

Bylaws
San Ramon Valley Education Foundation
A Not-for-Profit Corporation

Mission Statement

The San Ramon Valley Education Foundation enhances student learning by supporting and promoting public education in our community in partnership with the San Ramon Valley Unified School District.

Article I

Name and Office

Section 1: Name. The name of this corporation shall be the San Ramon Valley Education Foundation hereinafter called “SRVEF”.

Section 2: Principal Office: The Principal office of the SRVEF in the State of California shall be located in the County of Contra Costa. SRVEF shall have such other offices, either within or without the County of Contra Costa, State of California, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Article II

Purpose

The purpose of the SRVEF shall be to operate for the advancement of education through the distribution of funds raised. To carry out its purpose, the SRVEF shall:

- A. Provide a continuing organization, outside the public school system, which will work to provide new and improved educational opportunities.
- B. Accept donations, solicit and raise money for the foregoing purposes.

- C. Sponsor individual public schools within the San Ramon Valley Unified School District (“SRVUSD”), as affiliates of the SRVEF, as allowed by the Internal Revenue Service (“IRS”).
- D. Develop an endowment fund to finance long-term, innovative educational programs supported by the SRVEF.

Article III

Members

Section 1: Members. The SRVEF shall have no statutory members.

Section 2: Associated Persons. Nothing in this Article shall be construed as limiting the right of the SRVEF to refer to persons associated with it as “members” even though such persons are not members, and no such reference shall constitute anyone being a member, within the meaning of Section 5056 of the Nonprofit Corporation Law of the State of California, as amended (the “Nonprofit Corporation Law”). SRVEF may confer by amendment of the Articles or these Bylaws some or all of the rights of a member, as set forth in the Nonprofit Corporation Law, upon any person or persons; provided, however, that no such person or persons shall be a member with the meaning of said Section 5056 unless such person(s) is given the right, pursuant to a specific provision of the Articles and/or Bylaws, to vote for the election of a Director or Directors, to vote on a disposition of all or substantially all of the assets of the SRVEF, to vote on a merger or dissolution of the SRVEF, and/or vote on changes to the Articles and/or Bylaws.

Sections 3: Actions by Members. Any action which would otherwise require a vote of members shall require only a vote of the Directors, and no meeting of members shall be required, any provision of the Articles or Bylaws to the contrary notwithstanding. All rights, which would otherwise vest in the members, shall vest in the Board of Directors.

Article IV

Board of Directors

Section 1: Number and Makeup. The Board of Directors shall manage the affairs of the SRVEF. The number of Directors shall not be more than twenty-one (21). The Board of Directors shall include the following appointed, non-voting members: a representative from the San Ramon Valley Unified School District (“SRVUSD”), a current SRVUSD School Board member appointed by the School Board, and a current member of the Endowment Fund Committee appointed by the Endowment Fund Committee. The other Directors must be elected. There shall be no more than one Board member from any household family.

Section 2: Term of Office. Each Director shall hold office for two (2) years. Directors may be reelected. Directors may not serve more than three (3) terms. Directors may apply for a leave-of-absence from the Board which, if granted by a majority vote of the members, will extend the duration of their remaining term(s) by one day for each day of leave granted up to a total leave-of-absence of one (1) year.

Section 3: Election. Directors may be elected at any meeting of the Board. Any Director may recommend candidates based on qualifications and present those candidates for election. Candidates for the Board shall be nominated only with the consent of the nominee. Those nominees receiving a majority of votes of the voting members shall be Directors of the SRVEF and their term shall commence immediately.

Section 4: Resignation and Forfeiture. Any Director may resign at any time by giving written notice to the President. Any Director may be considered for removal from the Board of Directors for any reason whatsoever by an affirmative vote of at least three-fourths (3/4) of the total number of Directors. Any Director who misses three (3) consecutive Board meetings without excuse may be removed from the Board by affirmative vote of at least three-fourths (3/4) of the total number of Directors.

Section 5: Vacancies. When the membership on the Board falls below 15, the President will direct all members of the Board to actively begin

recruiting new members for the Board. This request for active recruiting will remain in place and must be discussed at monthly Board meetings until such time as the Board membership level reaches or exceeds 15 members. During such periods, each member of the Board will be responsible to bring the name of at least one candidate forward for Board consideration.

Section 6: Hiring Consultants and/or Employees. The SRVEF shall have the authority to hire consultants and/or employees and compensate them with funds from the SRVEF.

Section 7: Compensation. Directors shall not receive any stated salary or compensation for their services to the SRVEF.

Section 8: Conflict of Interest. All Directors bear the personal responsibility to disclose potential conflict of interest issues, pertaining to actions brought before the Board of Directors. Such disclosure does not affect the standing of the Director, but the Director shall abstain from voting on such issues.

