



**BYLAWS
OF
RIM OF THE WORLD EDUCATIONAL FOUNDATION**

A California Nonprofit Benefit Corporation

501 (c) (3) Tax I.D. #33-0109403

September 10, 2019 (Revised)

ARTICLE I

The name of the Corporation shall be RIM OF THE WORLD EDUCATIONAL FOUNDATION.

ARTICLE II

OFFICES

SECTION 1 PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation “principal executive office” shall be such address in the County of San Bernardino, State of California, as may be designated from time to time by the Board of Directors.

SECTION 2 OTHER OFFICES

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III

MISSION, VISION, PURPOSE & BELIEF STATEMENT

The mission of Rim of the World Educational Foundation is to raise funds to support high quality educational programs that enhance student achievement. Our vision is to enrich the potential of students in order for them to be successful and productive members of society. Our purpose is to raise funds to help students succeed in the programs we support. We believe that the youth are the future, and the power of education can positively impact student sand prepare them for pathways to a better life.

ARTICLE IV

NONPARTISAN ACTIVITIES

The Corporation has been formed under California law for the purpose described above, and it shall be nonprofit and non-partisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office ~~or~~ for or against any cause or measure being submitted to the people for a vote.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose described above.

ARTICLE V

DEDICATION OF ASSETS

The properties and assets of the Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of the Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501 (c) (3).

ARTICLE VI

MEMBERSHIP

SECTION 1. 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 of Directors. All rights which would otherwise vest in the members shall vest in the Directors.

SECTION 2. ASSOCIATES

Nothing in this Article VI shall be construed as limiting the right of the Corporation to refer to persons associated with it as “members” or “associate members” even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The Corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of Directors or on dissolution of substantially all of the assets of the Corporation or on a merger or a dissolution or on changes to the Corporation’s Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

SECTION 3. QUALIFICATIONS OF ASSOCIATES

There shall be nonvoting associates who shall not be members within the meaning of Section 5056 of the California Nonprofit Corporation Law but who will provide vital assistance to the Corporation in its charitable work. The organization and use of associates shall be left to the discretion of the Board of Directors. Any person eighteen years of age or older and dedicated to the purposes of the Corporation shall be eligible for membership as a nonvoting associate.

SECTION 4. ADVISORY COUNCIL

The Advisory Council shall provide feedback, ideas and opinions to the Board of Director and the Council is critical to the organization's success. The Council plays an instrumental public relations role and provides the Board with fresh perspective on program issues.

The Council works directly with the Directors to:

- (a) Brainstorm (develop organizational strategies)
- (b) Discuss
- (c) Plan, fund-raise and interact with community relations
- (d) Provide recommendations for organizational decisions

An Advisory Associate should be helping the Board of Directors with certain responsibilities and should work in a team effort with the organization's best interests in mind.

Advisory Associates are invited to attend committee meetings, board meetings, or events (a minimum of 6 per fiscal year) to share information, discuss ideas, and make recommendations.

SECTION 5. TERMINATION OF ASSOCIATES

The membership of any associate shall terminate upon occurrence of any of the following events:

- (a) The resignation of the associate.
- (b) The lack of participation of an associate in the Corporation's mission activities.
- (c) The determination by the Board of Directors or a committee designated to make such determination.

SECTION 6. TRANSFER OF MEMBERSHIP

No associate may transfer a membership or any right arising from it. All rights of membership cease until the associate resigns, is asked to resign by the Board, or no longer meets the qualifications of membership.

ARTICLE VII

DIRECTORS

SECTION 1. POWERS

Subject to limitations of the Articles 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 may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, 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. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the board shall have the following powers in addition to the other powers enumerated in these bylaws:

- (a) To select and remove officers and agents of the Corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these bylaws, and require from them security for faithful service.
- (b) To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefore not inconsistent with law, the Articles, of these bylaws, as they may deem best.
- (c) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities, therefore. In all such cases, the Chief Financial Officer (Treasurer) and at least one other Executive Officer of the Corporation must sign the instrument.

