

**BYLAWS OF THE
ENCINITAS EDUCATIONAL FOUNDATION**

A California Nonprofit Public Benefit Corporation

ENCINITAS, CALIFORNIA 92024

Revised and Restated August 2015

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ARTICLE I.

ORGANIZATION PRINCIPLES & OPERATIONS

A. Name

The name of this California non-profit public benefit corporation is Encinitas Educational Foundation, also known as “EEF” and hereinafter referred to in these bylaws as “the Corporation.”

B. Offices

1. Principal Office

The principal office of the Corporation for its transaction of business shall be located in Encinitas, CA.

2. Change of Address

The Board of Directors is granted full power and authority to change the principal office of the Corporation if it deems it necessary to do so. Such change of address shall be recorded properly according to the laws of the State of California but shall not be considered an amendment of these bylaws.

C. Purpose

The purpose of the Corporation, as stated in its Articles of Incorporation dated February 21, 1984, is as follows:

1. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law exclusively for charitable purposes in accordance with the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code.
2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign, including the publishing or distribution of statements, on behalf of any candidate for public office.
3. Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the U.S. Internal Revenue Code, or the corresponding provision of any future U.S. Internal Revenue law, or the Articles of Incorporation or Bylaws

4. The specific purpose of the Corporation is to assist in the achievement and maintenance of a superior public educational system within the Encinitas Union School District (“EUSD), with schools located in Encinitas and South Carlsbad, CA. The Corporation will solicit and receive contributions from the public and private sectors and make contributions to EUSD for developing, conducting and financing existing and future programs and projects designed to benefit the students enrolled in the schools of EUSD.

D. Fiscal Year

The fiscal year shall begin on July 1st.

E. Amendments to the Bylaws

Amendments to the bylaws shall be presented in writing to the Board and shall be initiated by either a (1) a Committee established by the Board of Directors as provided in these bylaws or (2) one-third (1/3) of the Board of Directors. Any such amendments must be approved by a majority of the Board at a regular, annual or special meeting. If approved by the Board of Directors, such amendments must then be acted upon as soon as reasonably necessary to effectuate the change(s).

F. Parliamentary Authority

The rules of parliamentary procedure at meetings shall be determined by Roberts Rules of Order the latest revised edition as interpreted by the President.

G. Dissolution

The Board of Directors of the Corporation may, in the course of conducting their duties under these bylaws, determine that the Corporation must be dissolved. Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II.

MEMBERS

The Corporation shall have no Members. Any action which would otherwise require approval by a majority of all members or approval by the Members shall require only approval of the Board. All rights which would otherwise vest in the Members shall vest in the Directors.

ARTICLE III.

BOARD OF DIRECTORS

A. Authority of the Board of Directors

Subject to the limitations of the Articles of Incorporation and these bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors shall have the general management and decision-making authority regarding the affairs, funds, records and property of the Corporation in accordance with the Articles of Incorporation and these bylaws. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, a management company or committees, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. Without prejudice to such general powers but subject to the same limitations, the Board of Directors shall have the following powers and authority in addition to the other powers and authority enumerated in these bylaws:

1. To elect and remove all officers, agents and employees of the Corporation and to prescribe powers and duties for such persons which are not inconsistent with any local, state or federal law, the Articles of Incorporation or these bylaws;
2. To conduct, manage and control the affairs and activities of the Corporation, and to take actions and make and enforce policies which are not inconsistent with any local, state or federal law, the Articles of Incorporation or these bylaws.

B. Qualifications for Directors

The Directors of the Corporation shall be residents of the State of California. An EUSD employee and/or Member of the Board of Trustees of EUSD may serve as a member of the EEF Board of Directors, with the exception that an EUSD employee and/or Member of the Board of Trustees of EUSD may not serve as an Officer of the Corporation as provided in these bylaws.

C. Number of Directors

The Corporation shall consist of not less than nine (9) and not more than twenty (20) Directors, including the four (4) Officers of the Corporation as provided for in these bylaws. The Board of Directors of each current fiscal year will determine how many Directors will be required for the following fiscal year. At no time shall the composition of the Board contain more than 50% of Directors whose children attend the same EUSD School. In addition to the Directors, the Board of Directors shall include an employee of EUSD who

shall be given the title of “District Liaison” and who shall be permitted to vote upon all matters which are put to a vote during meetings of the Corporation. The District Liaison shall be appointed by the District Superintendent.

