

# THE FOUNDATION FOR CENTRAL SCHOOLS

Est. 2004

## FOUNDATION FOR CENTRAL SCHOOLS BYLAWS UPDATED OCTOBER 27,2021

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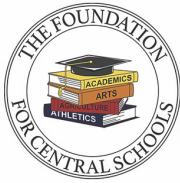
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## ARTICLE I OFFICES, CORPORATE SEAL

**Section 1.01. Registered Office.** The registered office of the corporation in California shall be that set forth in the Articles of Incorporation, or in a resolution of the Directors filed with the State of California changing the registered office.

**Section 1.02. Other Offices.** The corporation may have such other offices, within or without the State of California, as the Directors shall from time to time determine.

**Section 1.03. Corporate Seal.** The corporation may have a corporate seal, a design, and form to be determined by the Board of Directors.

## ARTICLE II PURPOSE

**Section 2.01. Purpose.** The Foundation will serve as advocates and ambassadors of Central Unified School District in the attainment of the district's vision, goals, objectives, and philosophy. Additionally, the Foundation will be a primary vehicle for attracting and receiving cash, grants, services, and appropriate gifts of any kind, exclusively for the benefit for Central Unified School District, its students, staff programs and activities.

## ARTICLE III BOARD OF DIRECTORS

### **Section 3.01. Members.**

This Foundation shall have no members. All corporate actions shall be approved by the Board of Directors as provided in these bylaws. All rights which would otherwise rest in the members shall rest in the Directors.

### **Section 3.02. General Powers.**

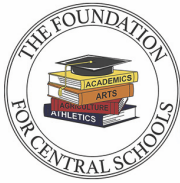
The property, affairs and business of the corporation shall be managed by the Directors.

### **Section 3.03. Property.**

No trustee shall have any right, title or interest in or to the property of the corporation.

**Section 3.04. Number.** The number of Directors shall be not less than three (3); however, the number of voting Directors may be increased or decreased to any odd number, by the vote of the Directors. Any change in the number of Directors shall receive unanimous approval, by resolution, of all Directors before it becomes effective. The initial Directors shall be appointed by the Board of Trustees of the Central Unified School District.

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### **Section 3.05. Qualification.**

There will be permanent seats for the Superintendent of Schools or designee and the President of the Board of Trustees of CUSD or designee and at no time will these seats be left unfilled. Persons who would be described in Section 4946(a) (A) or (c) through (G) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended, shall never constitute more than one-third of the Directors of this corporation; and such persons, together with representatives of banks or trust companies which serve as Directors, investment advisors, custodians, or agents for or with respect to funds of or held for the benefit of this corporation, shall never constitute more than one-half of the Directors of this corporation.

### **Section 3.06. Term of Office.**

Each Director shall hold office until the annual meeting two (2) years following his or her election/appointment and until his or her successor shall have been elected/appointed or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided. The Board of Directors shall draw lots for initial terms of office. The term of office for approximately one-third of the Directors shall expire each year. Directors may be re-elected to successive terms.

### **Section 3.07. Resignation.**

Any Director of the corporation may resign at any time by giving written notice to the Chairman of the Board or to the Secretary of the corporation. The resignation of any Director shall take place effect at the time specified therein; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

### **Section 3.08. Vacancies.**

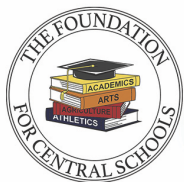
Any Vacancy in the Board of Directors caused by death, resignation, disqualification, removal, or any other cause, shall be filled by unanimous vote of the Board of Directors. In the event that a unanimous decision cannot be reached on the best efforts and good faith of the Board of Directors, the vacancy shall be filled by appointment by the Board of Trustees of the Central Unified School District, to be approved by a majority of the Board of Directors.

### **Section 3.09. Place of Meeting.**

The Board of Directors may hold its meetings at such place or places, within or without the State of California, as it may choose.

### **Section 3.10. Annual Meeting.**

As soon as practical and not more than thirty-five (35) days after November 1<sup>st</sup> of a new fiscal year the annual meeting of the corporation shall be held for the purpose of election of officers of the corporation and any other business or transactions as shall come before the



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meeting. Notice of the annual meeting shall be given in writing not less than ten (10) days prior to said meeting date.

