

# E. ORGANIZATIONAL BYLAWS

---

## BYLAWS OF THE EAST SIDE UNION HIGH SCHOOL DISTRICT EDUCATION FOUNDATION

A California Nonprofit Public Benefit Corporation

### ARTICLE I NAME

Section 1: Name. The name of this corporation is East Side Union High School District Education Foundation, a California nonprofit public benefit corporation (the “East Side Foundation” or the “Foundation”)for reasons of brevity and efficiency, the Foundation may also be known as 'East Side Education Foundation'.

### ARTICLE II OFFICES

Section 1: Principal Office. The principal office for the transaction of the business of the corporation (“principal executive office”) is located at 2530 Berryessa Road, #432, San Jose California, 95132. The Board of Directors of the Foundation (the ‘Directors’) may change the principal office from one location to another. Any change of location shall be noted by the Secretary in these Bylaws oppose this Section, or this Section may be amended to state the new location.

Section 2: Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

### ARTICLE III DEDICATION AND PURPOSES

Section 1: Dedication. The property of the Foundation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer thereof or to the benefit of any private individual. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed to the East Side Union High School District.

Section 2: General Purpose. This corporation is a nonprofit public benefit corporation, organized exclusively for educational and charitable purposes within the meaning of section 501(C)(3) of the Internal Revenue Code of 1986, as amended. The purpose of this corporation is to support and enhance the educational, co-curricular and athletic opportunities for the students of the East Side Union High School District (the “District”).

The vision, mission, core values and beliefs, guiding principles and the strategic initiatives are as follows:



Vision - East Side Students Succeeding in School and Beyond: College, Career, Community

Mission - To promote and create bold and innovative programs, services, and partnerships that measurably elevate sustainable student success.

#### Core Values and Beliefs

Unlimited Capacity - We believe in the unlimited capacity of our students to achieve their goals and dreams.

Collaboration - We believe in the power of collaboration to most effectively achieve our goals and objectives.

Equitable Access & Results - We believe in the urgency of realizing equitable access and results for all our students.

Inclusiveness - We believe in the strength of inclusiveness to expand our impact.

Innovation - We believe in the dynamic potential of innovation to create novel solutions and powerful ways of working.

#### Guiding Principles

##### *Unlimited Capacity*

We use an assets-approach in our work, consistently identifying strengths and resources that our students and other stakeholders bring. We build on those assets and strengths to create new capacity and to address needs and challenges.

##### *Collaboration*

We work together with our partners for the benefit of all students, publicly supporting one another, communicating transparently, committing time and resources to our mutual success, and respecting our common and individual strengths and needs.

##### *Equitable Access & Results*

We consistently use an equity lens in designing, implementing, and evaluating our initiatives. We expand our own capacity and knowledge base about equity, and identify key strategies for dismantling existing inequitable policies and practices that impact our students' success.

##### *Inclusiveness*

We actively engage our students, staff, districts, partners, parents, communities and any others who are impacted by our work. We acknowledge that our communities hold vital knowledge and resources often made invisible by mainstream approaches. We respect and build on their cultures, languages, and lived experiences and shape our work so that it is culturally and linguistically sustaining.

##### *Innovation*

We take initiative and demonstrate creativity to share ideas that model innovation and create successful outcomes. We leverage and seek additional resources to implement our initiatives. We are willing to consider out-of-the-box solutions and keep an open mind rather than relying only on past ways of doing business.

##### Strategic Initiatives

### 1. Organizational Capacity & Sustainability

Build our organizational capacity to realize our vision and accomplish and sustain the powerful work we have identified through our strategic initiatives, and improve our effectiveness, efficiency, and impact by establishing communication, coordination, funding, staffing, learning, accountability, and other organizational processes and protocols.

### 2. Spartan East Side Promise: A Pathway to College Admission

Increase the East Side student college-going and success rate by supporting the Spartan East Side Promise (SESP), a collaboration between San José State University and East Side Union High School District that offers guaranteed admission to qualified students who attend high school in the East Side Union High School District.

