

# POWAY UNIFIED SCHOOL DISTRICT FOUNDATION

## BYLAWS

### A California Nonprofit Public Benefit Corporation

#### ARTICLE I

##### NAME AND OFFICES

###### Section 1.1 Name

This Corporation shall be known as the Poway Unified School District Foundation (aka PUSD Foundation - “the Corporation”) and hereinafter referred to as the “Corporation”.

###### Section 1.2 Principal Office

The principal office of the Corporation shall be initially located in the County of San Diego, State of California.

###### Section 1.3 Other Offices

Branch or subordinate offices may at any time be established by the Board of Directors by noting the changed address and the effective date below and such change of address shall not be deemed an amendment of these bylaws.

\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_

#### ARTICLE II

##### GOALS, OBJECTIVES, AND PURPOSES

###### Section 2.1 Goals, Objective, and Purposes

Without in any way limiting the generality of the general purposes and powers of the Corporation set forth in the Articles of Incorporation (the “Articles”), the primary goals and specific objectives and purposes of the Corporation include, without being limited to, soliciting, managing, and disbursing voluntary contributions to provide general financial support for the public schools of Poway Unified School District, California, in order to provide and maintain consistently high quality educational opportunities for the children of the community served by such schools.

## ARTICLE III

### **BOARD OF DIRECTORS**

#### **Section 3.1 Powers**

Subject to any limitations stated in the Articles, these By-Laws, the Nonprofit Corporation Law, and subject to the duties of Directors as prescribed by the Nonprofit Corporation Law, all corporate powers shall be exercised by, or under the direction of, and the business and affairs of the Corporation shall be managed by, the Board of Directors. The individual Directors shall act only as members of the Board of Directors and the individual Directors shall have no power as such.

#### **Section 3.2 Number of Directors**

The authorized number of Directors of the Corporation shall be not less than 5 or more than 35 the exact number to be fixed by the Board of Directors. The number may be changed by amendment of this Bylaw.

#### **Section 3.3 Election, Term of Office, and Qualifications**

Directors shall hold office for a two-year term, ending June 30 or until his or her successor is selected and qualified. A member may be selected for no more than three consecutive terms. Directors may be invited back to serve on the Board after having been off the Board for at least one year. Directors shall be elected at the annual meeting of the Board of Directors provided for in Section 4.1 of these Bylaws or as otherwise determined by the Board of Directors.

Ex-Officio members of the Board shall include:

- 1) The Business Support Services Associate Superintendent;
- 2) The Senior staff member of the PUSD Foundation; and
- 3) Any other individuals the Board deems appropriate

#### **Section 3.4 Duties and Responsibilities**

Ensure key elements of the community encompassed by the Poway Unified School District are represented on the Board of Directors which shall include:

1. Support Foundation fundraising activities and events.
2. Represent and speak for the Foundation in the community.
3. Advise the Foundation in its efforts to develop public awareness of its activities and programs.
4. Permit the use of their names in all Foundation materials, brochures, reports, and letterhead.
5. Review and vote on policies and procedures related to the sustainability of the Foundation.
6. Perform all other duties as provided in these Bylaws or as may be prescribed by the Board of Directors of the Foundation.

### **Section 3.5 Vacancies**

A vacancy in the Board of Directors shall be deemed to exist in case of the death, resignation, or removal of any Director, or if the authorized number of Directors is increased, or if the Board of Directors declares vacant the position of any Director whose term has expired. If a vacancy occurs, a successor member shall be selected by a majority of the Directors then in office and shall serve for the unexpired term of his or her predecessor.

### **Section 3.6 Removal of Members**

A member may be removed from office with or without cause by a two-thirds vote of the total number of all members present.

### **Section 3.7 Resignation**

Any Director may resign at any time by giving written notice of such resignation to the President, the Secretary, or the Board of Directors of the Corporation. Such resignation shall take effect at the time specified in the notice; provided, however, that if the resignation is not to be effective upon receipt of the notice by the Corporation, the effective date specified is subject to acceptance by the Board of Directors.

### **Section 3.8 Compensation**

Members shall **serve without compensation** except that they shall be allowed and paid their actual and necessary expenses incurred in the course of discharging their powers and duties as members.