### **Section 3.11. Regular Meetings.**

Regular meetings of the Board of Directors shall be held at such time and place within the State of California as the Board may determine by resolution adopted by a majority of the whole Board of Directors. Notice of regular meetings shall be given five (5) days prior to the meeting

### **Section 3.12. Special Meetings; Notice.**

Special Meetings of the Board of Directors shall be held whenever called by the Chairman of the Board or by two or more of the Directors. Notice of each such special meeting shall be mailed to each Director, addressed to the Director at his or her residence or usual place of business, at least five (5) days before the day on which the meeting is to be held, or to be delivered personally or by telephone, no later than two (2) days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but not need state the purposes thereof except as otherwise herein expressly provided. Any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the Directors of the corporation then in office shall be present thereat or waive such notice in writing before, at, or after such meeting.

### **Section 3.13. Quorum and Manner of Acting.**

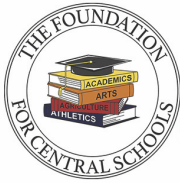
Except as otherwise provided by statute or by these Bylaws, a minimum of 51% of the Directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn any meeting until a quorum be had. Notice of adjourned meeting need not be given.

### **Section 3.14. Removal of Directors.**

Any Director may be removed, with the exception of the seat held by the Superintendent of Schools, and President of the CUSD Board of Trustees with or without cause at any time: Removal shall be by a vote of a majority of the Directors of the corporation at a special meeting of the Directors called for the purpose. Proper notice must be given in writing ten (10) days prior to such a meeting and the vacancy in the Board of Directors caused by any such removal shall be filled in the matter specified in Section 3.06 hereof.

### **Section 3.15. Proxies.**

Proxies shall not be allowed or used.



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## ARTICLE IV OFFICERS

### **Section 4.01. Number.**

The officers of the corporation shall be a Chairman of the Board, a Secretary, a Treasurer, and, if the Board shall so elect, one (1) or more Vice Chairman and such other officers as may be appointed by the Board of Directors. Any two (2) or more offices, except those of Chairman of the Board and Vice Chairman, may be held by the same person.

### **Section 4.02. Election, Term of Office and Qualifications.**

All officers shall be elected annually by the Directors of the corporation, except in the case of officers appointed in accordance with the provisions of Section 4.10, each shall hold office for a period of one (1) year and until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided. Officers shall be Directors.

### **Section 4.03. Resignation.**

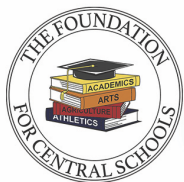
Any officer may resign at any time by giving written notice of resignation to the Board of Directors, to the Chairman of the Board or to the Secretary of the corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4.04. Removal.** Any officer may be removed, with cause, by a vote of the Board of Directors at a meeting called for that purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the Directors of the corporation shall be present thereat.

**Section 4.05. Vacancies.** A vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in the Bylaws for election or appointment to such office.

**Section 4.06. Chairman of the Board.** The Chairman of the Board shall assume all duties normally associated with that office. The Chairman of the Board shall conduct the meetings of the corporation. The Chairman of the Board shall be the chief executive officer of the corporation and shall have general active management of the business of the corporation. He or she, shall, when present, preside at all meetings of the Directors. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she, with the proper signature of one other 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 to donate income or principal of the corporation to or for the account of such organizations, causes, and projects described in the Articles of Incorporation of the corporation as the corporation was organized to support

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and with respect to Article II of these bylaws marked “Purpose”. He or she shall have such other duties as may from time to time be purchased by the Board of Directors.

**Section 4.07. Vice Chairman.** Each Vice Chairman, if any, shall be elected by the Board of Directors, shall have such powers and shall perform such duties as may be specified in the bylaws or prescribed by the Board of Directors or by the Chairman of the Board. In the event of absence or disability of the Chairman of the Board, Vice Chairman shall succeed to his or her power and duties in the order designated by the Board of Directors.

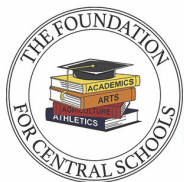
**Section 4.08. Secretary.** The Secretary shall be Secretary of, and when present shall see that the proceedings of the meeting of the Board of Directors are kept. He or she shall when directed to do so notify the Directors of all meetings, and perform such duties as may from time to time be presented by the Board of Directors or by the Chairman of the Board and, in general shall perform all duties incident to the office or the Secretary.