SECTION 2. NUMBER OF DIRECTORS

The authorized number of Directors shall be not less than 8 nor more than 21 until changed by an amendment of the bylaws.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board, at the annual board meeting, and each officer shall hold office until he or she resigns, or is removed, or is otherwise disqualified to serve, or until his or her successor is elected and qualified, whichever occurs first.

SECTION 4. QUALIFICATIONS

The qualifications of a Director are that (1) he or she reside, work or own real property in the area bounded by the RIM OF THE WORLD UNIFIED SCHOOL DISTRICT; and (2) he or she is not a member of the Board of Trustees of the RIM OF THE WORLD UNIFIED SCHOOL DISTRICT. In addition, there shall be no more than four (4) certificated employees of the RIM OF THE WORLD

UNIFIED SCHOOL DISTRICT on the board at one time and such certificated employees shall at no time constitute a majority on the Board of Directors.

SECTION 5. VACANCIES

- (a) Events causing a vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:
- (i) the death, resignation, or removal of any director
 - (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a Director who becomes mentally incompetent or has been convicted of a felony or has been found by final order or judgments of any court to have breached a duty under sections commencing at Section 5230 of the California Nonprofit Corporation Law
 - (iii) the increase of authorized number of Directors
 - (iv) the failure of the Directors, at any meeting at which any Director or directors are to be elected, to elect the number of Directors to be elected at such meeting.
 - (v) may be removed from office for three (3) unexcused absences within a fiscal year should the President determine the absences are unexcused. The Director shall be removed following a two-thirds (2/3) vote of Directors in office following fifteen (15) days written notice, which notice shall specify the reason for removal.
- (b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the president, the Secretary or the Board of Directors, unless the notice specifies a later time for resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.
- (c) Removal from Board By two-thirds (2/3) vote of the board, an officer, chair or board member may be removed from the board for the following reasons:
- (1) Failure to attend three (3) unexcused absences of board meetings per fiscal year
 - (2) Failure to perform duties as stated in board and/or subcommittee responsibilities
 - (3) Failure to participate in committee meetings
 - (4) Criminal misconduct or unethical behavior as reflected in the Foundation's mission and/or business
 - (5) Either for or without cause
- (d) Restriction on interested directors. Not more than 49 percent of the persons serving on the Board

of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the Corporation for services rendered to it within the 12 previous months, whether as a full-time or part-time employee, independent contractor, or otherwise excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, father-in-law, mother-in-law or domestic partner of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

SECTION 6. LEAVE OF ABSENCE

- a. A request for a leave of absence shall be submitted in writing to the Board of Directors for approval in advance of their desired leave. A maximum of six (6) months and a minimum of two (2) months may be approved by the board providing the member is in good standing.
- b. Two (2) consecutive six (6) months leave of absence may be granted by the Board of Directors.
- c. An officer of the Board who finds it necessary to request a leave of absence from the Foundation must:
 - i. Resign her or his position on the board.
 - ii. Limit her or his leave of absence to no more than 6 months.
- d. Leave of absence means that the member will be inactive during the period of leave granted and will not participate in any board activity. (Leave may be terminated by the member at any time upon notification to the board president.)

SECTION 7. PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Regular meetings of the board of directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. Special meetings of the board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the Corporation. Notwithstanding the above provisions of this Section 6, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board Members. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

SECTION 8. ANNUAL MEETING

The Board of Directors shall hold a regular meeting for the purpose of organization and the transaction of other business annually, within 90 days of the end of the fiscal year (sometime during the months of July, August or September) at the discretion of the majority of the board at such place and time as may be determined in advance by the board. Notice of this meeting shall be given no more than ninety (90) days, but no less than ten (10) days before the meeting in accordance with the procedures for notice of a Special Meeting.

SECTION 9. OTHER REGULAR MEETINGS

Other regular meetings of the Board of Directors shall be held at least monthly at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held on notice as provided herein for Special Meetings.

SECTION 10. SPECIAL MEETINGS

(a) Authority to call. Special meetings of the Board of Directors for any purpose may be called at any time by the President, Vice-President, Secretary, or any two Directors.