### 3. Student Scholarships

Positively impact East Side students' success in enrolling in and graduating from San José State University by providing targeted student scholarships.

### 4. Support to School Programs

Expand our impact on student success by providing targeted financial and other support to qualified co-curricular programs, student groups, and innovative teachers at East Side schools.

### 5. Outreach

Significantly improve school, student, and family participation in our initiatives by expanding and diversifying our outreach efforts to and communication with East Side districts, schools, students, and families.

Section 3: Specific Purposes. Within the context of the general purposes stated above, this corporation has been formed for the following specific purposes.

- a) To solicit, receive, acquire, hold, manage, administer and expend property and funds for charitable, educational and public purpose, including, but not limited to providing supplemental financial assistance for various District programs in direct support of student achievement.
- b) To act as trustee under charitable and educational trusts, receiving, holding, managing, administering and expending property and funds in accordance with the respective trusts upon which the property and funds are acquired and held.
- c) To receive, hold, manage, administer and expend property and funds upon the general and charitable trust that the property and funds, either as to principle or income or both, shall be applied to the assistance and support of such charitable or public institutions or objects, at such times and to such extent, as the corporation may in its judgment deem conducive to the public welfare.
- d) To take property and funds by will, gift or otherwise, with or without specification of any charitable or educational purpose but if no charitable or educational goal is specified, the property or funds so received shall, nevertheless, be held upon the trust that they shall be used for charitable or educational purposes.
- e) To hold, in its own name and right, real and personal property of every nature and description without limitation as to extent, character or amount, and with all the

powers of control, management, investment, change and disposal incident to the absolute ownership of property or funds by a private person, subject only to the terms of a particular trust and to the general trust that all its properties and funds shall behalf for charitable, educational or public purposes.

- f) To establish one or more common trust funds for the purpose of furnishing investments to this corporation or to any beneficial, charitable or public institution affiliated with it, or to any organization, society or corporation holding funds or property for the benefit of any of the foregoing, or holding funds for the purpose of supporting any building or buildings used by or owned by any of the foregoing, whether holding such funds or property as fiduciary or otherwise.
- g) To purchase or otherwise acquire, own, hold, sell, assign, transfer or otherwise dispose of, mortgage, pledge or otherwise hypothecate or encumber and to deal in and with shares, note, bonds, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder thereof, to execute all rights, powers and privileges of ownership.
- h) To borrow money, either upon or without security, and to issue promissory notes or other evidences of indebtedness and pledges, mortgages or other instruments of hypothecation.
- i) To appoint and compensate officers, managers, employees and other agents, as the Board so determines, to conduct and administer the programs supported by this corporation and to achieve its educational purposes, but no member of the Board of Directions shall receive any compensation thereof.
- j) To adopt by-laws prescribing the duties of the officers and agents of this corporation, the detail of its organization, the time and manner of its meetings, and any and all details incidental to its organization and the efficient conduct and management of its affairs.
- k) To do any and all things which a natural person may do that are necessary or desirable for the purpose for which the corporation is organized and to carry into effect anyone or more of the aforementioned objects and purposes set forth and to that end to do any one or more of the acts and things aforesaid, and likewise any and all acts or things necessary or incidental thereto; and, in conducting or carrying on its activities, and for the purpose of promoting or furthering anyone or more of said objects or purposes to exercise any or all of the powers set forth in this Article III, and any other or additional power now or hereafter authorized by law either alone or in conjunction with others as principal, agents or otherwise.
- l) To coordinate alumni, community and student activities, events, workshops, conferences, and institutes in support of and for the benefit of the District.
- m) Perform any other services or programs as approved by the corporation's Board of Directions.

#### ARTICLE IV CORPORATION WITHOUT MEMBERS

Section 1: Members Prohibited. This corporation shall have no members within the meaning of Section 5056 of the California Corporations Code.