**Section 4.09. Treasurer.** The Treasurer shall cause to be kept accurate accounts of all moneys of the corporation received or disbursed. He or she shall deposit all moneys, 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 from time to time designate. He or she shall cause to be rendered to the Chairman of the Board and the Directors, whenever required, and account of all his or her transactions as Treasurer and of the financial condition of the corporation, and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chairman of the Board, and in general, shall perform all duties incident to the office of the Treasurer.

**Section 4.10. Executive Director.** A staff member of the Personnel office of the Central Unified School District shall be appointed as Executive Director of the foundation. The responsibilities of this post will include daily operational and liaison duties ad other such duties that are deemed appropriate by the CUSD Board of Trustees, and the Directors of the corporation. The corporation realizes this portion is with the approval and at the discretion of the Board of Trustees of the Central Unified School District. The position of Executive Director shall be ex-officio and shall not have a vote in corporation matters.

**Section 4.11. Other Officers.** The corporation may have such other offices and agents as may be deemed necessary by the Board of Directors, who shall be appointed in such manner, have such duties and hold their offices for such terms as may be determined by resolution of the Board if Directors.

**Section 4.12. Advisors.** The Board of Directors may establish a body of Advisors to assist in the development and operation of the Foundation. The advisors may be appointed by the Board of Directors in any number the Directors may from time to time deem



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necessary. The Advisors shall have no vote in foundation matters and no authority to effect foundation policy.

**Section 4.13. Election Procedure.** After the initial slate of officers are elected, future officers shall be elected as follows: The nominating committee shall provide each director with a list of officers thirty (30) days prior to the annual meeting. The slate of officers shall be presented for vote at the annual meeting. A vote of a majority of duly qualified Directors shall be required to elect officers.

## ARTICLE V COMMITTEES

**Section 5.01. Nominating Committee.** A nominating committee of at least three (3) directors shall be appointed at the annual meeting each year. The nominating committee shall produce a list of directors willing to serve as officers. The list of officers shall be presented to all duly qualified directors at least thirty (30) days prior to the annual meeting. Officers shall be elected at the annual meeting as prescribed by these bylaws.

**Section 5.02. Other Committee.** The Board of Directors may act by and through such other committees as may be specified in resolutions adopted by a majority of the whole number of directors. Each such committee shall have such duties and responsibilities as are granted to it by the Board of Directors. Each such committee shall at times be subject to the direction of the Chairman of the Board of Directors.

## ARTICLE VI FISCAL AGENTS

The corporation may designate such fiscal agents, investment advisors and custodians as the Board of Directors may select by resolution. The Board of Directors may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian.

## ARTICLE VII FIDUCIARY RESPONSIBILITY

It shall be the policy of this corporation that the Board of Directors shall assume and discharge fiduciary responsibility with respect to all funds held or administered by the corporation.

## ARTICLE VIII POLICIES WITH RESPECT TO DISTRIBUTION OF PRINCIPLE AND INCOME AND RELATED MATTERS

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**Section 8.01. Annual Distributions.** It shall be the policy of this corporation to make annual distributions for one or more of the educational purposes for which it is organized, including administrative expenses and amounts paid to acquire an asset used (or held for use) directly in carrying out one or more of its purposes, in an amount determined by the Board of Directors to be appropriate. In such distribution of funds no discrimination shall be made on account of age, sex, color, religious affiliation or national origin of the individuals or programs to be benefited thereby. As the purposes of this corporation indicate in Article II of these bylaws and the Article entitled “Purpose: of the articles of Incorporation, there will be no distribution of funds except for normal operational expenses, without adherence to the policy dictated by the Central Unified School District Board of Trustees. It is the intent of this corporation, to make distribution only through the CUSD Board of Trustees to programs directly or indirectly identifiable with the purpose, goals, and authorized activities of the CUSD.

**Section 8.02. 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 1954.

**Section 8.03. 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 a trust for the benefit of this corporation, are invested or reinvested in such a manner as to jeopardize the carrying out of any educational purposes for which this corporation is organized.

**Section 8.04. Expenditure Responsibility.** It shall be the policy of this corporation through its Board of Directors, will exercise “expenditure responsibility”, as defined in Section 4945 (h) (1) and (2) of the Internal Revenue Code of 1954, as not enacted or as hereafter amended, with respect to all grants and distributions.

**Section 8.05. Reasonable Return.** The Board of Directors shall take steps to assure that each director, agent, or custodian with respect to the aggregate of the unrestricted trusts or funds that are, a component part of this corporation, administer such trust or fund in accordance with accepted standards of fiduciary conduct to produce a reasonable (as determined by the Board of Directors) return of net income, in furtherance of this corporation’s educational purposes.

