

THE FOUNDATION  
@ FCOE

BOARD OF DIRECTORS  
HANDBOOK



*"If you want to go fast, go alone. If you want to go far, go together."*

*African Proverb*

The Fresno County Office of Education (FCOE) is the intermediate level of the public education system in Fresno County, serving 34 school districts and more than 193,000 students. FCOE also provides direction and fiscal oversight to ensure that students receive a quality education. FCOE invites the community to participate in providing Fresno County students with a quality education through the work of The Foundation @ FCOE.

The Foundation @ FCOE was established in 2009 as an independent 501(c)(3) non-profit organization. The mission of The Foundation @ FCOE is to support students with exemplary educational programs and services through a shared community responsibility. Our ability to achieve this mission will be bolstered by the leadership provided by our Board of Directors. We believe that education is the key to a successful future for children.

The Foundation at FCOE is committed to the goal of extending greater opportunity to students in Fresno County, with a particular focus on closing the achievement gap.

Guided by the belief that education is preparation for life, The Foundation @ FCOE pledges to promote excellence, access, and innovation in education for all students.

Investing in Fresno County students today is a noble investment that has promising rewards for the future.



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## FRESNO COUNTY DEMOGRAPHICS

Fresno County is centrally located in the heart of California. The county is the financial, industrial, trade, and commercial capital in the San Joaquin Valley. At 6,017 square miles, Fresno County is the sixth largest county in the state. The county is the tenth most populous in California with an estimated population over 900,000 with nearly half of the county's population residing in the City of Fresno. The region is rich in people, heritage, resources, and is home to a diverse mixture of industries, businesses, agencies, and public and private educational institutions.

The county is home to over 193,000 students within Fresno County's 34 school districts:

Alvina Elementary  
American Union Elementary  
Big Creek Elementary  
Burrel Union Elementary  
Caruthers Unified  
Central Unified  
Clay Joint Elementary  
Clovis Unified  
Coalinga-Huron Unified  
Firebaugh-Las Deltas Unified  
Fowler Unified  
Fresno Unified  
Golden Plains Unified  
Kerman Unified  
Kings Canyon Unified  
Kingsburg Elementary Charter  
Kingsburg Joint Union High  
Laton Unified  
Mendota Unified  
Monroe Elementary  
Orange Center Elementary  
Pacific Union Elementary  
Parlier Unified  
Pine Ridge Elementary  
Raisin City Elementary  
Riverdale Unified  
Sanger Unified  
Selma Unified  
Sierra Unified  
Washington Colony Elementary  
Washington Union High  
West Fresno Elementary  
West Park Elementary  
Westside Elementary

# **BYLAWS OF THE FOUNDATION @ FCOE**

## **MISSION STATEMENT**

The mission of The Foundation @ FCOE is to support students by providing exemplary educational programs and services through a shared community responsibility.

## **BELIEF STATEMENT**

Guided by the belief that education is preparation for life, The Foundation @ FCOE pledges to promote excellence, access, and innovation in education for all students.

## **ARTICLE I NAME**

The name of this Corporation shall be THE FOUNDATION @ FCOE, Inc., ("The Foundation" or the "Corporation").

## **ARTICLE II PRINCIPAL OFFICE**

The principal office of this Corporation for the transaction of business is located in the County of Fresno in the State of California, at 1111 Van Ness Avenue, Fresno, California 93721. The Board of Directors ("Board") may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary in the minutes and this section shall be amended to state the new location. The Board may at any time establish a branch or subordinate office at any place or places where the Corporation is qualified to conduct its activities.

## **ARTICLE III PURPOSE**

The purpose of The Foundation is to support student development by encouraging community investment and involvement in events sponsored by the Fresno County Superintendent of Schools, aka the Fresno County Office of Education ("FCOE"), including, but not limited to, the solicitation, receipt, and distribution of gifts, property, funds, fundraising, and the

development of an endowment, to be used for the benefit of public school students in Fresno County.

## **ARTICLE IV NON-DISCRIMINATION**

It is the policy of The Foundation @ FCOE in performance of its mission not to engage in unlawful discrimination against or harassment of any person, organization, or entity on the basis of race, color, national origin, religion, sex, gender identity, pregnancy, physical or mental disability (including HIV and AIDS), medical condition (cancer-related or genetic characteristics), ancestry, marital status, age (over 40), citizenship, service in the uniformed services, sexual orientation, or the perception of one or more of such characteristics. This policy applies to all Foundation activities, including the dissemination of funds. This policy is intended to be consistent with state and federal law, and the policies of the FCOE.

## **ARTICLE V MEMBERS**

This Corporation shall have no members.

## **ARTICLE VI DIRECTORS**

**Section 1. General Corporate Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation laws and any other applicable laws, and subject to any limitations in the Articles of Incorporation or Bylaws, the Corporation's activities and affairs shall be managed by, all corporate powers shall be vested in, and exercised by or under the direction of the Board of Directors ("Board").