(b) Notice

- (i) Manner of giving. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; (d) e-mail or any other electronic procedure. All such notice shall be given or sent to the Director's address, email address, or telephone number as shown on the records of the Corporation.
- (ii) Time requirements. Notices sent by first class mail shall be deposited in the United States mail at least four (4) business days before the time set for the meeting. Notices given by personal delivery, telephone or electronic communication shall be delivered at least (48) hours before the set time for the meeting.
- (iii) Notice contents. The notice shall state the time, place, and the purpose for the meeting.

SECTION 11. QUORUM

A majority of the number of Directors in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 13 of this Article VII. A quorum is determined as a minimum of one half of Directors currently serving on the Board of Directors. 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 regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which the director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii)

indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors (either by recusal or early departure from the meeting), if any action taken after the departure must still be approved by at least a majority of the required quorum for that meeting. Discussion may take place without a quorum, but no action may be taken if a quorum is not met, except to adjourn the meeting.

SECTION 12. WAIVER OF NOTICE

The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

SECTION 13. ADJOURNMENT

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 14. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given; unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who are not present at the time of the adjournment.

SECTION 15. ACTION WITHOUT MEETING

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

SECTION 16. FEES AND COMPENSATION OF DIRECTORS

Directors shall not receive compensation for services as Directors.

SECTION 17. VOTING

No voting by proxy shall be permitted.

SECTION 18. CONFLICT OF INTEREST

No Director may vote on any matter in which that director has a conflict of interest. The foregoing, however, shall not affect the right of any Director to make donations to the Corporation.

SECTION 19. SCHOOL DISTRICT TRUSTEE CANDIDACY

Should a director become a candidate for Trustee of the RIM OF THE WORLD UNIFIED SCHOOL DISTRICT, such director shall excuse himself or herself from meetings of the Foundation until after the election; and, if elected, the director must resign. However, the director may continue affiliation with the Foundation as an associate member.

ARTICLE VIII

COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Any committees, to the extent provided in the resolution of the Board, shall have the authority of the Board, except that no committee, regardless of board resolution, may:

- (a) Take any final action on matters which, under the Nonprofit Corporation Law of California, requires approval of the Board as a whole;
- (b) Fill vacancies on the Board of Directors or in any committee which has the authority of the board;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repeal able;
- (e) Appoint any other committees of the Board of Directors or the members of these committees;
- (f) Approve any transaction (1) to which the Corporation is a party and one or more Directors have a material financial interest; or (2) between the Corporation and one or more of its Directors or between the Corporation or any person in which one or more of its Directors have a material financial interest.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, and held and taken into accordance with, the provisions of Article VII of these bylaws, concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also

be called by resolution of the board of Directors. Notice of special meetings of committees shall also be given to any and all Directors, who shall have the right to attend all meetings of the committee.

Board minutes shall be kept of each meeting and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

SECTION 3. BOARD DEVELOPMENT COMMITTEE

The Board Development Committee shall recommend a sufficient number of qualified persons to fill all vacancies on the board. The Board Development Committee may at its discretion recommend more candidates than there are vacancies on the Board in order to give the board an opportunity to select among the various candidates. There may be recommendations from the floor by any director with the prior consent of the potential board member. The Board Development Committee shall consist of three (3) to five (5) directors who shall be selected by the board. The chairperson shall be selected by the President.

The chairperson may serve for three (3) years and may not succeed themselves. The Board Development Committee shall execute according to the Board recruitment process. Votes by the Board for new director candidates will occur at the third consecutive Board meeting of the new candidate's attendance.

The Board Development Committee shall execute according to the board recruitment process.

SECTION 4. AUDIT COMMITTEE

The Audit Committee shall consist of three (3) Directors who shall be selected by the Board. The chairperson shall be selected by the Audit Committee. The Audit Committee shall be responsible for reviewing the Corporation's cash accounts, accounting records, and any other corporate books and records to insure the proper management of the assets. The committee may serve for three (3) years and may not succeed themselves. The committee shall report annually its findings to the Board no later than the March board meeting.

