

# **Fountain Valley Schools Foundation**

## **BYLAWS**

### **Mission Statement**

*To enrich each Fountain Valley student's academic experience by providing cutting edge technology and resources to inspire them to think, to create and to achieve.*

### **Vision Statement**

*A community united in support of educational excellence to empower our next generation of creators, innovators and visionaries.*

### **Supports All FVSD Schools**

*Unlike a PTA/PTO focused on one school, the mission of the Fountain Valley Schools Foundation extends to all schools in the district, assuring that each regardless of financial status has an important level of financial support from our community.*

### **IRS Recognized Fully Tax-Exempt Charity**

*We are a fully recognized and compliant 501(c)3 charitable organization to which all **contributions are fully tax deductible** to the full extent of the law.*

## **ARTICLE I PURPOSE AND OBJECTIVES**

The Fountain Valley Schools Foundation is a duly chartered non-profit public benefit corporation under Section 501 (c) (3) of the Internal Revenue Code of 1954 and Section 23701 (d) of the Revenue and Taxation code of California, and hereafter referred to as the Foundation. Its purpose is to solicit and distribute contributions from the private and public sectors to further the objectives of supporting, maintaining and enhancing the quality of education in the Fountain Valley School District.

## **ARTICLE II MEMBERSHIP**

The corporation shall have no members and all matters otherwise required by law to be approved by the membership shall require only approval of the Board pursuant to Section 5310 of the California Corporations Code.

## **ARTICLE III**

## **BOARD OF DIRECTORS**

1. Composition: The Board of Directors shall consist of no less than twelve (12) and no more than twenty-five (25) individuals.

- A. This number may include no more than five (5) employees of the Fountain Valley School District.
- B. The Board of Trustees of the Fountain Valley School District may appoint one of their members to act as liaison to the Foundation Board of Directors.
- C. The Superintendent of the Fountain Valley School District, or designee, may serve as a non-voting liaison to the Foundation Board of Directors.

2. Term: The term of office of each director shall be two years. At all times, the terms of the directors shall be staggered so that approximately one half of the directors shall be elected each year. In order to accomplish this at the inception of this by-law change (2015), one half of the initial Directors will be required to serve shorter terms during their first term in office. Directors who are elected to fill a vacancy shall complete the original term of the Director they replace, at which time a new two year term shall be considered open.”

3. Vacancies: A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:

- A. The death, resignation, or removal of any director,
- B. The declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a legally imposed duty under the California Nonprofit Corporation Law, or
- C. If a member of the Board of Directors of the Fountain Valley Schools Foundation absents him/herself from three consecutive regular meetings, unless by permission of the Foundation Board as expressed in its official minutes, or is convicted of a crime involving moral turpitude, his/her position shall become vacant.
- D. Except as provided in this paragraph, any director may resign, which resignation shall be effective upon giving written notice to the president, the secretary, or the Board of Directors, unless the notice specifies for the resignation to become effective at a future time. No director may resign when the corporation would then be left without a duly appointed director or directors in charge of its affairs.

4. Removal: Any Director may be removed, with or without cause, by the Board of Directors at any regular or special meeting of the Board.

5. Liability: No Director shall be personally liable for the debts, liabilities or obligations of the Foundation.

6. Duties and Responsibilities of the Board of Directors: Subject to limitations imposed by law, the Articles of Incorporation or these Bylaws, all Foundation duties and responsibilities shall be controlled by the Board of Directors. These duties and responsibilities shall include, but not be limited to the following:

- A. It is the responsibility of each Director to attend Board of Directors meetings.
- B. If a Director must miss a meeting, it is their responsibility to give prior notice to a Foundation Officer.
- C. It is the responsibility of each Director to support the fundraising activities of the Foundation.
- D. To formulate plans that will fulfill the purpose and objectives of the Foundation stated in Article I of these Bylaws.
- E. To establish policies and administer the affairs of the Foundation.
- F. To act upon recommendations of all committees.
- G. To direct the financial affairs of the Foundation in accordance with established policies.
- H. To adopt an annual Operating Budget and any other budgets.
- I. To manage and maintain the property of the Foundation. To sell or retain all or part of any property (real, personal or mixed) owned by the Foundation upon such terms deemed to be in the best interest of the Foundation.
- J. Arrange for an annual audit to be performed by a qualified person who has no direct connection to, and no vested interest in, the Foundation. The Board of Directors may by a two-thirds vote authorize a qualified CPA to conduct a formal review in place of an audit when such an alternative is permitted by law and regulation.
- K. To establish such committees, as deemed necessary and to prescribe their duties and responsibilities.
- L. To elect and remove Directors and Officers of the Foundation in accordance with these Bylaws.
- M. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the FVSF by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

#### **ARTICLE IV OFFICERS**

1. Officers: The officers shall consist of the following elected officers: President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary and Treasurer. At its discretion, the Board of Directors may elect Co-Officers to any position other than President or Secretary, and when elected, such officers shall share the responsibilities of an office.