**Section 2. Specific Powers.** Without prejudice to the general powers set forth above, but subject to the same limitations, the Board shall have the power to:

- (a) Conduct its activities in any other state, territory, dependency, or country, and conduct its activities inside or outside California.
- (b) Adopt and use a corporate seal and alter the form of the seal.



- (c) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purpose in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debts and securities.
- (d) Carry on a business at a profit and apply any profit that results from the business activity to any activity in which the Corporation may lawfully engage.
- (e) Appoint and remove at the pleasure of the Board, all the Corporation's agents and employees; prescribe powers and duties for the Corporation's officers, agents, and employees that are consistent with law, with the Articles of Incorporation, and with these Bylaws, and fix their compensation and require them faithful performance of their duties.
- (f) To change the principal office from one location to another within Fresno County.

**Section 3. Number of Directors.** The authorized number of Directors of the Corporation shall be a minimum of three (3) and a maximum of thirty (30), exclusive of the ex-officio, non-voting, Board members associated with FCOE and as described in Section 3 of Article VI, until changed by amendment of the Articles of Incorporation or by a bylaw duly adopted by the Board amending this section, provided that in no event may the authorized number of Directors be fewer than three. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board. Each Director shall have one vote. There shall be no proxy voting permitted for the transaction of any business of this Corporation. The Executive Director of The Foundation shall not be a member of the Board of Directors.

The Board of Directors shall include:

- (a) The Fresno County Superintendent of Schools or his/her designee;
- (b) One (1) member of the Fresno County Board of Education, who shall hold an ex-officio, non-voting position;

- (c) Residents of Fresno County who shall be initially appointed by the Fresno County Superintendent of Schools. Subsequent Directors shall be elected by the members of the Board of Directors as provided for in these Bylaws.
- (d) The Deputy Superintendent of Business Services of the FCOE or his/her designee, who shall hold an ex-officio, non-voting position; and
- (e) The Deputy Superintendent of Educational Services of the FCOE or his/her designee, who shall hold an ex-officio, non-voting position.

**Section 4. Terms for Directors.** Terms for Board of Director members shall be as follows:

- (a) The term of office for the County Superintendent of Schools shall be for the period of time the incumbent retains the elected position.
- (b) The term of office for the Fresno County Board of Education member shall be for three (3) years, beginning in December after the Board of Education's annual organizational meeting, or as long as he/she is a member of the Board of Education, whichever ends first, except that the incumbent may request to be replaced on the Board at any time.
- (c) The term of office for the Deputy Superintendent of Business Services and Deputy Superintendent of Education Services, respectively, will be for the period the individual retains the named position.
- (d) One-half of the Directors initially appointed by the Fresno County Superintendent of Schools shall serve for a two (2) year term, and one-half of the initial appointees shall serve for a three (3) year term. Thereafter, the term of office for all Directors shall be three (3) years. All Directors shall hold office until their respective successors are elected except in the case of resignation, death, disability, or removal of a Director.

- (e) Directors, except those appointed as stated in Article VI, Section 4(d), may be elected at any meeting of the Board. Candidates for the Board shall be nominated only with the consent of the Fresno County Superintendent of Schools. Each Director shall be entitled to one vote. Those candidates receiving a majority of votes of the voting members shall be Directors and their term shall commence immediately.
- (f) Conflict of Interest. All Directors bear the personal responsibility to disclose potential conflict of interest issues, pertaining to actions brought before the Board. Such disclosure does not affect the standing of the Director, but if the Director should discover a conflict with a certain matter of the Board, he or she must abstain from voting on the matter. If there is no actual conflict, but a conflict may be perceived by the public, the Director may choose to abstain from voting on such issues, but is not required to do so. Any member having a duality of interest or possible conflict of interest on any matter may not use her/his personal influence on the matter, and she/he should not be counted in determining the quorum for the particular matter, even where permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation for that particular matter.
- (g) Restrictions on Interested Persons as Directors. No more than forty-nine percent of the persons serving on the Board may be interested persons. An interested person is any person compensated by the Corporation for services rendered, to wit, within the previous twelve months, whether it is a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of 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 5. Vacancies on Board.**

- (a) Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following:
- (1) The increase of the authorized number of Directors;
  - (2) A Director missing three consecutive meetings without reasonable excuse;
  - (3) The Director ceases to be a resident of Fresno County;
  - (4) The death or resignation of any Director;
  - (5) The declaration by resolution of the Board of a vacancy in the office of a Director for any reason, including, but not limited to, removal for cause as described in Article VI, Section 5(c), or who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 3 of the California Nonprofit Public Benefit Corporations Law; or
  - (6) Removed for any reason whatsoever by the Fresno County Superintendent of Schools, or an affirmative vote of two-thirds of the total Board.
- (b) Resignations. Except as provided below, any Director may resign by delivering written notice to the President or to the Secretary of the Board. The resignation shall be effective when the notice is received unless it specifies a later time for the resignation to become effective. A Director may not defer the effective

date of his/her resignation for more than sixty (60) days. A written resignation, whether specifying a deferred effective date or otherwise, shall be irrevocable upon receipt. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice of the Attorney General of California, no Director may resign if the Corporation would be left without a duly elected Director.

