

BYLAWS
OF THE

RLE FOUNDATION FOR THE FUTURE

ARTICLE I
NAME

1.01. Name The name of this Corporation shall be Rio Linda-Elverta Foundation for the Future, a California Nonprofit Public Benefit Corporation (herein referred to as the "Corporation")

ARTICLE II
OFFICE

2.01. Principal Office The principal office for the transaction of business of the Corporation ("principal executive office") is located at: 810 Oak Lane, Rio Linda, CA 95673.

2.02. Change of Address The Directors may change the principal office from one location to another upon the amendment of this section to state the new location.

ARTICLE III
OBJECTIVE AND PURPOSES

3.01. This corporation is a non-profit 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 charitable purposes, to assist, augment and supplement the RIO LINDA . ELVERTA RECREATION AND PARK DISTRICT in providing recreation and park services to the public.

3.02. Specific Purpose The specific purpose of this Corporation is:

(1) To build community through partnerships that mutually benefit the nonprofit groups of the Rio Linda and Elverta area, the Rio Linda . Elverta Recreation and Park District, and the members of the community in general.

(2) To assist in the facilitation of the above mentioned goals and objectives by receiving, managing and disbursing funds and property, including real property, exclusively for the benefit of the RIO LINDA . ELVERTA RECREATION AND PARK DISTRICT, and the non-profit organizations in the Rio Linda and Elverta area that are partners with the District. Such assistance may include distributions to government organizations with similar objectives and/or nonprofit organizations that have qualified for tax-exempt status under the Internal Revenue Code;

(3) To promote the Rio Linda and Elverta Communities, in the attainment of its visions, goals and objectives; and

(4) To be recognized as a public charity so that all contributions to this Corporation shall be treated as tax deductible under Section 170 of the Internal Revenue Code of 1986, as amended.

3.03. Limitations This Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future Federal tax code, or (ii) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future Federal tax code.

ARTICLE IV DEDICATION OF ASSETS

4.01. Assets All corporate assets are irrevocably dedicated to the purposes set forth above. No part of the net earnings of the Corporation shall inure to the benefit of any of its Directors, trustees, officers, or to individuals.

ARTICLE V MEMBERSHIP

5.01. Members This Corporation shall have no voting members pursuant to California Corporation Code Section 5310. Any action which would require approval by members shall require only the approval of a majority of the Board of Directors.

5.02. Associate Members This Corporation may establish a class or classes of nonvoting associate members with dues and privileges as established by the Board of Directors. Nonvoting honorary memberships may also be established by the Board of Directors which may be conferred upon such persons as may be selected by a majority of the Board of Directors. An honorary member will have all of the privileges of an associate member, but will not be required to pay dues.

5.03. Termination of Membership A nonvoting membership shall terminate on occurrence of any of the following events:

- a. Resignation upon reasonable notice to the Corporation;
- b. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board of Directors.
- c. Failure to pay dues, fees or assessments as set by the Board of Directors within a specified period of time after they become due and payable as set by the Board of Directors;
- d. Failure to satisfy membership qualifications.

ARTICLE VI
DIRECTORS

6.01. Number The Corporation shall have five (5) Directors.

6.02. Selection of Directors The Board of Directors of this Corporation shall be designated and selected by the Board of Directors of the Rio Linda - Elverta Recreation and Park District, a political subdivision of the State of California and a local governmental entity formed under California Public Resources Code Section 5780 et. seq. or its successor.

6.03. Qualifications and Restrictions The Directors of the Corporation shall consist of all current elected Board members of the RIO LINDA - ELVERTA RECREATION AND PARK DISTRICT.

6.04. Term of Office Each Director who is a member of the Board of Directors of the RIO LINDA - ELVERTA RECREATION AND PARK DISTRICT will serve until such Director ceases to be an elected member of the Board of Directors of the RIO LINDA - ELVERTA RECREATION AND PARK DISTRICT.

6.05. Vacancies Vacancies on the Board of Directors shall be filled by those selected to fill vacancies on the Board of Directors for the Rio Linda & Elverta Recreation and Park District. Each Director of this Corporation so selected to fill a vacancy shall hold office for the balance of the unexpired term of his or her predecessor, and until his or her successor has been designated and has accepted the office.

6.06. Powers The Board of Directors shall have the following powers:

(1) Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the Board of Directors shall have general corporate powers and shall manage the business and the affairs of the Corporation.

