

Mandeville Foundation Bylaws



Article 1: Purpose of Mandeville Foundation

The Mandeville Foundation (MF) is dedicated to preserving the open space, wildlife, vegetation, and rural atmosphere in Mandeville Canyon and its adjoining foothills and ridges. MF works to preserve the intrinsic beauty of Mandeville Canyon and its surrounding ridges through vigilant stewardship of the natural resources, fundraising projects, and through public education and conservation programs.

MF is also dedicated to enhancing community safety, including the safety of the hiking, walking paths and the bicycling areas, as well as the City parkway areas that border Mandeville Canyon Road.

The Mandeville Foundation is a 501(c)3 non-profit public benefit corporation organized under the Nonprofit Public Benefit Law for Charitable Purposes. The MF Tax ID is #20-1142667

Article 2: Governance

MF Board Members – the MF Board shall consist of four elected Board members. The current president of the Mandeville Canyon Association (MCA) shall serve *ex officio* as a voting fifth Board member.

The MF Board shall be led by a Board president elected by a majority of the MF Board members. The *ex officio* Board member shall not serve as the MF Board president.

Among these five Board members there shall be one Board member from the communities represented by each of the canyon's three associations (the Mandeville Canyon Association [MCA], the Upper Mandeville Canyon Association [UMCA], and the Brentwood Hills Homeowners Association [BHHA]). Only current resident homeowners shall serve as MF Board members.

The MF Board in place as of the adoption of these bylaws shall serve through February 2027. In February 2027, the Board president shall hold the election of Board members for two-year terms. MF Board members may serve an unlimited number of terms. Elections shall be held in February every two years at a date set by the Board president.

Board Elections – every two years there shall be a new Board. The MCA president remains as an *ex officio* MF Board member. The Board president shall appoint a holdover Board member for the next two years. This holdover appointment is intended to preserve the historical memory of MF, insuring an effective transition to the new Board. The Board president may appoint themselves, but as a Board member not as holdover president. If no holdover Board member is available, the MCA president shall appoint any resident homeowner of the Mandeville Canyon community as the holdover Board member.

In the January preceding each election, the MF Board president shall contact the MCA, the UMCA, and the BHHA to receive Board candidate nominees from their communities. In addition to these nominees, any resident homeowner in the Mandeville Canyon community may become a MF Board candidate by returning a petition signed by 10 confirmed resident homeowners by January 31. The MF president shall make a nominating petition available to any verified resident homeowner. The MF president is responsible for verifying that all petition signatories are Mandeville Canyon resident homeowners. The MF president, at their sole discretion, may reject a petition if there is any concern that a signatory is not a Mandeville community resident. The aspiring candidate shall have 48 hours to cure any indicated deficiency in a petition, but not beyond the January 31 deadline.

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If there is only one nominee from a community, that nominee shall be appointed an MF Board member. If there are multiple nominees from a community, the relevant community organization shall hold an election for their MF Board representative in a manner determined by them and approved by the MF president. The community organization may restrict eligible voters to dues-paying members.

Board Vacancies – a Board member may resign at any time by sending an email to the Board President.

In the event of a resignation, the Board president shall within 30 days appoint a new member of the Board, with the requirement that the resident homeowner appointed to fill the vacancy shall be from the same community as the resigning Board member. The Board president shall consult with the appropriate community association prior to naming the replacement Board member but is not bound by that deliberation. If the Board president fails to act within 30 days, the *ex officio* Board member shall appoint the new Board member from the same community as the resigned Board member.

If the Board president resigns, the *ex officio* Board member shall be responsible for holding an election among the remaining Board members to appoint a new president. If that vote ends in a tie, the *ex officio* Board shall provide the tie-breaking vote to name a new Board president.

Board Meetings – the timing of Board meetings shall be entirely at the discretion of the Board president, provided that the Board meets in person or virtually at least once every quarter.

There shall be three Board members in attendance for a Board meeting to have a quorum. Attendance can be in-person or virtual. Board members may vote the proxy provided to them in writing by another Board member (email confirmation required), but a proxy vote shall not be sufficient to reach a quorum.

How the Board memorializes its discussions and determinations shall be entirely at the discretion of the Board president. It is not necessary for the Board to meet to conduct grant making. The Board president may, at their discretion, conduct grant making through a series of emails that discuss, nominate, and vote on grants.

The only requirement is that the Board shall maintain sufficient documentation of its deliberations and grant decisions through minutes, notes and/or email chains to memorialize its full deliberative process.

Article 3: Grant Making and Donations

Allowable Grants – MF grants shall only be provided to projects within the Mandeville Canyon community. For the purposes of MF grants, the Mandeville Canyon community includes the grounds on Sunset Blvd 500 yards in either direction of the entry to Mandeville Canyon Road. Grants may also be provided for neighborhood beautification and safety-related vegetation and tree trimming projects in the grounds along Sunset Blvd directly adjacent to the Paul Revere School.