- (c) Removal for Cause. Any Director may be removed for cause by the Fresno County Superintendent of Schools, or Board for: (1) fraudulent or dishonest acts; (2) gross abuse of authority or discretion with reference to the Corporation; or (3) breach of a Director's duty under the California Corporations Code Sections 5230-5238. A court action to remove any Director may be brought by any Director or the Attorney General.
- (d) Filling Vacancies. Any vacancy on the Board shall be filled for the unexpired term by appointment of the Fresno County Superintendent of Schools and ratified by a majority of the Board.
- (e) No Vacancy on Reduction of Members of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

## **ARTICLE VII BOARD OF DIRECTORS MEETINGS**

The Board shall conduct its business in accordance with the California Non-Profit Corporations Law, as applicable, and California Government Code section 54950 et seq. ("Brown Act").

**Section 1. Place of Meetings**. Meetings of the Board shall be held at any place within Fresno County, California, that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

**Section 2. Annual Meeting.** The annual organizational meeting of the Board shall be held in the month of November at the date, time, and place, as the Board shall set. The purpose of the meeting shall be to seat newly elected members, review accomplishments from the previous year, discuss objectives, develop an action plan for the current year, and set the dates for regular meetings of the Board.

**Section 3. Regular Meetings.** Regular meetings of the Board shall occur at a date and time set by resolution at the annual meeting, at the Fresno County Office of Education, 1111 Van Ness Avenue, Fresno, California 93721, unless otherwise indicated. At least 72 hours prior to a regular meeting, an agenda must be posted in a site freely accessible to the public which contains a brief general description of each item to be transacted or discussed at the meeting.

**Section 4. Special Meetings.** Special meetings of the Board for any purpose may be called at any time by the President or a majority of the Directors, but notice must be received at least twenty-four (24) hours prior to the meeting by all Directors and by all media who have requested notice in writing. Notice of the time and place of the meeting, and all business to be transacted or discussed must be posted at least twenty-four (24) hours prior to the special meeting in a site freely accessible to the public.

**Section 5. Notice of Special Meetings.** Notice, unless waived, of the date, time, and place of a special meeting shall be given to each Director by one of the following methods: (a) delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, either directly to the Director or to the person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) E-mail with notice of receipt; or (e) facsimile. All such notices shall be given or sent to the Director's E-mail address or telephone and facsimile numbers as shown on the records of the Corporation.

**Section 6. Quorum.** A simple majority of the Directors shall constitute a quorum of the Board for the transaction of business. Each action or decision done or made by a majority of Directors present at the meeting duly held at

which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law. The Directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of such Directors as to leave less than a quorum. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporations Law, including, without limitation, those provisions relating to:

- (a) approval of contracts or transactions in which a Director has a direct or indirect material or financial interest;
- (b) approval of certain transactions between corporations having common directorships;
- (c) creation of and appointments to committees of the Board; and indemnification of Directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least of a majority of the required quorum for that meeting.

**Section 7. Adjourn Without Quorum.** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place pursuant to the limitations under the Brown Act.

**Section 8. Notice of Adjourned Meeting.** Notice of the time and place of holding an adjourned meeting need not be given to the Directors unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

## **ARTICLE VIII COMPENSATION AND REIMBURSEMENT**

No Directors shall receive, directly or indirectly, any compensation for his/her services as Director. Members of the Board, the Executive Director, and staff may receive such reimbursement of expenses as the Board may determine by resolution to be just and reasonable to the Corporation at the time the resolution is adopted.

## **ARTICLE IX COMMITTEES OF THE BOARD OF DIRECTORS**

The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees, each consisting of a minimum of two (2) Directors and those persons other than Directors who were invited to sit and to serve at the pleasure of the Board. Except as otherwise stated in these Bylaws, appointment of such committees shall be by majority vote of the Directors in office. Any such committee, to the extent provided in the Board resolution, shall have the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (a) fill vacancies on the Board or any committee that has the authority of the Board;
- (b) fix compensation of the Directors for serving on the Board or on any committee or staff position;
- (c) amend or repeal bylaws or adopt new bylaws;
- (d) amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (e) create any other committees of the Board or appoint the members of committees of the Board; or
- (f) approve any contract or transaction to which the Corporation is a party and in



which one or more of its Directors has a material financial interest except as special approval is provided for in Section 5233 of the California Corporations Code.