D. Selection of Directors and Term of Office

1. Nomination

Nomination of an individual for any available position on the Board of Directors may be made at any regular, annual or special meeting of the Board of Directors, with the following exception:

If a nomination for any available position on the Board of Directors is to be made during the annual meeting where the voting for the Board of Directors for the next fiscal year will take place, then each member of the current Board of Directors and School Site Representatives must be given 48 hours’ notice via e-mail before such annual meeting that such candidate’s nomination will be made at the annual meeting.

At its discretion, the Board of Directors may require reasonable and relevant information regarding each candidate for nomination for any available position on the Board of Directors.

2. Election

The Election of the Board of Directors for the following fiscal year shall take place during the annual meeting of the current fiscal year, which will be held in accordance with the provisions of these bylaws. Each current member of the Board of Directors will be permitted to place one vote for each of the available positions on the Board of Directors. One representative from each School Site will be permitted to place one vote for each of the available positions on the Board of Directors. The candidate who receives the most votes in favor of his/her election for the Director position for which he/she is nominated will be deemed the winner of that position.

a. Term of Office – General

The term of office for a Board of Director position shall be two years unless otherwise provided in these bylaws. If a Director wishes to terminate his/her participation on the Board he/she must do so in writing and deliver their resignation to the President either via e-mail or U.S. Mail, indicating the effective date of his/her resignation on either the current or a future date.

b. Terms of Offices – Exception for 2013-2014 Fiscal Year

In the interest of maintaining consistency and continuity of the Board of Directors and the Corporation, the terms of offices for the 2013-2014 Fiscal Year will be staggered with the exception that the terms of the President and one Officer will be for two years. Half of the remaining Board of Director positions for the 2013-2014 Fiscal Year will be for a term of one year and upon expiration these positions will become available for nomination and election during the 2014-2015 Fiscal Year. The other half of the Board of Director positions for the 2013-2014 Fiscal Year will be for a term of two years and upon expiration these positions will become available for nomination and election during the 2015-2016 Fiscal Year. A fair procedure will be used to determine which Directors will be elected to a one-year term and which Directors will be elected to a two-year term.

E. Vacancies

Vacancies on the Board of Directors shall exist upon:

1. the death, resignation or removal of any Director; or
2. whenever the number of Directors authorized is increased; or
3. on the failure of the Board of Directors to elect the minimum number of Directors for the following fiscal year as proscribed in these bylaws.

Except for a vacancy created by the removal of a Director as proscribed in these bylaws, vacancies on the Board of Directors may be filled by a majority vote of the Directors then in office at any regular, annual or special meeting. Any person elected to fill a vacancy shall serve for the remainder of the current fiscal, regardless of the length of time remaining in term of the vacating Director whose position they have been elected to fill.

F. Removal from the Board of Directors

Any Director of the Board may be dismissed from serving on the Board for failure to fulfill the duties of the office as determined by the Board of Directors, including but not limited to:

1. Failure to regularly attend meetings;
2. Failure to disclose a conflict of interest;
3. Demonstrating a lack of commitment or sound judgment; or
4. Engaging in criminal or civil misconduct.

In order to dismiss a Director of the Board, there must be a 2/3 Vote of the entire Board of Directors to approve the dismissal.

G. Officers

1. Titles

The Officers of the Corporation shall be one President, one Vice President, one Secretary and one Treasurer. All Officers serve as Directors of the Board and all provisions regarding Directors in these bylaws are applicable to the Officers in addition to the specific provisions regarding each of the Officer positions as proscribed in these bylaws.

2. Election

The Officers of the Corporation shall be elected at the annual meeting of the Corporation when the Board of Directors is elected. In the event of a vacancy or removal of an Officer from the Board of Directors, the provisions for filling such vacancy or removal as described in these bylaws shall be followed to fill the position.