(2) Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the specific power to:

a. Select and remove all officers, agents and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation; and supervise all such officers, agents and employees of the Corporation to assure that their duties are performed properly.

b. Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate a place for the holding of regular, special or annual meetings.

c. Adopt, make and use a Corporation seal and alter the form of the seal and certificate.

d. Borrow money and incur indebtedness on behalf of the Corporation, to be executed and delivered, for corporate purposes deemed appropriate by the Board and in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

e. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the charitable purpose of this Corporation.

6.07. Fees and Compensation Directors shall receive no compensation for their services as Directors, but are entitled to reimbursement for reasonable expenses incurred in transacting business of this Corporation as authorized by the Board of Directors of this Corporation, subject to ratification by the RIO LINDA - ELVERTA RECREATION AND PARK DISTRICT.

ARTICLE VII MEETINGS

7.01. Brown Act To the extent required by law, the Corporation shall comply with the provisions of the Ralph M. Brown Act, Chapter 9 of Part 1 of Division 2 of Title 5 of the California Government Code (commencing with section 54950) (the "Brown Act").

7.02. Annual Meeting The annual meeting of the Corporation shall be held on the Second Thursday of June for the purpose of selecting the Board of Directors, as necessary, the officers of the Corporation and conducting any other business or transactions as shall come before the meeting. Notice of the annual meeting shall be given in writing as required under the Brown Act.

7.03. Regular Meetings Regular meetings of the Board of Directors shall be held at such time and place as the Board may determine. Notice of the regular meetings shall be given as required under the Brown Act.

7.04. Special Meeting Notice Special meetings of the Board of Directors shall be held whenever called by the Chairperson of the Board. Notice of each such special meeting shall be given as required under the Brown Act.

7.05. Quorum A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Directors.

7.06. Conduct of Meeting The Chairperson of the Board, or in his or her absence, the Vice Chairperson of the Board, or in his or her absence, the Secretary, shall preside at the meeting of the Board of Directors. The District Administrator shall act as Clerk to the Board.

7.07. Place of Meetings Meetings shall be held at the principal executive office of the Corporation unless otherwise provided by the Board of Directors.

ARTICLE VIII OFFICERS

8.01. Officers The officers of the Corporation shall be the Chairperson, Vice Chairperson, Secretary, and Chief Executive Officer.

8.02. Responsibilities of Officers

A. Chairperson of the Board - The Chairperson shall assume all duties normally associated with that office. The Chairperson of the Board shall conduct the meetings of the Corporation. The Chairperson shall, when present, preside at all meetings of the Directors, and, shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chairperson of the Board shall: put to a vote and announce the results of actions taken on questions before the Board; resolve all questions of order; call special meetings when deemed necessary; and sign all contracts, documents, orders and other such papers as needed to authenticate the Board's will and to authorize the Chief Executive Officer to execute action in the name of the Corporation. He or she has such other duties as may be prescribed by the Board of Directors.

B. Vice-Chairperson of the Board - The Vice-Chairperson shall be elected by the Board of Directors, and shall have such powers and shall perform such duties as may be specified in the Bylaws. In the case of the absence or disability of the Chairperson of the Board, the Vice-Chairperson shall succeed to his or her power and duties in the order designated by the Board of Directors.

C. Secretary - The Secretary shall sign, with the Chairperson, all documents, orders and other such papers as needed to authenticate the Board's will and to authorize the Chief Executive Officer to execute action in the name of the Corporation; and perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chairperson of the Board and, in general perform all duties incident to the office of Secretary.

D. Chief Executive Officer - The General Manager, or his designated representative, of the RIO LINDA - ELVERTA RECREATION AND PARK DISTRICT, or its successor organization, shall hold the office of Chief Executive Officer of the Corporation. The Chief Executive Officer shall be responsible for the administration of the Corporation's affairs and the day-to-day management and supervision of employees and facilities in accordance with the policies of the Board of Directors. He/she will certify and keep at the principal executive office of the Corporation the original, or a copy of the Articles of Incorporation and Bylaws, as amended or otherwise altered to date; keep at the principal executive office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof; be the custodian of the records and of the seal of the Corporation; when directed to do so, notify the Directors of all meetings. The Chief Executive Officer, with the proper signature of a duly qualified officer of the Corporation, may execute and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation, including without limiting any instruments necessary or appropriate to enable the Corporation to donate income or principal of the Corporation to or for the account of such organizations, causes, and projects described in Articles of Incorporation as the Corporation was organized to support and with respect to Article III of these Bylaws. The Chief Executive Officer shall cause to be kept accurate accounts of all monies of the Corporation received or disbursed. He or she will be responsible for the deposit of all money, drafts and checks in the name of, and to the credit of, the Corporation in such banks and depositories as a majority of the whole Board of Directors, by resolution shall designate. The Chief Executive Officer shall have the power to endorse for deposit all notes, checks and drafts received by the Corporation.