2. Election: The officers of the corporation shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board.

3. Term: A term is one (1) year. An Officer may serve only four (4) consecutive terms in any one office. In the case of filling an unexpired term, a person who has served for more than six (6) months shall be deemed to have served a full term in that office. An officer shall serve until his or her successor shall be duly elected and accepted the office.
4. Vacancy: If a vacancy occurs on the Executive Board, the President shall announce the vacancy at the next Board of Directors meeting and convene the Nominating Committee. The Nominating Committee will follow the procedure stated in these Bylaws so an election is held at the following Board of Directors meetings.
5. Removal: A simple majority of the Directors present at a Board of Directors is a quorum is required to remove any Officer for just cause. This action must be by ballot and this provision may not be waived. Absentee ballots or proxy votes are not allowed.
6. Duties of Officers: The duties of the officers shall be as follows:
  - A. The President shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the corporation. He/She shall preside at all meetings of the Board of Directors. He/She shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws. The President, along with the 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Treasurer shall be one (1) of the four (4) authorized signatories on all Foundation accounts. Any two (2) of the above signatures shall be required for any transaction involving Foundation funds, at a financial institution.
  - B. The 1<sup>st</sup> Vice President, in the absence of the President, shall perform the duties of President. The 1<sup>st</sup> Vice President, along with the 2<sup>nd</sup> Vice President, President, and Treasurer shall be one (1) of the four (4) authorized signatories on all Foundation accounts. Any two (2) of the above signatures shall be required for any transaction, involving Foundation funds, at a financial institution. The 1<sup>st</sup> Vice President shall be the chairperson of the Events Committee. The 1<sup>st</sup> Vice President shall perform such additional duties as may be assigned by the President.
  - C. The 2<sup>nd</sup> Vice President, in the absence of the President and 1<sup>st</sup> Vice President, shall perform the duties of the President. The 2<sup>nd</sup> Vice President shall be chairperson of the Membership, Marketing & Outreach Committee. The 2<sup>nd</sup> Vice President shall prepare an annual membership report at the end of the year. The 2<sup>nd</sup> Vice President, along with the President, 1<sup>st</sup> Vice President and Treasurer shall be one (1) of the four (4) authorized signatories on all Foundation accounts. Any two (2) of the above signatures shall be required for any transaction, involving Foundation funds, at a financial institution. The 2<sup>nd</sup> Vice President shall perform such additional duties as may be assigned by the President.
  - D. The Secretary shall prepare the minutes of all meetings of the Board of Directors and/or the Executive Board. The Secretary shall perform such additional duties as may be assigned by the President. The Secretary shall keep the official records of

the Foundation, and provide notice of meetings to Board members at the address or e-mail address each so designate.

- E. The Treasurer, or one of the three (3) remaining authorized signatories, shall pay all approved bills and make all deposits. The Treasurer shall present the financial report. The Treasurer, along with the President, 1<sup>st</sup> Vice President and 2<sup>nd</sup> Vice President shall be one (1) of the four (4) authorized signatories on all Foundation accounts. Any two (2) of the above signatures, shall be required for any transaction involving Foundation funds at a financial institution. The Treasurer shall serve as Chair of the Budget Committee. The Treasurer shall perform such additional duties as may be assigned by the President.

## **ARTICLE V COMMITTEES**

The Board of Directors may designate one or more committees, each consisting of one or more directors, to serve at the pleasure of the Board.

Committee Chairs must be currently serving on the Board of Directors. Committee members do not need to be serving as a Foundation Board of Director in order to serve on a committee. Volunteer community committee members shall be approved by the Foundation Board of Directors.