Section 9: Honorary Board Members. The Board of Directors shall have the power to appoint and/or remove honorary members of its Board of Directors. The Honorary Board members shall not have any voting rights.

Article V

Meetings

Section 1: Annual Meeting. An annual meeting of the board will be held early in the year in addition to regular board meetings. The purpose of the meeting is to review accomplishments from the previous year, discuss objectives, and develop a budget and an action plan for the current year.

Section 2: Regular Meetings: Regular meetings of the Board of Directors shall be held the first Friday morning of every month at 7:45 AM at the District Education Center, unless otherwise indicated.

Section 3: Special Meetings. The President or the Secretary may call special meetings of the Board of Directors.

Section 4: Notice of Meetings. Written notice of changes to the Regular Board Meeting schedule or any Special Meetings called, shall be delivered personally to each Director, or transmitted to each Director by first class mail, telephone, email or facsimile at least three (3) days in advance of the meeting. Such notice shall specify the purpose of the meeting.

Section 5: Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Unless otherwise specified, a majority vote of the Directors present shall determine the outcome of the matters before the Board of Directors.

Section 6: Action without a Meeting. Any action of the Board of Directors may be taken without a meeting if the majority of the members of the Board of Directors consent in writing or by email to such an action. Such consent shall be filed with the minutes of the proceedings of the Board of Directors. Directors shall have a 48-hour window (from the time the requested action is put before the Board by email, fax or telephone) to respond to an Action without a Meeting proposed by a Director.

Article VI

Officers

Section 1: Officers. The Officers of SRVEF shall be a President, a Vice President, a Secretary, a Treasurer and the immediate Past-President (subject to the restrictions noted in Section 6 Paragraph E of this Article VI).

Section 2: Election. The Board of Directors shall elect the officers of the SRVEF annually at the December Board meeting, except for the position of immediate Past-President, which shall be filled by the President leaving

office. If the Past President is unavailable to serve, the position shall remain vacant.

Section 3: Term of Office. Each officer shall hold the office for one year commencing January 1, or until his/her successor shall be duly elected and qualified. Officers shall be eligible to be re-elected to the same office for a second term. The Treasurer may continue for one (1) additional term of office upon the unanimous approval of the Board of Directors.

Section 4: Removal. Any officer elected or appointed by the Board of Directors may be removed by a vote of at least two-thirds (2/3) of the Directors present at a Board of Directors' meeting whenever, in the Board of Directors' judgment, the best interest of the SRVEF will be served. Officers so removed shall remain on the Board of Directors. Unfilled Officer positions shall be considered vacant and shall be filled by the Board according to Article VI, Section 5.

Section 5: Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or other cause shall be filled for the unexpired term by a majority vote of the Board of Directors.

Section 6: Elected Officers.

- A. **President.** The President shall be the principal executive officer of the SRVEF and shall supervise and control all of the business and affairs of the SRVEF. He/she shall preside at all meetings of the Board of Directors. He/she shall perform all duties incident to the office of President and any other duty as may be prescribed by the Board of Directors from time to time. He/she shall be an ex-officio member of all committees except the Nominating Committee.
- B. **Vice President.** The Vice President shall, in the absence of the President or in the event of the President's inability or refusal to act, perform the duties of the President. When so acting, the Vice President shall have all of the powers and be subject to all restrictions as the President.
- C. **Treasurer.** The Treasurer shall have charge and custody of and shall be responsible for all funds and securities of the SRVEF, shall perform all duties incident to the office of Treasurer and shall perform other duties as may be assigned from time to time to

him/her by the President or by the Board of Directors. The Treasurer shall prepare and assist in the annual external audit of the SRVEF, which shall be performed by a Certified Public Accountant. He/she shall preside over the Finance Committee and shall oversee the financial record- keeping of all sub-committees. A Board member who serves as Financial Secretary shall assist the Treasurer. The Finance Committee shall appoint the Financial Secretary annually and define the role required to assist the Treasurer with his/her duties of strengthening internal controls.

- D. **Secretary.** The Secretary shall keep the minutes of all Board meetings, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be the custodian of the corporate records and of the seal of the SRVEF, keep the mailing address and service date of each Board member, perform all duties incident to the office of Secretary and shall perform other duties as may be assigned from time to time may be assigned to him/her by the President or the by the Board of Directors.
- E. **Immediate Past-President.** The Immediate Past-President shall serve as advisor, parliamentarian and historian to help the organization maintain its stability and continuity. It shall be a non-elected position, filled by the President as he/she leaves office and held until the next President is elected by the Board of Directors or the serving Past-President is no longer eligible to serve on the Board of Directors per Article IV, Section 2.