## **ARTICLE IV**

### **MEETINGS**

#### **Section 4.1 Annual Meeting**

The Annual meeting of the Board of Directors shall be held during the month of July or August of each year as established by the Board of Directors for the purpose of review of the Foundation budget, to receive communication on Foundation activities, or for the transaction of such business as may come before the meeting. If the Annual meeting is not held at the designated time, the President or any member of the Board of Directors may call the Annual meeting at a time fixed by him or her not more than 30 days before such designated time by proper notice designating the meeting as the Annual meeting.

## **Section 4.2 Other Regular or Special Meetings**

The Board of Directors may establish the time and place for the holding of regular or special meetings of the Board of Directors, or may defer such duties to the Executive Director. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary, a majority of the directors, or the Executive director.

## **Section 4.3 Telephonic Meetings**

Members of the Board of Directors may participate in a regular or special meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section 4.3 constitutes presence in person at such meeting.

## **Section 4.4 Notice of Meetings**

Notice of the date, time, and place of meetings shall be delivered to each member personally, or by first class or certified or registered mail, facsimile, or email with confirmation of receipt, at least two days prior to any such meeting.

## **Section 4.5 Action Without Meeting**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent may be sent through email and consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

## **Section 4.6 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 a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, the Board shall transact no business, except as otherwise expressly provided in the Bylaws, the Articles, or by law, and the only motion the chair shall entertain is a motion to adjourn.

# **ARTICLE V**

## **OFFICERS**

### **Section 5.1 Number**

The officers of the Corporation shall be a **President, President-Elect, and Treasurer**, each of whom shall be elected by the Board of Directors. Such other officers as may be

necessary may be elected or appointed by the Board of Directors. **No officer may hold more than one office.** The Executive Director shall act as liaison between the school district and the Corporation. The Secretary of the Corporation shall be a paid staff position and will not be a voting Board member.

### **Section 5.2 Election and Term of Office**

The officers of the Corporation shall be elected at the Annual meeting of the Board of Directors provided for in Section 4.1. If the election of officers is not held at such meeting, such election shall be held at the next regularly scheduled meeting of the Board. **Each officer shall hold office for a one year term.** This term **could be extended to two years** if agreed upon by the Board as well as the officer in question.

### **Section 5.3 President**

The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the President-Elect or Secretary, or any other proper officer of the Corporation so authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution of any of the same shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

### **Section 5.4 President-Elect**

In the absence of the President or in the event of the President's death, inability or refusal to act, the President-Elect shall perform the duties of the President, and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The President-Elect, when taking such position, agrees to serve as the President after the President-Elect term is complete.

### **Section 5.5 Secretary**

The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records (custody may be designated by the Secretary to such agents as the Secretary may determine); (d) be responsible for authenticating the records of the Corporation; (e) keep a register of the mailing address of each director which shall be furnished to the Secretary by such director; (f) have general charge of the books of the Corporation; and (g) in general perform all duties incident to the office of Secretary and

such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The office of Secretary may be held by the Executive Director.

### **Section 5.6 Treasurer**

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust company or other depositories, and (c) in general perform all of the duties of the office of Treasurer and such other duties as may be required by law, by the Articles, or by these Bylaws or may be assigned to him or her by the President or by the Board of Directors which may be prescribed from time to time.

## **ARTICLE VI**

### **SCHOOL DISTRICT REPRESENTATIVE**

#### **Section 6.1. School District Representative**

The Corporation, its officers and its Board of Directors recognize that in order to realize the Corporation's mission of promoting education in Poway Unified School District, it is essential to maintain at all times full, open and continuous communication, support and coordination of information and ideas between the Corporation, its officers and Board of Directors, and the school district. The Corporation, therefore, recognizes the need to involve a school district representative as Executive Director. The Poway Unified School District Superintendent shall initially appoint the Director of Partners in Education, a District employee, to serve as Executive Director on the Board of Directors of the Corporation. The Executive Director may, but shall not be required to be a member of the Board of Directors.

