

**BYLAWS OF  
THE FOUNDATION @ FCOE  
Adopted 10-02-09  
Amended 11-07-12  
Amended 05-17-23**

**MISSION STATEMENT**

The mission of The Foundation @ FCOE is to ensure students reach their full potential by supporting 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 programs, academic events, and special projects of 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 education and public school students in Fresno County from age 0 to 22.

**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 Board members associated with FCOE, 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;
- (c) Residents of Fresno County who shall be initially appointed by the Fresno County Superintendent of Schools. "Resident" is defined as having a significant interest in Fresno County, including property ownership, employment, or other demonstrated community involvement. 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; and
- (e) The Deputy Superintendent of Educational Services of the FCOE or his/her designee.

**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.

**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. Meetings may also be held by telephone, video conference, or by a hybrid meeting.

**Section 2. Annual Meeting.** The annual organizational meeting of the Board shall be held in the month of May 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 new 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.

**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.

**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; and
- (c) 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.

**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 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, Secretary, two (1) Director-at-Large, the County Superintendent of Schools or his/her designee, and the Deputy Superintendent of Educational Services. 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. All fundraising efforts shall be conducted in accordance with the Foundation's Fundraising Guidelines. The Finance and Executive Committees shall be informed in advance of restricted gifts of \$100,000 or more and presented to the full Board for ratification at the next scheduled board meeting. Restricted gifts in excess of \$1,000,000 are to be approved by the Board.
- (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, Secretary, 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 two (2) years 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 a 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 and/or manner that the meeting was held, 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) **Secretary.** The Secretary shall attest the signatures of the Foundation's officers and Board members as required. The Secretary shall have all other powers assigned by the Board and the President.

(e) **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, thirty thousand dollars (\$30,000), the Board authorizes 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 thirty thousand dollars (\$30,000) 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 the Executive Director and any other officer or agent 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 thirty Thousand Dollars (\$30,000.00), unless ratified by the Board at the next regular meeting of the Board. Notwithstanding the foregoing, the Board expressly authorizes the Executive Director to enter into contracts intended to fulfill the Foundation’s obligations of restricted gifts accepted in accordance with the Fundraising Guidelines.

#### 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

Legal counsel may be employed as needed.

## 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.