

BYLAWS

Azusa Leaders for Learning Foundation, Inc.

1. PURPOSE: The Azusa Leaders for Learning Foundation, Inc. (Foundation) is a broadly-based, nonprofit community organization created exclusively for educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code and under the California Nonprofit Public Benefit Corporation Law. The Foundation shall solicit, receive, administer, and distribute funds for the promotion of academic excellence in the schools of the Azusa Unified School District (hereafter referred to as School District), City of Azusa, California. If the School District ceases to exist as a separate school district, the Foundation shall promote programs and support for the furtherance of academic excellence for the children of the area currently served by the Azusa Unified School District. The Foundation shall provide support and leadership for parent and business involvement in the community.

STATEMENT OF PURPOSE

The Azusa Leaders for Learning Foundation provides financial and community resources to the schools of the Azusa Unified School District to enhance and promote educational excellence, equity, and enrichment.

The Foundation shall fulfill its purpose under the auspices of the following vision and mission statements:

VISION STATEMENT

Our vision is that all Azusa USD students should have equitable access to a 21st century learning experience that offers them a competitive advantage to pursue their objectives for college, careers, and active civic participation.

MISSION STATEMENT

To achieve its vision, ALL will lead a community-wide partnership supporting educational excellence, innovation, enrichment, scholarships, and hands-on learning experiences in the arts, sciences, technology, and social development.

2. MEMBERS: The Foundation shall have no members. However, for matters covered by the California nonprofit corporation law which are not specifically covered in the Articles or Bylaws of the Foundation, individuals comprising the Board of Directors shall be construed to be "Members."

3. BOARD OF DIRECTORS

- 3.1 Powers and Duties:** All corporate powers of the Foundation shall be exercised by or under the authority of the Board of Directors (Board). The Board of Directors shall conduct and/or oversee and be responsible for all activities and affairs of the Foundation.
- 3.2 Number of Directors:** The number of Directors, not including ex officio directors, shall be no fewer than 9 and no more than 13. The number of directors shall be determined by the Board of Directors, and the Board of Directors has discretion to increase the number of directors through a change to the Foundation's bylaws. With the exception of the ex officio directors, no more than two additional Directors may be employees, either full-time or part-time, of the School District.
- 3.3 Selection and Term:**
- 3.3.1 District Superintendent:** The Superintendent of the School District, or his or her designee, shall serve as an ex officio member of the Board of Directors.
- 3.3.2 District Trustee:** One member of the Board of Trustees of the Azusa Unified School District shall be selected by that Board to serve as an ex officio Director. That Director shall serve at the pleasure of that Board, which shall fill any vacancy that may occur in that position.
- 3.3.3 Elected Directors:** Nominations for Director/s may be submitted by the Nominating Committee or by individual Directors. Elected Directors shall be elected by a majority of the Board of Directors. All founding Directors shall serve for an initial one year term. Beginning with the first anniversary of the initial Organizing Meeting one-third of the

Directors shall be elected each year at the Annual Meeting of the Foundation by a majority vote of the Directors then in office. No Director shall serve more than six consecutive years, excepting those Directors elected by or at the first Organizing Meeting who shall be permitted to serve up to seven years. Directors may serve more than six total years, but must remain off the Board for no less than one year after the completion of six consecutive years on the Board.

- 3.4 Vacancies:** Except as otherwise stated in these Bylaws, any vacancy occurring among the elected members of the Board of Directors shall be filled by a majority vote of the then remaining Directors to fill such vacancy for the remainder of the unexpired term of the predecessor. The completion of the remainder of the unexpired term shall not be counted against the limit of six consecutive years that may be served by the successor Director.
- 3.5 Compensation:** No Director shall receive, directly or indirectly, compensation, honoraria, or in-kind services for his or her services as Director.
- 3.6 Contributions:** Directors shall lead by example and contribute cash and/or services on an annual basis to the Foundation.
- 3.7 Resignation:** Any Director may resign at any time by giving written notice of such resignation to the Chairman. 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 by the Foundation, the effective date specified is subject to acceptance by the Board of Directors. No Director may resign without the Board of Directors first electing a successor if the Foundation would then be left without a duly elected Director or Directors in charge of its affairs. The Chairman is authorized to appoint persons to fill vacancies on the Board of Directors for the unexpired term of the person who vacated his or her position or whose term as a Director expired without being reelected, subject to confirmation by a majority of Directors. The completion of the remainder of the expired term shall not be counted against the limit of six consecutive years that may be served by the successor Director.
- 3.8 Removal:** Any number of Directors may be removed with or without cause, by a majority vote of the Directors then in office. Directors who fail to attend more than three consecutive regularly scheduled Board meetings will be subject to removal.

4. OFFICERS

- 4.1 Number and Qualifications:** The officers of the Foundation shall consist of a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and such other officers as a majority of the Board of Directors may from time to time appoint.