#### **Section 6.2 Function of Executive Director**

The function of the Executive Director will be to:

- (a) work with the Foundation Board to assure quality communications between the school district and Corporation;
- (b) serve as a supportive voice to the community for the Corporation, and serve as liaison between the Corporation and the Superintendent and the Superintendent's Cabinet and the Board of Education of the Poway Unified School District. (An Executive Advisory Committee consisting of the Superintendent, Deputy Superintendent, and Associate Superintendent of Business may serve to advise the Executive Director of financial areas of needed support for the District.)
- (c) assist all committees;
- (d) provide support for all programs and campaigns of the Corporation, and
- (e) support the mission of the Corporation

## **ARTICLE VII**

### **COMMITTEES**

#### **Section 7.1 Committees Generally**

Committees may be established and changed from time to time by the Board of Directors by written motion or resolution. The resolution shall state the committees' purpose and provide for their termination, if appropriate. Committees and their duties shall be outlined in the Board Manual. The Board Manual and committee descriptions shall be annually reviewed and updated if necessary.

## **ARTICLE VIII**

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

#### **Section 8.1 Contracts**

The Board of Directors may authorize any officer or officers, agent or agents, in the name and on behalf of the Corporation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances or otherwise limited. In the absence of any action by the Board of Directors to the contrary, the President shall be authorized to execute such instruments on behalf of the Corporation.

#### **Section 8.2 Loans**

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specified instances.

#### **Section 8.3 Checks, Drafts, Etc.**

The Board shall approve an annual budget. Board approval of individual expenses is not required for any and all expenses and payments that fall within the approved budget. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness in excess of \$5000 and issued in the name of the Corporation shall be signed by two signers authorized by the Board.

#### **Section 8.4 Deposits**

All funds of the Corporation not otherwise employed or invested shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Executive Director or Board of Directors may select.

### **Section 8.5 Gifts**

The Board of Directors may accept on behalf of the Corporation, any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

### **Section 8.6 Electronic Signatures**

Contracts and agreements of the Corporation and endorsements, renewals and amendments of the same, may be authenticated by electronic or facsimile of the signature of a duly authorized officer of the Corporation in lieu of a signature of such officer. In the event of such authentication by electronic or facsimile signature, such contract of agreement shall be valid only if countersigned by an agent of the Corporation authorized to execute such type of contract or agreement. The validity of any such contract or agreement shall not be affected in the event that the delivery of such document occurs after the officer whose signature appears by e-mail or facsimile is no longer serving as an officer of the Corporation by reason of death or any other cause.

## **ARTICLE IX**

### **FISCAL YEAR**

#### **Section 9.1 Fiscal Year**

The fiscal year of the Corporation shall begin on the first day in July and end on the last day of June in each year.

## **ARTICLE X**

### **RECORDS, REPORTS, AND SEAL**

#### **Section 10.1 Minutes of Meetings**

The Corporation shall keep at its principal office a book of minutes of all meetings with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present, and the proceedings thereof.

#### **Section 10.2 Books of Account**

The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

### **Section 10.3 Inspection of Records**

The books of account shall, at all reasonable times, be open to inspection by any Corporation member. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make copies.

### **Section 10.4 Financial Reports**

The Treasurer shall cause financial reports to be prepared and submitted to the members.

### **Section 10.5 Annual Report and Financial Statement**

The Treasurer shall cause to be prepared and submitted to the members annually a report including an financial statement. Such report shall summarize the Corporation's activities for the preceding year and activities projected for the forthcoming year.

### **Section 10.6 Sharing of Information**

Members of the Board of Directors and all other members of the Corporation shall not share information such as membership lists, donation lists, or information contained on databases of the Corporation.

### **Section 10.7 Seal**

The Board of Directors may adopt a corporate seal which shall be in the form of a circle and shall bear the full name of the Corporation and the year and state of its in Corporation.

## **ARTICLE XI**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

#### **Section 11.1 Indemnification by Corporation**

The Directors and officers shall be indemnified and held harmless to the extent and in the manner permitted in California Nonprofit Corporation Law.

#### **Section 11.2 Insurance**

The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this section; provided, however, that the Corporation shall have no power to purchase

and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the Nonprofit Corporation Law (relating to self-dealing transactions).

