Directors and shall be chosen by the Board of Directors, for terms of one (1) year. Officers may be re-elected to successive terms.

Section 2. Employees. The Board shall employ a Chief Executive Officer ~~may appoint other officers, and may employ qualified persons as employees~~ of the Foundation, ~~all of whom~~ shall serve at the pleasure of the Board. The Chief Executive Officer shall be responsible for the identification and employment of qualified persons to fill such other positions of employment with the Foundation as may be appropriate.

Section 3. Removal and Resignation.

- (a) Removal. Officers, including the Chief Executive Officer, of the Foundation and Employees shall serve at the pleasure of the Board, and may be removed, with or without cause, by a majority vote of the Directors at any regular or special meeting of the Board.
- (b) Resignation. An Officer, including the Chief Executive Officer, of the Foundation may resign by giving written notice to the Board or to the President or Secretary of the Foundation. Any such resignation shall take effect at the date of receipt of such notice or at a later time specified in such notice.

Section 4. Duties. The duties of the Officers shall be as follows:

- (a) President. The President shall preside at meetings of the Board and shall exercise and perform such other duties as the Board may assign from time to time.
- (b) Vice President. The Vice President shall act as President in the absence of that Officer. The Vice President shall perform such other duties as the Board may assign from time to time.
- (c) Treasurer. The Treasurer shall act as the Chief Financial Officer of the Foundation and shall keep a full and complete record of the financial activities of the Foundation and perform such other duties as are prescribed by the Board. The Treasurer shall perform the following duties:
 - (1) Books of Account. The Treasurer shall keep and maintain, or cause

to be kept and maintained, adequate and correct books and accounts of the Foundation' properties and financial transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required 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 Treasurer shall render to the President and to the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Foundation; and

- (2) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Foundation with such depositories as the Board may designate; and shall disburse Foundation funds only as the Board may order; and
 - (3) Audit. The Foundation's annual audit shall be conducted by a qualified independent auditor employed by the City [of Camarillo](#). The Treasurer shall make the Foundation's financial records available to the City and/or the auditor upon request; and
 - (4) Other duties. The Treasurer shall perform such other duties as the Board or the Bylaws may prescribe; and
 - (5) Bond. If required by the Board, the Treasurer shall give the Foundation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Foundation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.
- (d) Secretary. The Secretary shall perform the following duties:
- (1) Book of Minutes. The Secretary shall keep or cause to be kept, at the Foundation'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 committees of the Board. The minutes of the meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended;
 - (2) Notices, Seal, and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board to all Board members, and to members of committees of the Board required by these

Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall perform such other duties as the Board may prescribe; and

- (3) Other duties. The Secretary shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

ARTICLE VII RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The Foundation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its Board and Committees of the Board; and
- (c) A record of each Director's name and address.

Section 2. Inspection by Directors. Every Director and any interested person shall have the absolute right at any reasonable time to inspect the Foundation'ss books, records, and documents of every kind, except those covered by a privilege. The inspection may be made in person or by an agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 3. Annual Report. On or about ~~October~~April 1st of each year, the Foundation shall prepare and forward to the City Council an annual report. Said report shall include all pertinent information as to the activities, events, finances and related matters of the Foundation for the previous twelve (12) months. The report shall also include all requests for City Council assistance during the next fiscal year.

ARTICLE VIII CONSTRUCTION AND DEFINITIONS

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

ARTICLE IX AMENDMENTS

These Bylaws may be amended in accordance with the Foundation's Articles of Incorporation and as provided by law. The Board may, by resolution, adopt, amend, or repeal bylaws provided that the same are first approved by the City Council of the City of Camarillo.

**ARTICLE X
DISSOLUTION**

If the Foundation is dissolved, voluntarily or involuntarily, all of its assets shall be delivered and/or conveyed to the City of Camarillo.

The undersigned ~~I~~ certify that they are ~~I am~~ the President and Secretary of the Camarillo Ranch Foundation, a California nonprofit public benefit corporation, that the above Bylaws amended by the City Council of the City of Camarillo on _____ ~~November 5, 2008~~, consisting of seven (7) pages, are the Bylaws of the Foundation.

CAMARILLO RANCH FOUNDATION, INC.

Dated: _____

By: _____
President

Dated: _____

By: _____
Secretary