### **Section 1. Meetings and Actions of Committees.**

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and any other Board actions, except that the time for regular meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Committees shall conduct their business in public meetings in accordance with Robert's Rules of Order and the California Nonprofit Public Benefit Corporations Law, as applicable.

Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules.

**Section 2. Executive Committee.** The Executive Committee shall be composed of the President, Immediate Past President, Vice President/President Elect, Treasurer, two (2) Directors-at-Large, the County Superintendent of Schools or his/her designee, the Deputy Superintendent of Educational Services, and the Executive Director serving as Secretary. The Committee is charged with providing direction to the Board, conducting all Corporation business not prohibited by the Articles of Incorporation or Bylaws, and organizing all fundraising activities. The Executive Committee shall review and approve the annual budget, and present it for adoption by the entire Board of Directors. The Executive Committee shall supervise any paid Foundation staff on behalf of the entire Board. The Executive Committee shall meet at the call of the president or any two (2) officers to conduct the affairs of the Corporation between meetings of the Board.

### **Section 3. Standing Committees.**

- (a) Fundraising Committee. The Board as a whole serves as the fundraising

committee. It shall be each Board Member's responsibility to identify potential donors in the community and to assist in educating those individuals to the strengths and needs of the educational programs and services of the Fresno County Superintendent of Schools. Each Board Member shall identify those individuals and companies that can make major gifts, match those individuals and company leaders with the programs and projects in which they have an interest, and assist in creating opportunities for them to be donors.

- (b) Finance Committee. The role of the Finance Committee is the management of funds, including investments and disbursements. Disbursements will be in accordance with predetermined needs and goals established by the Board and approved by the Fresno County Superintendent of Schools. The Finance Committee also provides advice and guidance in the management of properties which may from time to time be gifted to The Foundation. The Committee analyzes the annual budget as proposed by the Executive Director and proposes a budget for approval by the Executive Board. The Deputy Superintendent of Business Services of the FCOE shall also serve on the Finance Committee. The Committee shall also act as the Audit Committee.
- (c) Nominating Committee. The President shall annually appoint a nominating committee consisting of three (3) or more Directors to select a slate of officers to be elected in the fall, and seated at the annual November meeting. The Nominating Committee will also serve as a Board Development Committee to evaluate the needs of the Board in terms of geographic representation, skill or knowledge, or sphere of influence, with the goal of nominating candidates to the Board.
- (d) Marketing and Special Events Committee. The Marketing and Special Events Committee will raise public awareness of The Foundation,

and develop materials and events to accomplish the goals of The Foundation using reasonable resources.

## **ARTICLE X OFFICERS**

**Section 1. Officers of the Corporation.** The officers of the Corporation shall be a President, a Vice President/President Elect, Immediate Past President, and Treasurer, and such other officers as the Board may from time to time appoint.

**Section 2. Officers and Term of Office.** Foundation officers shall be annually elected by the Board and take office at the meeting immediately preceding the regular annual meeting, except for the position of Immediate Past President which shall be filled by the President leaving office. If the Immediate Past President is unable to serve, the office shall remain vacant. Each officer shall hold office for one (1) year and until a successor shall have been duly elected and qualified.

**Section 3. Removal of Officers.** Any officer may be removed with or without cause by the Fresno County Superintendent of Schools or by majority vote of the Board.

**Section 4. Resignation of Officers.** Any officer may resign at any time by delivering written notice to the Board President or Secretary. The resignation shall take effect as of the date the notice is received or at any later time as specified in the notice, but in any case, no more than sixty (60) days from date the notice is received. Unless otherwise specified in the notice, the resignation need not be accepted to be effective.

**Section 5. Vacancies in Office.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws or by regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

**Section 6. Responsibilities of Officers.**

- (a) President. Subject to the control of the Board, the President shall have general supervision of the affairs of

the Corporation. The President shall preside at all meetings of the Board, and shall have such other duties as may be prescribed by the Board. The President shall serve as an ex-officio member of all committees.

(b) Vice President/President Elect. In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall have such other powers and duties as may be assigned by the Board. The Vice President shall assign the following duties to the Executive Director:

(1) Book of Minutes. The Executive Director shall keep, or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the date, time, and place that the meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, and the names of those present at the Board and committee meetings. The Executive Director shall keep or cause to be kept, at the principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(2) Notices, Seal, and Other Duties. The Executive Director shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by law and these Bylaws. The Executive Director shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(c) Treasurer.

(1) Book of Account. The Treasurer shall oversee the work of the

Deputy Superintendent of Business Services who will keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts for the Corporation's properties and transactions. The Deputy Superintendent of Business Services shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

(2) Deposit and Disbursement of Monies and Valuables. The Deputy Superintendent of Business Services shall deposit, or cause to be deposited, all money and other valuables in the name, and to the credit, of the Corporation with the Educational Employees Credit Union ("EECU"); shall disburse the Corporation's funds as the Board may order; shall render to the President and the Board, when requested, an account of all transactions and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe. The Treasurer, through the Deputy Superintendent of Business Services, shall furnish to the Board a financial report quarterly.