ARTICLE IX

OFFICERS

SECTION 1. OFFICERS

The officers of the Corporation shall be a President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and Parliamentarian. The Corporation may also have, at the discretion of the Board of Directors, additional vice presidents, one or more assistant secretaries, one or more assistant financial officers, and such other offices as may be appointed in accordance with the provisions of Section 3 of this Article IX. No more than one office may be held by the same person.

SECTION 2. ELECTION OF OFFICERS

Officers shall be elected by the Board, at the annual board meeting, and each officer shall hold office until he or she resigns, or is removed, or is otherwise disqualified to serve, or until his or her successor is elected.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint, and may authorize the president or another officer to appoint, any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for a period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the Board of Directors.

SECTION 4. REMOVAL OF OFFICERS

Any officer may be removed without cause, by the Board of Directors, at any regular or special meeting of the Board. Failure to attend three unexcused meetings per fiscal year or act which brings dishonor on the Foundation may result in removal from office.

SECTION 5. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the chief executive officer of the Board of Directors. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

SECTION 6. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

SECTION 7. RESPONSIBILITIES OF OFFICERS

President. The President of the board shall be the chief executive officer of the Board and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. The president shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation or the bylaws or which may be prescribed from time to time by the board. Unless another person is specifically appointed as Chairperson of the Board of Directors, the president shall precede at all meetings of the board of directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, the president, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instrument which may from time to time be authorized by the Board of Directors. The President has the authority to set the agenda, follow designated procedures on discussion and voting, and cut off discussion if it is no longer fruitful so that the meeting runs efficiently. The president also calls special meetings, signs documents, and represents the Corporation in public by giving speeches, writing articles and

attending functions on behalf of the Corporation. The president also appoints committees and performs other duties as directed by the Article of Incorporation and bylaws.

Vice President. In the absence of the President, or in the event of the President's 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 restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by law, the Articles of Incorporation, or by the bylaws, or as may be prescribed by the Board of Directors.

Recording Secretary. The Recording Secretary of the board shall certify and keep at the principal office of the Corporation the original, or a copy, of these bylaws as amended or otherwise altered to date, a book of minutes of all meetings, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the records as authorized by law or the provisions of these bylaws, to duly execute documents of the corporation, keep a membership book containing the names and addresses of each and any members, and in the case where any membership has been terminated record such fact in the membership book together with the date on which such membership ceased; exhibit at all reasonable times to any director of the corporation or his or her agent or attorney, on request, therefore, the bylaws, the membership book and the minutes of the proceedings of the directors of the corporation; in general perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned from time to time by the Board. The secretary shall take notes, called minutes at the board meetings, then submit those minutes for amendment or approval by the Board.

Treasurer (Chief Financial Officer). The Treasurer should be someone with financial and/or accounting experience and understand the financial rules, laws and requirements for a nonprofit corporation. The Treasurer of the board shall cause all books to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matter customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times. The Treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall cause the funds of the corporation to be dispersed as may be ordered by the Board of Directors; shall render to the president and directors, whenever they request it, an account of all transactions of the treasurer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or Bylaws. The Treasurer shall perform annual review and renewal of insurance. The treasurer also prepares and delivers a treasurer's report at each of the board's official meeting and approves the organizations' annual tax filing.

Corresponding Secretary. The Corresponding Secretary serves as the communications liaison between the corporation, board members and members of the community by sending written correspondence via the postal service and/or electronic mail as appropriate. Letters will be written to individuals and businesses that have made contributions to the corporation as well as distributing written information about the corporation for prospective members through mail, email. The corresponding secretary will

create an electronic database roster for members of the board and assist the Recording Secretary and Treasurer as needed.

Parliamentarian. The Parliamentarian should be familiar in rules of order, Robert’s Rules of Order and the proper procedures for the conduct of meetings. The Parliamentarian assists the organization in the drafting and interpretation of bylaws and rules of order, and the planning and conduct of meetings. The Parliamentarian also advises the board of directors on matters of parliamentary procedure, and serves as a consultant, especially in a meeting, where only the chair has the authority to rule on questions of order or to answer parliamentary inquiries.

