

## BYLAWS OF THE JEAN SWEENEY OPEN SPACE PARK FUND

### 1. Board:

The Board will be comprised of 3 officers: Two Co-Chairman and a Secretary/Treasurer. Additional officers may be added at a future time by a unanimous vote of the present Board members. Any Board member may resign with 30 day written notice. A new Board member will be chosen by the remaining Board members.

A fourth untitled Board Member position was created by unanimous vote in October 2020.

### 2. Membership:

There will not be an active membership with voting rights. Supporters of the Fund will not be treated as members and no dues will be collected.

### 3. Employees:

No persons are employed by the Jean Sweeney Open Space Park Fund.

### 4. Location of Meetings:

Meetings will be held at 242 Santa Clara Ave. Alameda, CA 94501. An alternate location may be requested by any Board member.

### 5. Meetings:

Meetings will be held in the 2nd week every 3 months at 242 Santa Clara Ave. Alameda, CA 94501. Additional meetings may be requested by any Board member. The Board reserves the right to change the schedule for meetings to a more desirable period. Meetings are not generally open to the public except by special invitation by a Board member.

### 6. Meeting Records:

The Secretary will keep minutes of each meeting and publish the minutes to the other members. Minutes will be approved at the next Board meeting.

### 7. Finances:

The organization will have a checking account for disbursing funds and a savings account for collection of funds designated for a specific project. Funds will be placed into the accounts as directed by the Board. Funds can be disbursed from either account by agreement of the Board and with the signature of one Co-Chairman and the Treasurer. Two signatures are required for the disbursement of any funds.

## 8. Fiscal Year

The Fiscal Year will run from July 1<sup>st</sup> through June 30<sup>th</sup>.

## 9. Financial Records

The Treasurer will maintain a Quicken Account of all financial transactions and will produce a report for the Board at each Board meeting. The Treasurer, with the assistance of all Board Members will generate all tax documents required by the State of California and the IRS.

## 10. Dissolution

If the Fund is dissolved, any remaining funds will be transferred to the non-profit organization: Alameda Friends of the Parks Foundation, a 501c3 organization, for the designated use at the Jean Sweeney Open Space Park.

## 11. Public Information

Fund Bylaws, Use of Assets information, income, expenses, and donations of the Fund assets will be made available to the public by publication on Fund Web Sites.

## 12. Solicitation For Funds

The Board members will solicit funds by submitting grant requests, and public campaigns for monetary donations, services, or physical items designated for use in the park. All funds not needed for the administration of the fund, services, and physical items received will be used to benefit the Jean Sweeney Open Space Park, a public park in the City Of Alameda managed by the City of Alameda Recreation and Parks Department.

## USE OF ASSETS:

The funds of the Jean Sweeney Open Space Fund may be used for the following items related directly to design, development and maintenance of the 22 acre public park.

1. Funds may be transferred to the City of Alameda Recreation and Parks Department to be used as “matching funds” required by grants received by the City. These transferred funds will be restricted to use for the Jean Sweeney Open Space Park only.
2. Funds may be transferred to the City of Alameda Recreation and Parks Department to be used for a specifically defined project not part of a grant.
3. Funds may be used for advertising activities to benefit the Jean Sweeney Open Space Park activities. Examples: Newspaper ads, flyers, etc.
4. Funds may be used to directly fund a project or activity supporting the Jean Sweeney Open Space Park without passing through the City of Alameda Recreation and Parks Department.
5. Funds may be used for ongoing maintenance of the park either through fund transfers to the City of Alameda Recreation and Parks Department or direct funding of the activities.
6. Funds may be used for administrative expenses related to managing the Jean Sweeney Open Space Park Fund. Some examples of expenses are:
  - Postage
  - Stationary
  - Domain names for Internet
  - Internet hosting for web site
  - Refreshments for meetings
  - Reimbursement cost of activities funded directly by board members while promoting or supporting the Jean Sweeney Open Space Park.
  - Tax assistance for reporting required IRS documents
  - Other unspecified funds
7. Funds may be used to reimburse Board Members for use of personal funds for Fund activities. Board members will submit a voucher request for repayment.
8. Funds may be used to provide activities to acknowledge volunteers who work at the park.
9. Funds may be disbursed by a majority vote of the Board.

10. Checking account will require two signatures: one of the Co-Chairman and the Secretary/Treasurer.
11. Non-financial donations will be used directly in the park if appropriate. Items that cannot be used in the park can be sold or traded for cash or an appropriate item.

# CONFLICT OF INTEREST POLICY AND AGREEMENT

## ARTICLE I

### Purposes

It is important for the Jean Sweeney Open Space Park Fund directors to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the affairs of the unincorporated association and that the appearance of conflict can be troublesome even if there is in fact no conflict whatsoever. Conflicts occur because the many persons associated with the association should be expected to have, and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. In these situations a person will sometimes owe identical duties of loyalty to two or more organizations. The purpose of the conflict of interest policy is to protect the association's tax exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer of the unincorporated association or might result in a possible excess benefit transaction. The policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Conflicts are undesirable because they potentially or eventually place the interests of others ahead of the association's obligations to its charitable purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the person involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interests of the association do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved.

Each member of the board of the association has a duty of loyalty to the association. The duty of loyalty generally requires a board member to prefer the interests of the association over the board member's interest or the interests of others. In addition, board members of the association shall avoid acts of self-dealing which may adversely affect the tax-exempt status of the association or cause there to arise any sanction or penalty by a government authority.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transactions or arrangement.

ARTICLE II  
DEFINITIONS

2.1 Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

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

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III  
PROCEDURES

3.1 Duty to Disclose

In connection with any actual or possible, conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the board members with governing board delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest

(a) An interested person may make a presentation at the governing board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board shall determine whether the association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board shall determine by a majority vote of the disinterested board members whether the transaction or arrangement is in the association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### 3.4 Violations of the Conflicts of Interest Policy

(a) If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### ARTICLE IV

#### RECORDS OF PROCEEDINGS

##### 4.1 Minutes

The minutes of the governing board with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## ARTICLE V

### COMPENSATION

5.1 No members of the governing board will receive compensation directly or indirectly, from the unincorporated association for services.

## ARTICLE VI

### ANNUAL STATEMENTS

Each board member with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands that the association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## ARTICLE VII

### PERIODIC REVIEWS

To ensure the association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management unincorporated associations conform to the association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## ARTICLE VIII

### USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.