(d) Immediate Past President. The Immediate Past President shall serve as advisor, parliamentarian, and historian to advance stability and continuity of The Foundation. 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.

## **ARTICLE XI INDEMNIFICATION**

**Section 1. Right of Indemnity.** To the fullest extent provided by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that section, and including an action by or in the right of the Corporation, by the reason of the fact that the person is or was a person described in that section. "Expenses" as used in this Bylaw shall have the same meaning as in Section 5238(a) of the California Corporations Code.

**Section 2. Advancement of Expenses.** To the fullest extent provided by law, and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification, under Section 1 of Article XI in defending any proceeding covered by that section, may be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking on behalf of that person that the advance will be repaid, unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

## **ARTICLE XII INSURANCE**

The Corporation or Fresno County Superintendent of Schools shall have the right to purchase and maintain insurance to the fullest extent provided by law on behalf of The Foundation officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officers, directors, employees, or agents status as such; provided, however, that there shall be no power to purchase and maintain such insurance to indemnify any agent of The Corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporations Law (related to self-dealing transactions).

## **ARTICLE XIII RECORDS AND REPORTS**

The Corporation shall keep: (a) adequate and correct books and records of account; (b) written minutes of the proceedings of the Board and committees of the Board; and (c) the names and addresses of the Board members entitled to vote.

**Section 1. Maintenance and Inspection of Articles and Bylaws.** The Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date. Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, record documents of every kind, and physical properties. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

**Section 2. Annual Report.** The Board shall cause an annual report to be sent to Directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail for the fiscal year: (a) the assets and liabilities, including the trust funds, if any, of the Corporation as of the end of the fiscal year; (b) the principal changes in assets and liabilities, including trust funds, if any; (c) the revenue or receipts of the Corporation, both unrestricted and restricted for particular purposes; (d) the expenses or disbursements of the Corporation for both general and restricted purposes; and (e) any information required by Section 3 of Article XIII by these Bylaws. The annual report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records. This requirement of an annual report shall not apply if the Corporation receives less than Twenty-Five Thousand Dollars (\$25,000.00) in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing.

**Section 3. Annual Statement of Certain Transactions and Indemnification.** As part of the annual report, or as a separate document if no annual report is issued, the Corporation shall annually prepare and furnish to each Director, a statement of any transaction or indemnification of the following kind within 120 days after the end of the Corporation's fiscal year:

- (a) Any transaction in which an interested person had a direct or indirect material financial interest, and which involved more than Fifty Thousand Dollars (\$50,000.00);
- (b) Any transaction that was one of a number of transactions with the same interested person involved, in the aggregate, more than Fifty Thousand Dollars (\$50,000.00). An "interested person" is either of the following:
  - (1) Any Director or officer of the Corporation, its parent or subsidiary (but mere common directorship shall not be considered such an interest); or
  - (2) Any holder of more than 10% of the voting power of the Corporation, its parent or its subsidiary.
- (c) Any indemnifications or advances aggregating more than Ten Thousand Dollars and NO/100s (\$10,000.00) paid during the fiscal year to any officer or Director of the Corporation under Article XI of these Bylaws.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

**Section 4. Banking Authority.** The authorized check signers shall include the Treasurer, two (2) Board members designated by the Board



annually, the Executive Director, and the Deputy Superintendent of Business Services. As to checks or drafts issued in the name of the Foundation up to, but not exceeding, five thousand dollars (\$5,000), the Board may authorize that such checks be signed, at a minimum, by both the Executive Director and the Deputy Superintendent of Business Services. All checks or drafts issued in the name of The Foundation in excess of five thousand dollars (\$5,000) shall be signed, at a minimum by two of the authorized check signers referenced above, and at least one of the check signers must be a designated Board Member or the Treasurer.

**Section 5. Contracts.** The Board may authorize any officer or officers or agent or agents of its Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of The Foundation, and such authority may be general or confined to specific instances, provided that no contract is longer than one (1) year or for an amount over Five Thousand Dollars (\$5,000.00), unless ratified by the Board.

## **ARTICLE XIV CONSTRUCTION AND DEFINITION**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporations Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular and the term "person" includes both a legal entity and a natural person.

## **ARTICLE XV AMENDMENTS**

The Board may adopt, amend, or repeal bylaws by an affirmative two-thirds vote of the Directors present and voting at any meeting at which a quorum is present. No action shall be taken to adopt, amend, or repeal bylaws unless written notice of the proposed adoption, amendment, or repeal shall have been given at least ten (10) days prior to the meeting. No amendment may

extend the term of a Director beyond that for which the Director was elected.