ARTICLE X

DONATIONS TO THE RIM OF THE WORLD UNIFIED SCHOOL DISTRICT

The Corporation is a distinct, independent and self-governing body separate from the RIM OF THE WORLD UNIFIED SCHOOL DISTRICT. The Board of Directors may make donations for specific projects or purposes, in amounts to be determined by the Board in its discretion, to the School District and shall require an accounting of the use of the donations. Donations not accepted by the School District will be returned to the Corporation. Donor-specified donations refused by the School board will be returned by the Board of Directors to the donor with an explanation and statement of alternatives.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

SECTION 1. DEFINITIONS

For Purpose of this Article

- (a) “Agent” means any person who is or was a director, officer, employee, or other agent of the Corporation.
- (b) “Proceeding” means a threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.
- (c) “Expenses” includes, without limitation, all attorneys’ fees, cost, and other expenses incurred in the defense of any claims or proceedings against an agent by reason of the agent’s position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

SECTION 2. SUCCESSFUL DEFENSE BY AGENT

To the extent that an agent of the Corporation has been successful on the merits in the defense of any proceeding referred to in this Article of Bylaws, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in

connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against the agent, then the provisions of Section 3 and 5 shall determine whether the agent is entitled to indemnification.

SECTION 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION

Subject to the required findings to be made pursuant to Section 5, below, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, the Corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on ground that the defendant director was or is engaged in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

SECTION 4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION

(a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

(b) Claims and suits awarded against agent. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of the Corporation by reason of the fact that the person is or was an agent for the Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- (i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and
- (ii) Upon application, the court in which the action was brought must determine that, in view of all the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an agent in Section 3 and 4 above is conditioned on the following:

(a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner believed to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment,

order, settlement, conviction, or a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which the agent reasonably believed to be in the best interests of the Corporation or that the agent had reasonable cause to believe that the conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that the conduct was unlawful.

- (b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:
- (i) The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceedings; or
 - (ii) The court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the agent or the attorney or other person rendering a defense to the agent whether or not the application by the agent, attorney, or other person is opposed by the Corporation.

SECTION 6. LIMITATIONS

No indemnification or advance shall be made under this Article of Bylaws, except as provided in Sections 2 or 5 (ii), in any circumstance when it appears:

- (a) That the indemnification or advance would be inconsistent with a provision of the Article of Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification: or
- (b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION 7. ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

SECTION 8. CONTRACTUAL RIGHTS OF NONDIRECTORS AND NONOFFICERS

Nothing contained in this Article of Bylaws shall affect any right to indemnification to which persons other than directors and officers of the Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

SECTION 9. INSURANCE

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of 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 that liability under the provisions of this Article of Bylaws.

SECTION 10. FIDUCIARIES OF CORPORATE EMPLOYEE BENEFIT PLAN

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Corporation as defined Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE XII

RECORDS AND REPORTS

SECTION 1. MAINTENANCE AND INSPECTION OF ARTICLES OF INCORPORATION AND BYLAWS

The Corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the Articles of Incorporation and bylaws as amended to date.

SECTION 2. MAINTENANCE OF OTHER CORPORATE RECORDS

The accounting books, records, and minutes of the proceedings of the board of directors shall be kept at such place or places designated by the board of directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written, typed, or digital form, and the accounting books and records shall be kept in written, typed, or digital form or in any other form capable of being converted into written, typed or digital form.

SECTION 3. INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE XIII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, the term “person” includes both the Corporation and a natural person.

ARTICLE XIV

AMENDMENTS

New bylaws may be adopted, or these bylaws may be amended or repealed by approval of a two-thirds vote of directors in office, or by written assent or two-thirds of the directors.

ARTICLE XV

MISCELLANEOUS

SECTION 1. VOTING SECURITIES

At least two of the three, President, Vice President or 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 this Corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this Corporation. The authority granted in these laws to the officers to vote or represent this Corporation in any other corporation or corporations may be exercised either by the officers in person or by any person authorized so to do by proxy or power of attorney duly executed by the officers.

SECTION 2. 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.

SECTION 3. FISCAL YEAR

Each year, the fiscal year shall commence on July 1 and end on June 30 of the following year.

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