**Section 8.06. Compensation and Reimbursement.** No director shall receive directly or indirectly any compensation for his or her services as director. No benefit shall inure to the Directors because of their participation on the Board of this Corporation. Directors may receive such reimbursement of expenses as the board may determine by resolution to be just and reasonable to the corporation.



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**Section 8.07 Political Campaigns.** Under the internal revenue code, all section 501(C)(3) organizations may not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

A charity engages in political campaign intervention when it:

- Makes or solicits contributions to or for candidates or political organizations
- Endorses a candidate or rates the candidates (no matter how objective such rating may be)
- Publishes or distributes partisan campaign literature or written statements
- Has its representatives speak out about a candidate
- Uses its resources to influence an election

**All these activities are prohibited.**

**Section 8.08 Nonpartisan Activities.** Charities are allowed to conduct nonpartisan activities that educate the public and help them participate in the electoral process. Such instruction can take various forms, including voter education guides, voter registration and get-out-the vote drives and candidate forums.

Website links are acceptable if:

- There is a link to every candidate's official website
- The links are presented in an educational context and are for informational purposes only
- The links are presented in a consistent, unbiased manner

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**Section 8.09 Lobbying.** No organization may qualify for section 501(c)(3) status if a substantial part of its activities is attempting to influence legislation (commonly known as lobbying). A 501(c)(3) organization may engage in some lobbying, but too much lobbying activities risks loss of tax-exempt status. Organizations may, however, involve themselves in issues of public policy without the activity being considered as lobbying. For example, organizations may conduct educational meetings, prepare and distribute educational materials, or otherwise consider public policy issues in an educational manner without jeopardizing their tax-exempt status.

## ARTICLE IX BOOK OF RECORD, AUDIT, FISCAL YEAR, BOND

**Section 9.01. Books and Records.** The Board of Directors of this corporation shall cause to be kept:

- (1) records of all proceeding of Directors, and Committees; and
- (2) all financial statements of this corporation.
- (3) Articles of Incorporation and Bylaws of this and all amendments thereto and restatements thereof;
- (4) Such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

### **Section 9.02. Audit and Publication.**

The Board of Directors shall cause the records and books of account of this corporation to be audited at least once in each fiscal year in such manner as may be deemed necessary or appropriate, and also shall make such inquiry as the Board of Directors deems necessary or advisable into the condition of all trusts and funds held by any director, agent, or custodian for the benefit of this corporation, and shall retain such person or firm for such purposes as it may deem appropriate. No later than six months after the close of each fiscal year of the corporation, the Board of Directors of this corporation shall furnish to the Board of Trustees of the Central Unified School District copies of the corporation financial statements for the immediately preceding fiscal year. As necessary pursuant to federal law, the Board of Directors shall make available for public inspection certain annual returns and applications for exemption, for example by publishing them on the internet or in locally distributed in-print sources.



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## **Section 9.03. Fiscal Year.**

The fiscal year of the corporation shall end on June 30 of each year.

**9.04. Bond.** The corporation shall obtain bond on such people and in such amounts as may from time to time be deemed necessary by the Board of Directors.

## **ARTICLE X WIAVER OF NOTICE**

Whenever any notice is required to be given by these Bylaws or any of the corporate laws of the State of California, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at or after the time stated therein, or before, at, or after the meeting.

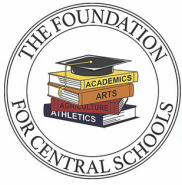
## **ARTICLE XI INDEMNIFICATION**

To the fullest extent provided by the 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 actually and reasonably incurred by them in connection with any “proceeding”, as that term is used in that section and including an action by or in the right of the corporation, by the reason of the fact that the person is or was a person described in that section. “Expenses”, as used in this Bylaw shall have the same meaning as in Section 5238 (a) of the California Corporations Code.

## **ARTICLE XII AMENDMENTS**

Any amendments or omissions to the Articles of Incorporation or Bylaws may be adopted by approval of two-thirds ( $\frac{2}{3}$ ) of the board of directors except amendments to Article II (Purpose), section 3.05 (Qualification), section 3.06 (Term of Office), which require unanimous approval and resolution of all qualified Directors. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or Bylaws, may be submitted and voted upon at a single meeting of the Board of Directors under the condition set forth in this Article.

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