## **ARTICLE XVI MISCELLANEOUS**

**Section 1.** Fiscal Year. The fiscal year shall begin July 1 and shall end June 30.

**Section 2.** Rules. Robert's Rules of Order (newly revised) shall be the parliamentary authority for all matters and procedures not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Directors of the Corporation.

## **ARTICLE XVII LEGAL COUNSEL**

The Legal Services Department of the Fresno County Superintendent of Schools shall provide legal services to The Foundation, except that other legal counsel may be employed as needed and approved by the Fresno County Superintendent of Schools.

## **ARTICLE XVIII DISSOLUTION**

**Section 1.** Time of Dissolution. This Corporation shall be dissolved when (1) the objectives for which the Corporation was created have been fully accomplished; (2) the Board initiates the dissolution proceedings based on their determination that the funds can no longer benefit the Fresno County Superintendent of Schools' programs or services; or (3) the Fresno County Superintendent of Schools, with the authorization of the majority vote of the Fresno County Board of Education, brings a complaint for involuntary dissolution upon thirty (30) days notice to each member of the Board to wind up and dissolve The Foundation.

**Section 2.** Asset Distribution on Dissolution. Upon dissolution, and unless otherwise required by court order, assets held upon a valid condition of return, transfer, or conveyance, which condition has occurred or will occur by reason of the dissolution, will be returned, transferred, or conveyed in accordance with the condition. The distribution of any other assets of the fund shall be made exclusively for the benefit

of the Fresno County Superintendent of Schools programs and services; and no funds or assets of the fund shall be directly or indirectly used for, or inure to the benefit of, or distributed to any person, firm, or corporation other than the Fresno County Superintendent of Schools.

# **FUNDRAISING GUIDELINES**

## **I. PURPOSE**

The Foundation @ FCOE (hereafter referred to as “The Foundation”) provides support for a quality educational environment by cultivating and maintaining relationships which foster financial contributions, goodwill, or services for the Fresno County Office of Education (hereafter referred to as “FCOE”). Particular attention is given to staff, friends, corporations, foundations, business, and civic leaders locally, throughout the State of California and beyond. It is the purpose of these policies to govern the acceptance, acknowledgment, and recognition of gifts, and to provide guidance to faculty, staff, administrators, and volunteers when seeking to obtain gifts for FCOE.

The Foundation’s mission is: To support students by providing exemplary educational programs and services through a shared community responsibility.

The Foundation’s Executive Director ensures that the Superintendent of Schools and the Board of Directors are informed of the status of all fundraising efforts. A minimum of once each year and following capital fundraising campaigns, The Foundation’s principal office publishes an annual financial statement to contributors of the totals and the impact of their gifts.

## **II. UNDERLYING VALUES**

The Foundation pursues the highest ethical and professional standards in its fundraising endeavors. We believe that successful fundraising is built upon a foundation of integrity which must permeate the entire fundraising process. The Foundation’s fundraising efforts are guided by the Code of Ethics and Standards of Professional Practice of the Association of Fundraising Professionals, and by applicable state and federal regulations. This commitment to ethical fundraising is key to maximizing financial support of the county schools, to fulfilling its obligation to its contributors, and thereby supporting its mission. As the Board of Directors, staff, administrators, and volunteers, we subscribe to the following values in our fundraising and advancement activities:

1. Directors, Officers, Staff, Administrators, and volunteers have a responsibility to FCOE and its educational goals. All gifts solicited and accepted on behalf of The Foundation should be supportive of these goals and should bring honor to The Foundation. We avoid any situation that may be perceived as a conflict of interest.
2. The Foundation has a responsibility to its contributors. The contributor's best interest guides our actions. No program, agreement, or commitment will be urged knowingly upon any contributor or prospective contributor which will benefit the county schools at the expense of the contributor's interest. All prospective contributors shall be urged to seek the assistance of personal legal and financial advisors in matters relating to their gifts and the resulting tax and estate planning consequences. The intended use of the gift will be fully disclosed to the contributor and every effort will be made to keep the contributor apprised of the status of his/her gift or pledge.
3. Acknowledgement of all gifts by The Foundation will be handled promptly.

### **III. GUIDELINES FOR SEEKING PRIVATE SUPPORT**

1. All solicitation of contributions, donations, gifts, or bequests and other planned gifts for The Foundation shall be supervised or coordinated through the principal office of The Foundation.
2. All proposals to individuals, corporations, foundations, and organizations are to be reviewed and discussed with The Foundation. This does not include requests or proposals for government or other grants from corporations or other organizations, which are to be handled through The Foundation.
3. Generally, a cover letter from The Foundation Executive Director will accompany all proposals of \$25,000 and more. The principal office of The Foundation will be responsible for drafting a cover letter to accompany all such proposals.