Section 2: Effect of Prohibition. Any actions which would otherwise require approval by a majority of all members or approval by the members shall require only approval



by the Board of Directors. All rights which would otherwise vest in the members shall vest in the Board of Directors.

## ARTICLE V DIRECTORS

Section 1: Number and qualifications for Directors. The Board of Directors shall consist of a minimum of nine (9) Directors and the maximum number of Directors to be determined from time to time by Board action. The exact number of authorized directors within the minimum and maximum limitations shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by a majority of the Directors or, in case of Board action within a meeting, as set forth in Article VI, Section 1.

The Board of Directors will have at least one representative from the following stakeholders:

At least two members shall be alumni from high schools in the district. At least one member shall be a resident of the East Side Union High School District attendance area.

Section 2: Election and Term of Office. The election of directors shall take place at a regular or special meeting of the Board of Directors. Directors shall be elected or appointed for two (2) year terms. The terms for any Directors shall begin on July 1 and end on June 30 of the second year. Each Director shall hold office until reelection or until a successor has been elected or appointed and qualified. Directors shall be eligible for reelection without limitation of the number of terms that they may serve, provided that they continue to meet the qualifications required by law.

Section 3: Compensation. The Directors shall serve without compensation.

Section 4: Directors' Qualifications. The qualifications for Directors are that they Director be a resident of the State of California and 21 years of age or older.

Section 5: Liaison to Board. The Superintendent or a designee appointed by the Superintendent shall serve as liaison to the Board of Directors. He/She shall attend meetings and provide information and support as necessary. He/She will not be a voting member.

Section 6: Ancillary Directors. The Board shall be able to appoint Ancillary and/or Advisory Council non-voting Directors who want to support the Foundation and who are willing to provide direct assistance for functions but cannot attend monthly meetings due to other commitments or obligations. The Directors would serve two-year terms and be reappointed. The role of the ESUHSD Education Foundation Advisory Board Members is to serve as critical community champions of the Education Foundation. Members of the Advisory Board share their gifts in service to the Foundation mission by providing their professional expertise; their diverse knowledge of constituent perspectives; their connections to local or state resources, colleagues or peers; their philanthropic support or other forms of needed assistance.

Roles and responsibilities of advisory board members:

- Develop an understanding of needs being targeted
- Provide “wise counsel” on issues raised by board
- Provide unbiased insights and ideas from a third point-of-view (not involved in the operation of the nonprofit)
- Encourage and support the exploration of new ideas
- Act as a resource for board committees
- Provide social networking platform for board members and the nonprofit

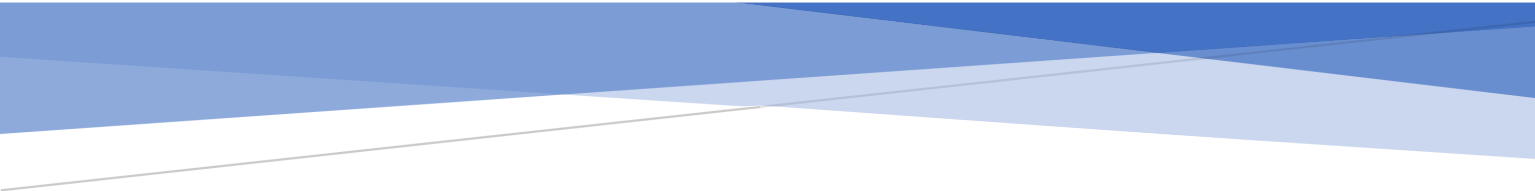
Section 7: General Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation or these Bylaws, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 8: Specific Powers. Without prejudice to the general powers, the Directors shall have the power to:

- a) Select and remove any and all officers, managers, agents and employees of the corporation; prescribe any powers and duties for them that are consistent with the California Nonprofit Public Benefit Corporation Law, the articles of incorporation and these bylaws and fix their compensation and require faithful service.
- b) Conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, the Articles of Incorporation or these Bylaws, as they may deem best, including, without limit, decisions relating to making and servicing loans by the corporation.
- c) Adopt, make and use a corporate seal and to alter then font thereof from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.
- d) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidence of debt and securities.