Election and Term of Office: The officers of the Foundation shall be elected to one-year terms by the Board of Directors at the Organizing Meeting and annual meetings thereafter. Vacancies may be filled at any meeting of the Board of Directors by a majority vote of those present and voting. Each officer shall hold office until a successor shall have been duly elected and qualified. The Chairman shall serve for a one-year term, but may serve for additional years with majority approval of the Board of Directors. There is no restriction on the number of consecutive terms that may be served by the Vice-Chairman, Secretary or Treasurer.

Chairman: Subject to control of the Board of Directors, the Chairman shall have general supervision of the affairs of the Foundation. The Chairman shall preside at all meetings and shall serve as an ex officio member of all committees. The Chairman shall set the agenda for each Board and Executive Committee meeting and shall distribute it to all members at least three days prior to the scheduled meeting. Included in the agenda shall be all requests made by any Director to the Chairman at least one week prior to the scheduled meeting. The Chairman shall be responsible for media relations, public visibility, and shall be the primary spokesperson of the Foundation.

Vice Chairman: In the absence of the Chairman, the Vice-Chairman shall perform the duties of the Chairman. The Vice-Chairman is responsible for keeping the Board of Directors informed on the current issues affecting the Foundation and reporting to the Board on the activities and decisions of the School District Board of Trustees. The Vice-Chairman is also responsible for maintaining an "information exchange" with other similar foundations in the state, local community-based organizations, and the Foundation's committees and reporting to the Board of Directors on their activities, successes and ideas.

Secretary: The Secretary shall act as the documentarian of all meetings of the Board of Directors and shall be responsible for the minutes of said meetings. The minutes shall include a record of issues discussed motions, seconds and vote results and shall be distributed to each Director and ex-officio member no later than one week prior to the next regularly scheduled meeting. The Secretary shall maintain current Board and Committee rosters, including a record of elections, appointments and terms in office.

Treasurer: The Treasurer shall act as the Chief Financial Officer of the Foundation and shall be responsible for the accounting of all monies of the Foundation, including depositing and/or investing them in accordance with policies adopted by the Board of Directors.

4.2 Removal: An officer may be removed with or without cause by a majority of the Board of Directors then in office.

5. COMMITTEES

5.1. Committees: Except as otherwise stated in these Bylaws, the Chairman shall appoint the members and designate the chair of standing and other committees. Committees shall serve at the pleasure of the Board of Directors under such rules and regulations as the Board of Directors may approve. All Committees shall include at least one member of the Board of Directors, which member shall serve as the chairperson of the committee. Each committee chair shall be responsible for recruiting committee members. Each committee chair shall report to the Board of Directors at each meeting on the activities of the respective committee. A committee may be disbanded with the concurrence of a majority of Board of Directors.

5.2. Executive Committee: There shall be an Executive Committee composed of the officers of the Foundation. The Executive Committee shall meet at the call of the Chairman to conduct the affairs of the Foundation between meetings of the Board of Directors. The Executive Committee meetings shall be called to conduct and/or respond to urgent matters impacting the activities, financial health, or overall welfare of the Foundation. All actions taken by the Executive Committee shall be reviewed and ratified by a majority of the Board of Directors at its next meeting.

5.3. Standing Committees:

5.3.1 Allocations Committee: There shall be an Allocations Committee whose responsibilities shall include review of proposals and recommendations to be made to the Board for grants and program allocations.

5.3.2 Finance Committee: There shall be a Finance Committee whose responsibilities shall include the financial administration of the Foundation and preparation of the draft Annual Budget for presentation to the Board.

5.3.3. Fund Development Committees: There shall be various fundraising committees established from time to time by the Board, each having the purpose of planning and conducting special events or fundraising drives.

5.3.4 Nominations Committee: There shall be a Nominating Committee of not less than three (3) persons. The Nominating Committee shall present nominations for the Board of Directors and Officers.

5.3.5 Publicity Committee: There shall be a Publicity Committee whose responsibilities include building community awareness about the foundation's goals, accomplishments and activities.

5.4 Other Committees: The Chairman, with majority concurrence of the Board, may create additional standing and ad hoc committees as needed. The Chairman may disband such committees with majority concurrence of the Board.

6. MEETINGS

6.1 Annual Meeting: The Annual Meeting of the Board of Directors shall be held no later than the end of June in each fiscal year at such time and place as the current Board of Directors shall determine. The purpose of the Annual Meeting shall be to elect the Foundation's officers and appropriate Directors for the next fiscal year. In addition, the schedule for the Board of Director's regular meetings in the next fiscal year will be determined and announced at this meeting.

