

Bylaws of the Moreland Educational Foundation

1. Principal Place of Business

The principal place for the transaction of business of the Moreland Educational Foundation (hereinafter referred to as the Foundation) shall be designated by resolution of the Board of Directors or in the notice of meeting.

2. Purposes

The primary goals and purposes of the Foundation are:

- a. To increase general financial support or additional resources for Moreland District Schools, whenever in the judgment of the Directors of this Foundation, funding from public sources is inadequate to provide and maintain consistently high quality educational opportunities, facilities and resources for students of the district.
- b. To assist in the funding for development of new educational programs which promise significant contributions to the education of Moreland School District students.
- c. To provide educational enrichment to the Moreland community.
- d. To build a sense of community and mutual responsibility for education by engaging school communities, businesses, and the community at large in the pursuit of educational excellence.

3. Members

The Foundation shall have no members as defined in Section 5056 of the California Nonprofit Corporation Law. Any action, which would otherwise require approval by the members, shall require only approval of the Board of Directors. All rights, which would otherwise vest in the members, shall vest in the Directors.

4. Directors

4.a. Board of Directors

The Directors shall hereinafter be known as the Board of Directors and shall be elected as established by these bylaws.

4.b. Number of Directors

There shall be no fewer than five (5) Directors on the Board of Directors and no more than thirty five (35) Directors on the Board of Directors at any one time. The total number of Directors for purposes of a quorum shall be determined at the annual meeting upon election of Directors and may be modified at any subsequent meeting when a new Director is elected pursuant to the limits of this provision.

4.c. Quorum

A quorum for any meeting of the Board of Directors shall be the odd number that equals one fourth of the elected directors or the next higher number, but in no event less than three (3). A meeting at which a quorum is initially present may continue despite withdrawal of directors sufficient to constitute a quorum, however if any action is taken it must be approved by at least a majority of the required quorum. Adjournment does not require a quorum.

4.d. Election & Vacancies

Directors shall be elected at the annual meeting of the Board of Directors. Membership shall be established with the intent to maintain equal representation among schools. Each school retains

the right to at least one seat on the Board which may be filled by a parent, teacher, or administrator. Directors may be parents, teachers, administrators, or other community members. The Board of Directors shall establish and approve other guidelines for determining membership. A new Director may be elected by a quorum at any Regular Meeting, provided the Board has not yet reached capacity.

Vacancies shall exist on the death, resignation, or removal of any Director. If a vacancy occurs, then a majority of the Directors shall elect a new Director, within 3 months. Such election shall be held as provided for in these bylaws. A Director so elected shall serve for the unexpired term of their predecessor.

If a school fails to designate a Director by December 1 of a school year, then that school forfeits the right to a MEF Director for that school year. After December 1, the Board of Directors may fill the vacant School Representative seat with another Director for the unexpired term of the School Representative. Such a conversion requires approval of a simple majority of Directors. The Board of Directors shall communicate in writing the possibility of forfeiture to the affected school's principal no more than one (1) week after the October and November Regular Meetings.

4.e. Duties of Directors

As provided for by the California Nonprofit Corporation Law, each Director shall perform his or her fiduciary duties with due diligence. These duties include but are not limited to: 1) regularly attend meetings of the Board of Directors as established by the governing policies of the Foundation and provide timely notice to an Officer if they are unable to attend a meeting; 2) act in a reasonable and informed manner when participating in Board decisions; and 3) act in the Foundation's best interest.

Directors agree to support the Foundation in its fundraising and community building activities. Directors are encouraged to make financial or in-kind contributions to the Foundation.

4.f. Voting

As provided for by the California Nonprofit Corporation Law, all Directors shall be voting members. No voting by proxy shall be permitted.

4.g. Term

- (1) The respective terms of office shall end upon election of the new Board of Directors at the annual meeting. A Director may serve an unlimited number of terms.
- (2) The term of office for each Officer shall be as set forth in these bylaws.

4.h. Director's Powers

Subject to limitations of the Articles of Incorporation, of other sections of the Bylaws, and of California law, the business and affairs of the Foundation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate management activities provided that all corporate powers shall be under the ultimate direction of the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

- (1) To select and remove all of the officers, agents and employees of the Foundation, prescribe such power and duties for them as may be consistent with the law, the Articles of Incorporation or the Bylaws.