Article VII

Committees

Section 1: Standing Committees. The President shall appoint chairpersons, subject to approval by the Board of Directors, for all Standing Committees other than the Finance Committee and the Affiliate Committee. The Standing Committees shall include:

- A. **Executive Committee.** The Executive Committee shall consist of the four elected officers and the immediate Past-President (if one is available). The Executive Committee shall supervise any paid

staff, including but not limited to, the Executive Director on behalf of the entire Board.

- B. **Nominating Committee.** The Nominating Committee shall be composed of three (3) members of the Board of Directors and shall nominate a slate of Executive Committee officers annually. No member of the Executive Committee shall be a member of the Nominating Committee.
- C. **Finance Committee.** The Finance Committee shall oversee all of the budgetary matters for the Board in conjunction with the Treasurer, who shall chair this committee. The Finance Committee shall recommend investment policies to be approved by the Board and shall have a semi-annual review of investment activities to ensure compliance with SRVEF policies.
- D. **Endowment Fund Committee.** The Endowment Fund Committee shall be charged with developing funding for long-term, innovative educational programs supported by the SRVEF.
- E. **Affiliate Committee.** The Affiliate Committee, chaired by the Vice President, shall be charged with formulating policies, developing practices and providing support among the schools affiliated with the SRVEF. It shall also support and promote the activities of the SRVEF.
- F. **Additional Committees.** Additional Committees may be created at the discretion of the Board of Directors. Standing Committees may make recommendations for action and consideration to the Board of Directors.

Section 2: Ad Hoc Committees. The President may appoint ad hoc committees at any time, subject to the approval of the Board of Directors.

Section 3: Committee Composition. The Executive Committee, Nominating Committee and Finance Committee shall be made up of current members of the Board of Directors. All other committees must have at least one member of the Board of Directors as a member. Committee members need not be members of the Board of Directors of the SRVEF.

Article VIII

Organizational Administration

Section 1: Books and Records. SRVEF shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors. The SRVEF shall keep a record of the names and addresses of the Board members entitled to vote. Any Board member, or his/her agent or attorney, may inspect all books and records of the SRVEF for any proper purpose at any reasonable time. The Directors shall provide for an annual external audit of the records and accounts of the SRVEF. The SRVEF shall comply with all Federal and State laws governing Not-for-Profit Corporations.

Section 2: Banking Authority. The Board shall annually designate four (4) authorized check signers, which will include the Treasurer, the Executive Director and two other Board members. Check signers shall not be related by blood, marriage or reside in the same household. All checks or drafts issued in the name of SRVEF shall be signed by the Treasurer and countersigned by at least one other designee.

Section 3: Fiscal Year. The Fiscal Year of the SRVEF shall begin on the first day of July and end on the last day of June of each year.

Section 4: Seal. The Board of Directors shall provide a corporate seal, which shall be kept by the Secretary.

Section 5: Contracts. The Board may authorize any officer or officers, agent or agents of the SRVEF, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the SRVEF, and such authority may be general or confined to specific instances, provided that no contract is longer than a term of one (1) year or for an amount over \$10,000 unless ratified by the Board.

Article IX

Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Non-Profit Corporation Law of California, or under the provisions of the Article of Incorporation or by the Bylaws of the SRVEF, a waiver thereof in writing, signed by the person(s) entitled to such notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of such notice.

Article X

Dissolution

Upon dissolution or final liquidation of the SRVEF, any remaining assets shall, after payment or the making of provision for payment of all the lawful debts and liabilities of the SRVEF, be distributed to the benefit of the San Ramon Valley Unified School District or its successors, for use as directed by their elected trustees.

Article XI

Parliamentary Authority

Except as otherwise provided in these Bylaws, parliamentary rules, as stated in the most recent edition of *Robert's Rules of Order*, shall govern the procedures at all meetings of the SRVEF.

Article XII

Amendment to Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds (2/3) of the members of the

Board of Directors voting at a duly-called meeting, providing a quorum is present. Proposed amendments must be submitted in writing no less than Four (4) weeks prior to the date of the meeting.

Article XIII

Indemnification of Directors and Officers

Section 1: Indemnification by Corporation. The Directors and Officers shall be indemnified and held harmless to the extent and in the manner permitted in the California Nonprofit Corporation Law.

Section 2: Insurance. The SRVEF shall have the power to purchase and maintain insurance on behalf of any agent of the SRVEF 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 SRVEF would have the power to indemnify the agent against such liability under the provision of this section; provided, however, that the SRVEF shall have no power to purchase and maintain such insurance to indemnify any agent of the SRVEF for a violation of Section 5233 of the Nonprofit Corporation Law (relating to self-dealing transactions).

Article XIV

Rescission of All Prior Bylaws

All prior and existing Bylaws are hereby repealed and rescinded effective immediately on the date of adoption of these Bylaws.