- 6.2 Regular Meetings:** In addition to the Annual Meeting, regular meetings of the Board of Directors shall be held periodically as determined by the Board of Directors. The Board of Directors shall meet no less than six times per year with such meetings scheduled periodically through the fiscal year.
- 6.3 Special Meetings:** Special meetings of the Board of Directors may be called by the Chairman or any other four (4) Board members or officers.
- 6.4 Notice of Meetings:** Notice of all Board of Director meetings shall be given to all the Directors a minimum of three (3) days prior to the meeting delivered personally or delivered by telephone message, email, or first class mail. The notice requirements contained in these Bylaws may be waived in writing by the Chairman or Vice Chairman under exceptional circumstances. All waivers shall be made part of the minutes of the meeting.
- 6.5 Agenda:** No action may be taken by the Board of Directors unless the action is planned in advance and disclosed on an agenda distributed with the notice of the meeting.
- 6.6 Quorum:** That number of Directors which is more than fifty percent (50%) of the currently occupied seats on the Board shall constitute a quorum for the transaction of business at any meeting. A majority of a quorum is sufficient to pass resolutions and to transact business. If during a meeting a quorum shall no longer be present, no further business may be conducted, except for adjournment. Directors may not vote by proxy.
- 6.7 Action in Lieu of a Meeting:** Any Board of Directors' action required or permitted to be taken may be taken without a meeting if all members of the Board, respectively, shall consent to such action in writing. Such written consent shall be made a part of the minutes of the proceedings, and such action by written consent shall be made part of the minutes of the proceedings. Such action by written consent shall have the same force and effect as the unanimous vote of the Board.

7. GRANTS, CONTRACTS, LOANS, ETC.

- 7.1 Grants:** The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Foundation, may be authorized by the Board of Directors. The Board may authorize any officer or officers in the name of and on behalf of the Foundation, to make any such grants, contributions, or assistance.
- 7.2 Execution of Contracts:** The Board of Directors, upon majority concurrence, may authorize any officer in the name and on behalf of the Foundation, 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 to the contrary, the Chairman shall be authorized to execute such necessary and customary instruments on behalf of the Foundation.
- 7.3 Loans:** The Chairman and any two officers approved by a majority of the Board may effect loans and advances at any time for the Foundation from any bank, trust company, or other institution or from any firm, corporation, or individual and for such loans and advances, may make, execute, and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Foundation, and when authorized by the Board of Directors to do so, may pledge and hypothecate or transfer assets of the Foundation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances or otherwise limited.

8. INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 8.1 Indemnification by Foundation:** The Directors and Officers shall be indemnified and held harmless to the extent and in the manner permitted in California Nonprofit Corporation Law.
- 8.2 Insurance:** The Foundation shall have power to purchase and maintain insurance on behalf of any agent of the Foundation 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 Foundation would have the power to indemnify the agent against such liability under the provisions of this section; provided, however, that the Foundation shall have no power to purchase and maintain such insurance to indemnify any agent of the Foundation for a violation of Section 5233 of the Nonprofit Corporation Law (relating to self-dealing transactions).

9. ASSETS AND INVESTMENTS

9.1 Standards, Retention of Property:

Primary Focus: The Foundation shall invest, manage, acquire, and dispose of its assets and its endowment assets such that the primary focus is the preservation of the assets of the Foundation and secondarily obtaining the highest return on those assets after consideration of the primary focus.

Gifts: All gifts, contributions and donations received shall be irrevocable. As to any real or personal property properly received by the Foundation, the Foundation may continue to hold it if and as long as the Board of Directors may consider that retention is in the best interests of the Foundation. No retention of donated assets violates this Bylaw, where such retention was required by the donor in the instrument under which the assets were received by the Foundation, except that no such requirement may be effective more than ten (10) years after the death of the donor.

Rejection: Notwithstanding any other provision in these Bylaws, the Foundation may reject any donation, acceptance of which the Board deems would not further the purposes of the Foundation or the acceptance of which would impose an undue burden on the Foundation.

9.2 Endowment Fund

Receipt: The Foundation 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 Foundation.

Administration: All donations so received together with the income there from shall be held, managed, administered and paid out in accordance with any terms and conditions with respect thereto. Unless otherwise specifically required, the Foundation may mingle such restricted donations with other assets of the Fund.

Rejection: The Foundation may reject any donation carrying restrictions deemed by the Board of Directors to be incompatible with the purposes of the Foundation.

Records: The Foundation shall keep a complete record of the source of all gifts made to the Fund and shall take such steps as it deems appropriate to recognize and commemorate each gift.

10. GENERAL BYLAWS

10.1 **Fiscal Year:** The fiscal year shall begin January 1 and shall end December 31.

10.2 **Rules:** Robert's Rules of Order shall be the parliamentary authority for all matters or procedure not specifically covered by these Bylaws or by other specific rules or procedure adopted by the Board of Directors of the Foundation.

10.3 **Report to the Board:** The Chairman and Treasurer shall furnish a written report to the Board of Directors at the end of the fiscal year. The report shall include, but is not limited to the following information: the assets and liabilities including trust funds as of the end of the fiscal year, the principal changes in assets and liabilities during the fiscal year, the revenue or receipts of the Foundation both restricted and unrestricted, the expenses or disbursements, and any information required by Section 6322 of the Nonprofit Corporation Law. The annual report shall be accompanied by any report thereon of independent accountants or the certificate of an authorized officer of the Foundation that such statements were prepared without audit from the books and records of the Foundation.

10.4 **Amendments:** These Bylaws may be amended by the affirmative vote of two-thirds of the Board of Directors present and voting at any meeting at which a quorum is present. No action shall be taken to amend any Bylaws unless written notice of the proposed amendment(s) shall have been given at least ten (10) days prior to the meeting.