(2) To conduct, manage and control the affairs and business of the Foundation and to make rules and policies consistent with the law, the Articles of Incorporation or the Bylaws.

4.i. Removal

A Director may be removed from office with or without cause by a vote of two thirds (2/3) of the total number of elected Directors.

4.j. Resignation

Any Director may resign by giving written notice to the President, the Secretary, or the Board. Such a written resignation will be effective either on the date it is delivered or the time specified in the written notice that the resignation is to become effective. No Director may resign if the Foundation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General.

4.k. Compensation

The Directors shall receive no compensation for their services as Directors, but they may be reimbursed for any expenditures approved by the Board in the budget. Requests for reimbursement must be approved by an Officer. This provision does not preclude a Director from serving the corporation in another capacity and receiving compensation as approved by the Board of Directors.

4.l. Conflict of Interest

A Director shall excuse himself or herself from any vote upon which that Director has a personal or direct conflict of interest, whether financial or other type. The foregoing, however, shall not affect the right of any Director to make donations to the Foundation.

4.m. School District Trustee Limitations

There shall be no more than two Directors who are simultaneously sitting on the Moreland Educational Foundation Board of Directors and on the Moreland School District Board of Trustees at any one time. Should a third Director be elected to the Moreland School District Board of Trustees, the Director must resign from the Moreland Educational Foundation Board of Directors.

5. Meetings

5.a. Annual Meeting

The annual meeting of the Board of Directors shall be the Regular Meeting held in September, or other such date as the Board may determine.

5.b. Regular Meeting

Regular Meetings shall be held once per month on a date set by the Board of Directors. Meetings shall be publicized and open to the public. The President or any two Directors in good standing shall call this meeting.

Special Meetings:

The President or any three (3) Directors may call special meetings of the Board of Directors for any purpose or purposes.

5.c. Form of Meetings

Meetings may be conducted in person or by any other means permitted by the California Nonprofit Corporation Law. Electronic conferencing must be by a method that: 1) allows all participants to communicate with one another concurrently, 2) provides each member the means of participating in all matters before the Board of Directors, including the capacity to propose or object to specific action to be taken, and 3) there is a record of the meeting that can be entered into the minutes.

5.d. Notice of Meetings:

- (1) Notice of the Annual Meeting and Regular Meetings shall be given to the Directors no less than ten (10) days before the meeting.
- (2) Notice of special meetings shall be given to the Directors a minimum of four days prior to the meeting if delivered by first class mail, or a minimum of forty eight (48) hours prior to the meeting if the notice is delivered personally, by telephone, or electronically.

5.e. Waiver of Notice:

The notice requirements contained in these bylaws may be waived in writing by any Directors. All waivers shall be made part of the minutes of the meetings. Waivers shall be valid only until the end of the fiscal year, at which time new waivers may be filed.

5.f. Action in Lieu of a Meeting:

Any action the Board of Directors is required or permitted to perform may be performed without a meeting, if a quorum of Directors consents in writing. Written consent shall be made a part of the minutes of the proceedings, and can be electronic.

6. Committees:

6.a. Committees:

The Board of Directors may create standing committees and other committees, and designate a Director to lead the committee. Committee members do not need to be members of the Board of Directors except that all committees must have at least one Director as a member. Such committees shall serve at the pleasure of the Board of Directors under such rules and policies the Board of Directors determines. The committee shall provide regular reports to the Board on its activities. Committees may not take binding action on matters to be decided by the Board without express approval and may only expend funds as approved in the budget or by resolution.

6.b. Ad-Hoc Committees:

Ad-Hoc committees may be formed as needed to achieve stated and limited goals. Any Ad-Hoc committee will have at least one Director as a member. Other members of Ad-Hoc committees may be members of the Moreland Community, or the community at large. Committees may not take binding action on matters to be decided by the Board without express approval and may only expend funds as approved in the budget or by resolution. Finance:

There may be a standing Finance Committee. If formed,

- (1) The Finance Committee shall consist of at least three (3) Directors, one of which must be the Treasurer.
- (2) The Finance Committee shall be responsible for reviewing the Foundation's cash accounts, accounting records, and any other archives to insure the preservation and appropriate disposition of the Foundation's assets.
- (3) The Finance Committee will commission a review of financial records to be done annually by a designee of the Board of Directors.