## IV. GIFT ACCEPTANCE

The Foundation will accept only gifts that are consistent with its core values, and that are:

- compatible with its mission; and in compliance with the Internal Revenue Code and other federal statutes, regulations, rulings, or court decisions that stipulate the conditions under which contributions can be tax favored; and
- compatible with the tax-exempt status.

Unless a specific exception is granted by the Board of Directors, The Foundation will not accept any gift that:

- violates any federal, state or local statute or ordinance;
- contains a condition that requires any action on the part of the FCOE that is unacceptable to its administration;
- commits The Foundation to name a fund where the gift is potentially revocable in any way;
- requires The Foundation to employ a specified person now or at a future date;
- contains unreasonable conditions (i.g. a lien or other encumbrance) on gifts of partial interests in property;
- exposes The Foundation to litigation or other liabilities;
- requires the payment of maintenance costs or other expenses (e.g. debt service) for which no specific provision has been made; or
- appears to be financially unsound.

Unless a specific exception is granted by the Board of Directors, The Foundation will immediately sell all gifts of stock or property.

Restricted gifts of \$100,000 or more are to be reviewed, approved, and accepted by the Board of Directors. Such gifts are held conditionally upon receipt until their formal acceptance by the Executive Committee. The Foundation generally accepts without review unrestricted gifts of cash or securities of less than \$100,000.

A contributor who wishes to establish a restricted endowment fund is encouraged to

allow the broadest possible interpretation of the restrictions, and to grant The Foundation authority to change the restrictions in the future if circumstances change such that they cannot be reasonably fulfilled.

## **V. GIFT ACKNOWLEDGEMENT AND CONTRIBUTOR RECOGNITION**

Receipt of each gift to The Foundation is to be acknowledged within 3 business days by The Foundation in a format appropriate to the gift. The Foundation is grateful for gifts of every size, and provides recognition to contributors in a manner appropriate to the purpose and size of the gifts. The Foundation will periodically list the names of contributors in its publications and on its website and the cumulative generosity of those who make especially significant gifts will be recognized in various ways appropriate to the occasion.

## **VI. CONFIDENTIALITY OF CONTRIBUTOR RECORDS**

The privacy of our contributors will be respected and all requests for anonymity will be honored, except to the extent required by federal and state laws.

In keeping with the Donor Bill of Rights (Appendix A), all contributor records of The Foundation, whether in the form of hard copy files or computer files, are confidential and are not to be shared with unauthorized persons.

## **VII. METHODS OF GIFTING**

Contributions and gifts for The Foundation may be in the form of cash, stock, bonds, or property. Each should be payable to The Foundation @ FCOE and communicate the following information:

- Name of Contributor;
- Name of the person to whom acknowledgement should be sent (particularly if the check or gift is from a company, bank, or third party)
- Purpose of contribution: endowment, restricted purposes or special programs, annual giving; and
- Designation of contribution: particular

department, program, or other area. All checks, cash, stock certificates, bonds, etc., should be directed to the principal office of The Foundation promptly (same day as received if at all possible) with all original correspondence and envelope attached.

### **A. Pledges**

Pledges are statements of future intent to give. In general, a commitment to make a gift is to be recorded as a pledge (1) only if it is an unconditional pledge, and (2) only with signed documentation that declares the contributor's intention to pay a specific sum by a specific date or following a specific schedule, with any use restrictions noted.

### **B. Gifts**

A gift is defined as a voluntary transfer of assets from a person or an organization to The Foundation where no goods or services are expected, implied, or forthcoming for the contributor. Gifts usually take the form of cash, securities, real property, or personal property. The following criteria generally identify a gift:

- A gift is motivated by charitable intent.
- Gifts are irrevocable transfers of assets.
- Formal financial accounting to the contributor is not required.

A regular stewardship report to contributors of endowments and other significant gifts stating the utilization or impact of the gift and including information regarding the use of the funds and the growth of the endowment is appropriate.

### **C. Outright Gifts**

Outright gifts are those placed at the immediate disposal of The Foundation. They may be either restricted or unrestricted in purpose. Gifts which are donated to The Foundation without any expressed limitation placed upon them will be recorded as an addition to The Foundation's unrestricted assets.

- **Cash/Checks**  
Cash and checks shall be accepted regardless of the amount. For tax purposes, the postmark date is the gift date for donations by cash or check which are mailed.



- **Gifts of Securities**

It is the general policy of The Foundation to sell all gifts of securities upon receipt.

**D. Deferred Gifts/or Bequests**

Deferred gifts generally involve the transfer of substantial assets which affect the distribution of the contributor's estate. These gifts do not immediately confer institutional ownership and generally are not made from the contributor's current earnings.