1. Books of Account. The Chief Executive Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of the properties and business transactions of the Corporation including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

2. Deposit and Disbursement of Money and Valuables. The Chief Executive Officer shall deposit all money, drafts, checks and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse such funds only as directed by the Chairperson of the Board, and/ or the Directors; shall render to the Directors, wherever they request it, an account of all of his or her transactions as financial officer and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

3. Bond. If required by the Board of Directors, the Chief executive Officer as the financial officer shall give a corporate bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in his or her possessions or under his or her control on death, resignation, retirement or removal from office.

The Chief Executive Officer shall cause to be rendered to the Chairperson of the Board and the Directors, whenever required, an account of all financial transactions and all of the financial conditions of the Corporation, and shall perform such duties as maybe prescribed by the Board of Directors or by the Chairman of the Board.

ARTICLE IX
DISTRIBUTION OF PRINCIPAL AND INCOME AND RELATED MATTERS

9.01. Annual Distributions It shall be the policy of this Corporation to make, at least annually, distributions for one or more of the purposes for which it is organized, including administrative expenses and amounts paid to acquire an asset used (or held for use) in carrying out one or more of its purposes, in an amount determined by the Board of Directors. In any such distributions of funds, no discrimination shall be made on account of the age, sex, race, color, religious affiliation, sexual orientation, or national origin of the individuals or programs to be benefited thereby. The distribution of funds, except for normal operation expenses, will be made directly or indirectly, to support, assist, augment and supplement the RIO LINDA - ELVERTA RECREATION AND PARK DISTRICT, and/or its Community Partner non-profit organizations in the carrying out of its mission, goals and objectives.

9.02. No Self-dealing It shall be the policy of this Corporation not to engage in any act, which would constitute "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended.

9.03. No Jeopardy Investments It shall be the policy of this Corporation to assure that no funds, whether title thereto is vested in this Corporation or is vested in trust for the benefit of this Corporation, are knowingly invested or reinvested in such a manner as to jeopardize the carrying out of any of the purposes for which this Corporation is organized.

ARTICLE X
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER
AGENTS

10.01. Right of Indemnity To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts, including but not limited to defense costs actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that Section and including any action by or in the right of the Corporation, by reason of the action by or in the right of the Corporation, by reason of the fact that the person is or was "a person" described in that Section. "Expenses" as used in the Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporation Code.

10.02. Approval of Indemnity - On written request of the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(a) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and if so the Board shall authorize indemnification.

10.03. Required Standard of Conduct Any person seeking indemnification must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of this Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.

10.04. Manner of Determination of Good Faith Conduct The determination that a person did act in a manner complying with article 11.04, above, shall be made by:

a. The Board of Directors by 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. Such determination may be made on application brought by this Corporation, the agent, or the attorney or other person rendering a defense to the agent, whether or not this Corporation opposes the application by the agent, attorney, or other person.

10.05. Advancement of Expenses To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 11.02 above of these Bylaws in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

10.06. Insurance The Corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of the California Corporations Code.

ARTICLE XI
BOOKS OF RECORD, INSPECTION, AUDIT, FISCAL YEAR,

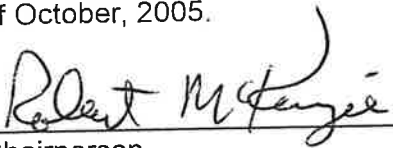
11.01. Books and Records The Board of Directors of this Corporation shall cause to be kept:

1. Record of all proceedings of Directors and Committees;
2. All financial statements of this Corporation;

ARTICLES XIV
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 above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person " includes both the Corporation and the natural person.

Passed and Adopted by the Rio Linda - Elverta Foundation for the Future, this 19th day of October, 2005.



Chairperson



Secretary