7. Executive Officers:

7.a. Officers:

The officers of this Foundation shall be, President, Vice-President, Secretary, Treasurer, and such other officers as the Board of Directors may appoint. No person may hold more than one of these offices at one time.

7.b. Election of Officers:

The Board of Directors shall elect a President, a Vice President, a Secretary and a Treasurer of the Foundation for two (2) year terms, or until successors are elected and qualified.

7.c. Vacancy:

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors within two (2) meetings of the vacancy.

7.d. Removal:

Any officer of the Foundation may be removed by a vote of two-thirds (2/3) of the Board of Directors then in office.

7.e. President:

The President shall be responsible for conducting the affairs of the Foundation in a manner consistent with the policies and directives of the Board of Directors. He or she shall preside at all meetings of the Board of Directors, and may serve as a member of all committees of the Foundation, and shall have such other duties as may be prescribed by the Board of Directors.

7.f. Vice-President:

In the absence of the President, the Vice-President shall preside at meetings of the Board of Directors. In the event that the President is unable to serve, the Vice-President shall assume the office of the President of the Foundation. The Vice-President shall assist the President in any reasonable manner to carry out the directives of the Board of Directors.

7.g. Secretary:

The Secretary shall serve notice of and act as Secretary at all meetings of the Board of Directors, recording such proceedings in the minutes, and shall be responsible for the general correspondence of the organization and safekeeping of all documents. He or she shall perform such additional duties as shall be assigned by the Board of Directors.

7.h. Treasurer:

The Treasurer shall receive, safeguard, disburse and account for all funds of the Foundation and deposit and invest them in such banks, investments, or other depositories the Board of Directors designates. The Treasurer shall prepare and submit such accounting and tax forms as

may be required by local, state, and federal law. The Treasurer shall have such additional powers and duties as shall be assigned by the Board of Directors. The Treasurer shall be a member of the Finance Committee.

8. Amendment of Bylaws:

These bylaws may be amended or repealed and new bylaws adopted by the vote of a majority of all of the members of the Board of Directors. Amendments or additions to these bylaws may be submitted at any Regular Meeting. Proposed amendments must be read at one or more regular or special meetings and subsequently published to the Board of Directors 30 days prior to voting. Amendments may be approved upon a $\frac{3}{4}$ vote of Directors. Miscellaneous:

8.a. Voting Securities:

The President or the Vice-President and the Secretary, or such other officers as the Board of Directors may select for that purpose, are authorized to vote, represent and exercise on behalf of the Moreland Educational Foundation all rights incident to any and all voting securities of any other corporation or corporations owned by this Foundation. The authority is granted in these bylaws to these officers to vote or exercise the Foundation's rights arising from any voting securities held by this Foundation in any other corporation or corporations. These rights may be exercised either by the officers in person or by any authorized person in person by proxy, or power of attorney duly executed by the officers.

8.b. Rules of Order:

Rules of order shall be informal and designed to encourage participation of all members of the Board of Directors. The presiding officer may in his or her discretion utilize Robert's Rules of Order in the event of any dispute.

8.c. Indemnity:

The Board of Directors and officers shall be indemnified and held harmless to the extent and in the manner permitted in California Non-Profit Corporation Law. The Directors shall not be personally liable for the debts, liabilities or other obligations of the Foundation. No officer, director, or agent of the Foundation will be liable to the Foundation or any other person who has a claim against the Foundation for any loss, damage or claim incurred by any act or omission by such person performed in good faith on behalf of the Foundation and in a manner reasonably believed to be within the scope of authority conferred on such person.

To the fullest extent permitted by law and as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification in any proceeding may be advanced by the Foundation before final disposition of the proceeding, provided that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified.

8.d. Fiscal Year:

The fiscal year shall end June thirtieth (30th).