**VIII. ENDOWED FUNDS**

An endowment fund may be designated for a specific purpose, program, or department depending on the wishes of the contributor and is subject to approval of The Foundation's Board of Directors. In the case of a pure endowment—that is, one created when the contributor specifies that a contribution is to be used for an endowment—the principal may not be expended under circumstances not expressly set out in gift documents.

## **APPENDIX A**

### **THE DONOR BILL OF RIGHTS**

*The Donor Bill of Rights was created by the American Association of Fundraising Counsel (AAFRC), Association for Healthcare Philanthropy (AHP), the Association of Fundraising Professionals (AFP), and the Council for Advancement and Support of Education (CASE).*

#### **The Donor Bill of Rights**

Philanthropy is based on voluntary action for the common good. It is a tradition of giving and sharing that is primary to the quality of life. To ensure that philanthropy merits the respect and trust of the general public, and that contributors and prospective contributors can have full confidence in the nonprofit organizations and causes they are asked to support, we declare that all contributors have these rights:

- I. To be informed of the organization's mission, of the way the organization intends to use donated resources, and of its capacity to use donations effectively for their intended purposes.
- II. To be informed of the identity of those serving on the organization's governing board and to expect the board to exercise prudent judgment in its stewardship responsibilities.
- III. To have access to the organization's most recent financial statements.
- IV. To be assured their gifts will be used for the purposes for which they were given.
- V. To receive appropriate acknowledgement and recognition.
- VI. To be assured that information about their donation is handled with respect and with confidentiality to the extent provided by law.
- VII. To expect that all relationships with individuals representing organizations of interest to the contributor will be professional in nature.
- VIII. To be informed whether those seeking donations are volunteers, employees of the organization, or hired solicitors.

IX. To have the opportunity for their names to be deleted from mailing lists that an organization may intend to share.

X. To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

## **THE FOUNDATION @ FCOE BOARD OF DIRECTOR GUIDELINES**

The Board of Directors of The Foundation @ FCOE is collectively responsible for using the programs and assets of The Foundation to support the educational mandates of the Fresno County Superintendent of Schools. Working in cooperation with the Superintendent of Schools, the Fresno County Board of Education, and FCOE staff, the Board of Directors will guide and support fundraising activities consistent with our mission.

Meetings are held quarterly. Each director is asked to contribute generously in these areas of service:

### **Commitment**

- Place a high priority on attending board meetings and special events.
- Be an active participant in The Foundation's annual planning and evaluation efforts.
- Get to know other directors and committee members and build a collegial working relationship that contributes to consensus building.
- Select a committee and make a serious commitment to participate actively in the work of the committee.
- Stay informed about committee matters and review and comment on reports and minutes.

### **Leadership**

- A special level of involvement and responsibility is available to those who serve as board officers and committee chairpersons.
- Directors are asked to work towards active leadership roles, following introductory board service.

### **Management**

- Ongoing management responsibilities include reviewing the performance of funds managed by The Foundation, constructing a strategic plan for raising

funds, and recruiting new board members.

- It is the responsibility of all directors to faithfully read and understand the organization's financial statements and otherwise help The Foundation Board fulfill its fiduciary responsibility.

### **Committee Assignments**

Directors are asked to actively work on one or more committees of the board.

- Executive Committee
- Finance Committee
- Nominating Committee
- Marketing and Special Events Committee
- Other Ad Hoc committees

Committees may have non-director members. This serves as a way to involve more volunteers in the organization, screen potential directors, and engage specific expertise as needed.

### **Communication**

- Directors are asked to advocate for the needs of the students and schools throughout Fresno County.
- Directors are goodwill ambassadors for the Fresno County Superintendent of Schools and The Foundation @ FCOE.

### **Philanthropy**

- The Foundation exists to identify, solicit, and manage funds from private individuals, corporations, and other foundations. Directors are encouraged to demonstrate leadership through participating in fundraising activities and are encouraged to give an annual gift according to personal means.
- The Foundation will be conducting annual appeals and planned giving solicitations on an ongoing basis. Directors will provide key leadership in identification and contact with prospective donors in each of these areas.

### **Conflict of Interest**

- All Directors bear the personal responsibility to disclose potential conflict of interest issues, pertaining to actions brought before the Board. Such disclosure does not affect the standing

of the Director, but if the Director should discover a conflict with a certain matter of the Board, he or she must abstain from voting on the matter. If there is no actual conflict, but a conflict may be perceived by the public, the Director may choose to abstain from voting on such issues, but is not required to do so. Any member having a duality of interest or possible conflict of interest on any matter may not use her/his personal influence on the matter, and she/he should not be counted in determining the quorum for the particular matter, even where permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation for that particular matter.

### **Reciprocal Commitment**

- The success of The Foundation in securing support for students and schools rests in large part on the commitment of the volunteer Board of Directors.
- In recognition of the unique demands on these volunteers, directors are assured of a strong and reciprocal commitment from FCOE staff.





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