3. Duties of Officers

a. President

The President shall preside at all meetings of the Board of Directors, and perform all duties incident to the office of President and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

b. Vice-President

The Vice-President shall have such powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

c. Secretary

The secretary shall keep or cause to be kept at the principal office of the Corporation, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

d. Treasurer

The Treasurer of the Corporation shall keep and maintain in written form, or in any other form capable of being converted into written form, adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account shall at all times be open to inspection by any Director of the Corporation. The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors, and shall render to the President and the Directors, on request, an account of all such Officer's transactions as Treasurer, and of the financial condition of the Corporation. The Treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these Bylaws.

H. School Sites

1. Affiliation With The Corporation

Each School Site in the Encinitas Union School District, shall be considered a chapter of the Corporation and shall conduct operations for their School Site under the principles and rules of these bylaws and the EEF School Site Bylaws, attached to these bylaws as Exhibit A.

2. School Site Representatives

Each School Site will select a minimum of two (2) School Site Representatives. A School Site Representative will attend regular School Site Representative meetings of the Corporation. As provided for in these bylaws, one representative from each School Site will be permitted to place one vote for each of the available positions on the Board of Directors. School Site Representatives do not have any other voting rights under these bylaws as it pertains to the general business of the Corporation.

3. Fundraising and Accounting

Each School Site may conduct its own independent fundraising activities for the benefit of their School Site and all monies raised through such fundraising activities are to be retained and allocated by that School Site, after all reasonable and necessary administrative costs and fees have been paid. All School Site funds shall be allocated at the discretion of the Schools designated Advisory Committee on each respective campus. Each School Site must collect, document and deposit all monies it receives according to the procedures set forth in the EEF School Site Bylaws. In addition to the individual School Site accounting procedures, an accounting of all

income and expenses for each School Site will be provided by the Corporation to all School Site Representatives and the Principals of each School Site on a monthly basis.

4. Minutes

Each School Sites Advisory Committee must record and maintain separate meeting minutes for each meeting and make meeting minutes available to EEF board of directors as requested.

5. Financial Obligation to the Corporation

At the discretion of the Board of Directors, a nominal fee may be assessed upon each School Site to cover administrative costs. If such a fee is to be assessed upon the School Sites, the Corporation will inform each School Site at the end of the current Fiscal Year to the cost of the fee for the following Academic Year.

I. Compensation

The Directors shall serve without compensation except that they may be allowed and paid their actual and necessary expenses incurred while on official Board business or for expenses personally incurred on behalf of the Board or for Corporation activities.

J. Indemnification

Each Director of the Board, School Site Representatives, Executive Director, or any person or organization whom the Board of Directors has delegated to act on behalf of the Corporation, who was or is made a party or is threatened to be made a party to or is involved, as a non-party witness or otherwise, in any action, suit or proceeding, whether civil, criminal, administrative or investigative, including proceeding by or in the right of the Corporation (hereinafter a "proceeding") by virtue that he/she, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, or acted on behalf of and with the authority and permission of the Corporation, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by law, against all expense, liability and loss (including attorneys' fees) reasonably incurred or suffered by such person in connection therewith.

Such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

The right to indemnification shall be triggered by written notice to the Corporation of a request for indemnification. The right to indemnification as conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that payment of such expenses in advance of the final disposition of a proceeding shall be made only upon:

- (a) delivery to the Corporation of a written affirmation, by the person seeking such payment in advance, of a good faith belief that the criteria for indemnification under California law have been satisfied;
- (b) a determination that the facts then known to those making the determination would not preclude the identification under California law or these Bylaws; and

The Corporation may, by action of its Board of Directors, provide indemnification to other classes of employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of Directors and officers. The Corporation may enter into Agreements with its Directors further providing the terms and conditions of their indemnification.

K. Annual Reports

The Board shall provide for the filing of required tax information reports, returns, and/or filings. Current financial reports, including but not limited to balance sheet, profit and loss statements, and bank account information, shall be distributed annually to each Director. Any Director shall be entitled, at his/her request, to a copy of any other financial reports of the Corporation, as well as copies of any report or tax filing made by the Corporation within the current or past three years.

L. Committees

The Directors may agree to form standing or special committees which will meet from time to time. Any committee so formed shall appoint a chairperson, unless previously appointed by the President, who shall preside over committee meetings and report from the committee to the Board. Any committee so formed shall not have authority to act for the Corporation, rather they will report and make recommendations to the Board for its approval and action.