MF grants may be provided to projects related to maintaining the natural environment of the Mandeville Canyon community, including but not limited to neighborhood beautification, resident safety, sustainability, environmental and ecological protection, and fire hardening projects. The MF Board shall prioritize the use of native, water-efficient vegetation and trees, including the replacement of non-native, water-thirsty plants and trees. Allowable grants may also include safety projects for pedestrians on the pedestrian path, and road safety projects for cyclists.

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Accepting Donations – MF may accept donations from any donor. All donations received shall be deemed general donations available for any approved purpose unless other instructions are specifically designated in writing by the donor.

The MF Board shall maintain separate records for donations contributed for specific purposes. While all funds may be comingled in a single bank account, MF records shall clearly indicate the balances reserved for specific purposes.

Grant Making Guidelines – in 2026 and thereafter MF shall consider Grant Requests submitted by MCA. Starting in February 2027 MF shall consider Grant Requests from UMCA and BHHA.

The MF Board shall use a one-page Grant Request form to consider all requested grants. This form shall be created by the MF Board in 2026 and shall be changed only by a unanimous vote of the MF Board. Grant Request forms may be submitted at any time via email to the MF president. When the MF president receives a Grant Request form, they shall forward copies of the form to all Board members within 96 hours.

The timing and process to consider and either approve or reject grants shall be determined by the Board president. The Board does not need to meet to consider a Grant Request. The Board may deliberate on a Grant Request through a series of emails and phone calls. The final decision on a Grant Request shall be documented in writing (an email or a pdf of the Grant Request form is sufficient).

The Board shall provide prompt and friendly replies on all Grant Requests, even those they reject.

The MF Board shall determine its own level of giving in any year. The MF Board shall carry over any balance of donations not disbursed. The MF Board may carry over 100% of the donations for a year in extraordinary circumstances. The MF Board shall not carry over 100% of donations two consecutive years.

Conflict of Interest – a Board member who may have a personal, financial, or business interest related to a Grant Request shall immediately disclose it to the other members of the Board. The Board shall determine, without the vote of the Board member involved, whether there is a conflict of interest, or the appearance of a conflict, to the extent that it warrants excluding the interested Board member from voting or otherwise deliberating on that Grant Request. In the event of a tie vote, the Board member shall be deemed conflicted and excluded from a vote on that Grant Proposal.

Article 4: Administration

Financial Record Keeping – as indicated above, the Board shall keep financial records that show the balance of donations specified by donors for a specific purpose.

The MF Board shall keep a contemporaneous general ledger, showing all cash inflows / donations and all cash outflows / administrative expenses and grant disbursements. This general ledger shall be reconciled each month, with the balances accurate in terms of donations by neighborhoods and general donations plus donations reserved for specific purposes. MF shall develop summary financial records each year.

MF shall make its most-updated general ledger and latest annual financial records available upon request at no charge to any resident homeowner of the Mandeville Canyon community, and to any donor. MF shall also make its financial records available upon request at no charge to any local elected official (councilmember, mayor, assemblymember, state senator) or their staff members.

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Prohibition Against Investing – MF shall keep its accumulated funds in a checking and/or a savings account with a large international bank with superior credit ratings. *MF is strictly and permanently prohibited from investing any accumulated balance in any type of investment.*

Program Evaluation – each January the MF Board shall complete an annual evaluation. This evaluation shall include, but not be limited to:

- 1) Donations received, Grant Requests approved / funds disbursed;
- 2) A brief description of the purpose of each approved Grant Request, and the results achieved;
- 3) An overall discussion of how successful the prior year’s grant program was, indicating both highlights and areas for improvement;
- 4) A concluding discussion of objectives / aspirations for the year ahead, along with an estimate or goal for donations and disbursements in the coming year.

The Board may use the format of prior evaluation reports in developing each new evaluation report, or it may develop a new evaluation format.

Each annual evaluation shall be completed no later than January 31. The MF Board shall send the completed evaluation to each community association, encouraging them to share the evaluation with their members. The MF Board shall ask the MCA to include a link to each annual evaluation in an “all contacts” regional email.

MF shall make its most-updated evaluation report available upon request at no charge to any resident homeowner of the Mandeville Canyon community, and to any donor. MF shall also make its evaluation reports available upon request at no charge to any local elected official (councilmember, mayor, assemblymember, state senator) or their staff members.

Administration Expenses – MF shall try to operate as a low-cost charitable organization. The MF Board shall obtain any insurance policies it deems appropriate. The MF Board may also incur other necessary and reasonable expenses, including but not restricted to professional fees, technology expenses, bank fees, and taxes.

Donor Services – the MF Board shall reply promptly and in a friendly manner to all inquiries from donors and prospective donors.

These bylaws were formally adopted on December 2, 2025.