## **ARTICLE XII**

### **ASSETS AND INVESTMENTS**

#### **Section 12.1 Dedication of Assets**

The properties and assets of this Corporation are irrevocably dedicated to the Corporation's being an exempt organization within the meaning of Section 501©(3) of the United States Internal Revenue Code of 1954, as amended (the "Internal Revenue Code"), and Section 23701 of the California Revenue and Taxation Code, as amended (the "Internal Revenue Code"). (All references to the Internal Revenue Code and the Taxation Code contained in these Bylaws are deemed to include corresponding provisions of any future United States or California taxation law, as the case may be.

#### **Section 12.2 Standards, Retention of Property**

- (a) In investing, reinvesting, purchasing, acquiring, exchanging, selling, and managing the Corporation's investments, the Board of Directors shall act in accordance with the provisions of Section 5240 of the Nonprofit Corporation Law. The Board of Directors shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probably income, as well as the probably safety of the Corporation's capital.
- (b) Unless limited by the Articles, the Corporation may continue to hold property properly acquired or contributed to it if and as long as the Board of Directors, acting in accordance with the provisions of Section 5240 of the Nonprofit Corporation Law, may consider that retention is in the best interests of the Corporation. No retention of donated assets violates this Section 13.2 where such retention was required by the donor in the instrument under which the assets were received by the Corporation, except that no such requirement may be effective more than ten years after the death of the donor.
- (c) Notwithstanding any other provision in these Bylaws, the Corporation may reject any donation, acceptance, or which the Board of Directors deems would not further the purposes of the Corporation or the acceptance of which would impose an undue burden on the Corporation.

#### **Section 12.3 Endowment Fund**

- (a) The Corporation may receive donations earmarked for an endowment fund from any source in cash or in other property acceptable to the Board of Directors, provided the terms and conditions, if any, are consistent with the purposes and powers of the Corporation as set forth in the Articles and/or these Bylaws. All donations so received together with the income therefrom (referred to in these

Bylaws as the “Fund”) shall be held, managed, administered, and paid out-in accordance with any terms and conditions with respect thereto.- Unless otherwise specifically required, the Corporation may mingle such restricted donations with other assets of the Fund. The Corporation may reject any donation carrying restrictions deemed by the Board of Directors to be incompatible with the purposes of the Fund and/or the Corporation.

- (b) The Corporation shall keep a complete record of the source of all gifts made to the Fund and shall take such steps as the Board of Directors deem appropriate to recognize and commemorate each such gift, to the end that the memory of the gift and of the donor shall be appropriately preserved.
- (c) The Corporation shall disburse the Fund or the income therefrom at such time and in such a manner and in such amounts as the Board of Directors deems appropriate based on recommendations given to the Executive Director from the Superintendent’s Cabinet.

## **ARTICLE XIII**

### **BYLAWS REVIEW AND AMENDMENT**

#### **Section 13.1 Amendment**

Subject to the limitations contained in the Articles and to any provision of law applicable to the amendment of bylaws of nonprofit Corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by the vote of a majority of members present, provided that written notice of such meeting and of the intention to change the bylaws thereat is delivered to each member at least seven days prior to the date of such meeting, in the manner provided in Section 4.4 of these bylaws.

#### **Section 13.2 Changes to Bylaws**

Any active Director or the Executive Director may propose change(s) to the bylaws. Such requested changes must be submitted in writing to the Executive Director no less than 14 days before the next meeting. The Executive Director shall review the proposed change and make any recommendations regarding the proposed change to the Board at the Board’s next regularly scheduled meeting. A statement of the proposed change, and the Director’s or Executive Director’s recommendation, must be mailed to all active Directors at least 14 days prior to the Board meeting at which the proposed change will be considered.

#### **Section 13.3 Vote to Change Bylaws**

Proposed changes to the bylaws must pass by 2/3 vote of those Directors present at the Board meeting at which the change is put to a vote.

**Certificate of Secretary**

I, Rosanne Brown, hereby certify: That I am the duly elected and acting Secretary of the Poway Unified School District Foundation, a California Nonprofit Public Benefit Corporation; and that the foregoing Bylaws comprising 12 pages, constitute the revised Bylaws (section 8.3) of said Corporation as duly adopted at meeting of the Board of Directors held on February 9, 2012.

IN WITNESS WHEREOF, I, Rosanne Brown, have hereunder subscribed my name this 9 day of February 2012.

\_\_\_\_\_  
Secretary