## **ARTICLE VI MEETINGS**

1. Regular meetings of the Board of Directors may be held at any place within the County of Orange that has been designated, from time to time, by resolution of the board. Special meetings of the Board shall be held at any place within the County of Orange that has been designated in the notice of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

2. Notice: Written notice of all meetings shall be provided. The notice shall state the place, date, and hour of the meeting and if for a special meeting, the purpose of the meeting. Such notice shall be given to each director of record at least 5 days prior to the meeting via announcement at a prior meeting, mail, email, or telephone.

3. Special meetings of the Board of Directors for any purpose may be called at any time by the president, or any vice president, the secretary, or any two directors.

4. Quorum: A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting

duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

5. Action(s) without a Meeting: The Foundation Board of Directors can take action without a meeting by approving an action by majority vote communicated via e-mail or by a majority of the members of the Board of Directors signing a written document describing and approving said action. Approval of specific acts may be obtained by telephone roster call so long as such acts are later ratified by the Board at a meeting or via a written document.

## **ARTICLE VII ELECTIONS**

1. A Nominations Committee shall be established in accordance with Article V of these By-Laws at the March or April meeting of the Board of Directors each year.

2. Elections shall take place at the May meeting of the Board of Directors each year. If for any reason elections are not conducted at that time, they shall be conducted as soon as possible thereafter.

3. The election of Directors shall take place first, prior to the election of Officers.

4. Elections shall proceed as follows:

A. The Nominations Committee shall present their nominations for Directors and Officers.

B. Additional nominations may be made by any two or more members of the Board of Directors.

C. Elections must be by ballot. This provision may not be waived. The ballot shall provide for a "YES" or "NO" vote for each individual Director and for each unopposed Officer.

D. No absentee ballots or proxy ballots shall be permitted.

E. A simple majority of the current members of the Board of Directors present at a meeting at which a quorum is present voting "YES" or otherwise voting affirmatively for a particular Director or Officer shall be required for that Director or Officer to be elected. In the case of multiple candidates, should no one candidate gain a majority vote on a particular ballot, the candidate with the fewest votes on that ballot shall be dropped from the following ballot(s).

This process shall continue until one candidate has gained the vote of a majority of the Directors present and voting.

- F. The Board of Directors may at its discretion use these election procedures to fill any vacancy in an office or on the Board of Directors at any meeting, with or without the prior convening of a Nominations Committee. The Board of Directors shall be required to fill vacancies that bring the total number of Directors below the minimum number.

## **ARTICLE VIII CONFLICT OF INTEREST AND COMPENSATION**

**Conflicts of Interest** - For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

- A. The interest of such officer or director is fully disclosed to the board of directors.
- B. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
- C. Payments to the interested officer or director are reasonable and do not exceed fair market value.
- D. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

**Compensation** - In accordance with Foundation Articles of Incorporation, members of the Board of Directors shall serve without compensation. Directors shall be entitled to reimbursement for approved expenses incurred on behalf of the Foundation.

**No Private Inurement.** The corporation is not organized for profit and is to be operated exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and in the promotion of social welfare in accordance with the purposes stated in the Articles. The net earnings of the organization shall be devoted exclusively to artistic, charitable and educational purposes and shall not inure to the benefit

of any private individual. No director or person from whom the organization may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the organization be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the Board; *provided, however,* that (a) reasonable compensation may be paid to any director while acting as an agent, contractor, or employee of the corporation for services rendered in affecting one or more of the purposes of the organization; and (b) any director may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of the organization.

## **ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS**

1. The corporation shall indemnify, defend and save harmless all directors and officers for all claims and potential liability arising from conduct by such director or officer while acting in a lawful board sanctioned manner on behalf of the corporation.
2. The Board of Directors may adopt a policy of reimbursement of expenses to directors, officers and employees for all out of pocket expenses expended on behalf of the corporation.
3. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any director, officer or other agent of the corporation against any liability asserted against or incurred by the director, officer or agent in such capacity or arising out of the person's status as such, whether or not this corporation would have the power to indemnify such person against that liability under the provisions of this section.

## **ARTICLE X PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern this Foundation in all cases in which they are applicable and in which they are not in conflict with these Bylaws, the Articles of Incorporation and the California Non Profit Corporation Law.

## **ARTICLE XI AMENDMENTS**

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the Directors present at a Board of Directors meeting at which there is a quorum. No action shall be taken to amend any Bylaw unless written notice of the proposed amendment(s) shall have been given to each Director by mail or e-mail at least ten (10) days prior to the meeting.



Adopted by Board vote: April 13, 2015