Section 9: Non-Liability of Directors. Subject to complying with the provisions of this Article V, and as otherwise provided by any provision of law, no director shall be personally liable for the debts, liabilities or other obligations of the corporation.

Section 10: Indemnification for Litigation. The corporation shall have and hereby agree to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee or other agent of the corporation to the full extent allowed under the provisions of Section 5238 of the California Nonprofit Corporation Law relating to the power of the corporation to indemnify any such person. The amount of such indemnity shall be so much as the board of directors determines and finds to be reasonable, or, if required by said Section 5238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.



**Section 11: Restrictions on Interested Directors.** No more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is defined as (i) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise; and 9ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, father-in-law of any such person described in the preceding clause (i). Reimbursement of expenses of a director incurred on behalf of the corporation and authorized by the Board of Directors (in advance, if possible) shall not be considered compensation the term is used in this section. Any violation of the provisions of this Section 11 shall no effect the validity or enforceability of any transaction entered into by the corporations.

**Section 12: Vacancies.** Any vacancy on the Board of Directors caused by death, resignation, removal, an increase in the authorized number of directors or any other cause, shall be filled by candidate nomination by the Officer or Director and approval by a majority of the remaining directors, and each director so elected shall continue tin office for the unexpired term of the director whom he succeeded and until a successor has been elected and qualified. No reduction of the authorized number of directors shall have the effect of removing and director before that director’s term of office expires.

**Section 13: Removal.** A Director who misses three (3) consecutive Board of Directors meetings will prompt a review by the Executive Board for possible action to include a recommendation for removal from the Board depending on the circumstances. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of the court, or convicted of a felony, or been found by a final order of judgment of any court to have breached a duty of the corporation as provided by the California Nonprofit Corporation Law.

**Section 14: Resignations and Leaves of Absences.** Except as provided in this section, any director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notices specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Director may elect a successor to take the office as of the date when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director in charge of its affairs. Directors may request leaves of absence for medical, business, family or personal reasons. The leave of absence can be granted by a majority vote of the Board of Directors. Extended leaves of absence must be re-granted by a majority vote of the Board of Directors on an annual basis. Board members on a Leave of Absence may request reinstatement to the Board at any time. Reinstatement can be granted by a majority vote of the Board of Directors.

**Section 15: Purpose, Responsibilities and Expectations of Director.** The mission of the East Side Union High School District Education Foundation is to support and enhance the educational and co- curricular experiences of the students of ESUHSD. The charge

of the board of directors is to ensure that the ESUHSDEF effectively implements its mission. The board may act as individuals or committee members to support the corporation's mission.