ARTICLE IV.

MEETINGS

A. Location

Unless otherwise notified, all meetings of the Board of Directors will be held at the Offices of the Encinitas Union School District.

B. Call to Order and Adjournment

Meetings of the Board may be called to order by the President, or in the event that the President is unavailable to attend the President may appoint a Director of the Board to call the meeting to order. A majority of the Directors present, may effectively adjourn any meeting, or adjourn any meeting to another time and place. If the meeting is adjourned for longer than a twenty-four (24) hour period, notice of the adjournment shall be given, prior to the time of the reconvened meeting, to the Directors who were not present at the time of the adjournment of the time and place of the reconvened meeting.

C. Conduct of Meetings

The President or, in his or her absence any Director selected by the Directors present, shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence any Director appointed by the presiding Director, shall act as Secretary of the Board. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

D. Quorum

The quorum of the Board of Directors of any regular, annual or special meeting shall be not less than fifty percent (50%) of the Board of Directors who are currently serving, excluding any vacancies, including at least two Officers. For the purposes of establishing the quorum, each Director may attend any regular, annual or special meeting in person or via telephonic or video conferencing and may vote to approve, reject or abstain from voting on any matter which is presented for a vote during the meeting. No business shall be conducted at any Board of Directors meeting at which a quorum is not present provided, however, that a majority of the of the Board of Directors is present, whether or not constituting a quorum, (i) may adjourn any meeting to another time and place and (ii) may appoint a successor to serve until the next annual meeting of the Corporation to fill any vacancy in the Board for which the President has not appointed a successor within a reasonable time pursuant to the provisions of these bylaws. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more

than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors of the Board who were not present at the time of the adjournment.

E. Regular Meetings

1. Scheduling and Notice

Regular meetings of the Board of Directors shall be held at such date and time as may be designated by the Board of Directors in order to conduct the business of the Corporation. The dates of all regular meetings for each fiscal year will be scheduled no later than the date of the first meeting of the Board of Directors in the current fiscal year.

2. Attendance by Directors

If any Member of the Board of Directors shall fail to regularly attend meetings of the Board of Directors without good and valid reason for such absence(s) in the judgment of the Board of Directors, such Director shall cease to be a Member of the Board of Directors. Any vacancies occurring in the office of a Director between annual meetings shall be filled by an appointment by a majority of the Directors and such appointee shall serve until the next annual meeting.

F. Annual Meetings

The Corporation shall be convened by the President for the annual meeting in May of each year, or on such other dates as deemed appropriate, but in no event less than once yearly.

At the annual meeting, Directors shall be elected to fill any vacancies or replace any Director whose term is expiring. A projected budget for the coming fiscal year, and such other matters as deemed appropriate shall be presented and voted upon in accordance with the voting procedures established in these bylaws.

At the annual meetings, the President shall present a report to the Corporation and other reports from the Board of Directors and any committees may also be submitted.

G. Special Meetings

Special meetings of the Board of Directors may be called by the President or the Secretary or any two (2) Directors. Special meetings shall be held on four (4) days notice by first-class mail, postage prepaid, or on forty-eight (48) hours notice delivered personally electronically.

H. Closed Meetings

The President may call a closed meeting of the Officers and/or Board of Directors in order to discuss business matters of the Corporation which are sensitive and/or confidential in nature. No action may be taken on any matters discussed at such closed meetings without the approval of the majority of the Board of Directors.

I. Action Without Meetings

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a majority of the Directors of the Board consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. "Written consent," as used in this Section, shall include the use of e-mail communication sent to the Secretary of the Board.

J. Proxy

Every Director or School Site Representative entitled to vote on any matter shall, subject to law, have the right to do so by written proxy. The proxy shall be given to the Secretary of the Corporation. The proxy may include directions on whether the Director or School Site Representative wants to approve, reject or abstain from voting on any matter that is presented for a vote at any regular, annual or special meeting, and the proxy will have the same force and effect as if the Director or School Site Representative is casting their vote in person during the regular, annual or special meeting at which the matter is presented for a vote.

Approved this 15th day of September, 2015, in Encinitas, California, by the Board of Directors.

By: _____

Shelly Kelly
President of the Corporation, 2015-2017

Date: _____