- (a) The responsibilities of the Board of Directors as a governing body include, (i) determination of the Foundation's mission and provide support in fulfilling its mission, (ii) Ensure compliance with its bylaws and all applicable federal, state and local laws, (iii) determine strategies and priorities to ensure effective short and long range planning, (iv) Establish fiscal policy and maintain financial controls to safeguard assets, ensure a realistic budget that maximizes use of resources, maintain sound risk- management practices, (v) provide adequate resources for the Foundation's activities through direct financial contributions and establishing and monitoring fundraising strategies, (vi) Develop the Board and assess its performance.
- (b) The general expectations of Directors, (i) understand and support the Foundation's mission, goals, bylaws, policies and programs while knowing its strengths and needs, (ii) serve on at least one standing committee, assume leadership positions when called upon, and undertake special assignments willingly, (iii) recruit new Directors and participate in board self-assessment, (iv) evaluate the performance of the executive director and help set compensation, (v) attend activities and events sponsored by the Foundation.
- (c) Specific Director expectations, (i) attend all board meetings, including annual retreat, (ii) prepare for and actively participate in board and committee meetings. Support majority decisions made by board, (iii) respect the confidentiality under which discussions take place during board and committee meetings and speak for Board only when authorized, (iv) suggest agenda items for board and committee meetings.
- (d) Understand the Foundation's financial statements, question budget issues, and help fulfill fiduciary responsibility.
- (e) Fund raising, (i) make Foundation one of top 3 philanthropic priorities (recommended raising \$1,000 per year), (ii) attend fundraisers and invite guests, (iii) make introductions to Foundation inside and outside networks, (iv) share fundraising activities on social media and distribute information, (v) Champion Foundation within companies by moving grant requests along, seeking matching gifts, and directing other available resources to Foundation.
- (f) Community relations. (i) act as ambassador to community on behalf of Foundation. Recruit volunteers and promote foundation among, colleagues, friends, and with other organizations, (ii) lend name and personal credibility to Foundation in use of marketing materials and grant proposals.
- (g) Board affairs, (i) work to expand Board to fifteen (15) members, (ii) board members are elected to two year terms, (iii) Board officers are elected to two year terms, but limited to three two year terms (beginning August, 2019), (iv) the board meets 11 times per year including an annual retreat, (v) Board meeting times and locations are determined by the Board, (vi) The Board has three standing committees – executive/governance committee, finance committee, and development committee. Other ad hoc committees may from time to time be authorized by the Board, (vii) Board members may be asked to participate in short-





term task forces (crab feed and HOF ceremony) and that lead to program evaluation.

## ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS

Section 1: Call of Meetings. Meetings of the Board shall be called by the President or any two Directors.

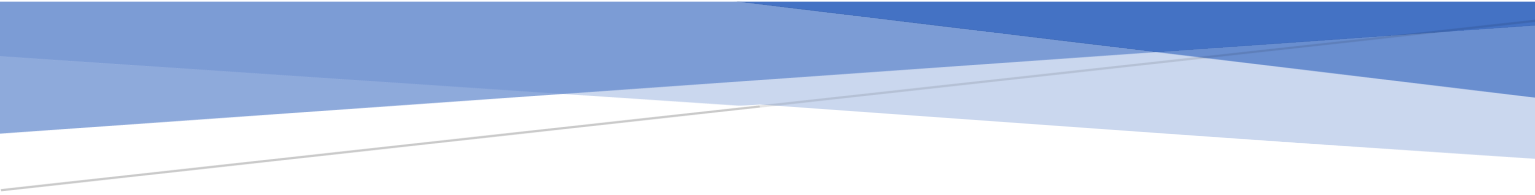
Section 2: Place of Meetings. Meetings of the Board shall be held in any place within the State of California designated by the Board of Directors. In the absence of any such designation, meetings shall be held at the principal office of the corporation as determined by the Board of Directors. Meetings can also be held through video conferencing.

Section 3: Date and Time of Meetings. Regular meetings of the Directors shall be held without notice as follows: (i) during the first year of formation of the Foundation, the Board shall meet monthly; (ii) during the second year of operation of the Foundation the Board shall meet monthly and (iii) thereafter as determined from time to time by Board action. If any day fixed for the election of regular meetings of the Board of Directors falls on a legal holiday, the meeting scheduled for that day shall be held at the same hour on the next succeeding day that is not a legal holiday (or whenever the Board determines).

Section 4: Annual Meeting. The annual meeting date to align with the election of new officers shall be at the principal place of business, unless the Board fixes another date or time as approved in Bylaws. At this meeting, officers shall be elected and any other proper business may be transacted. Foundation officers are limited to two consecutive two-year terms beginning with 2019 elections. The annual meeting will be held in August June of each year.

Section 5: Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the president or any two directors.

Section 6: Notice of Meetings. Notice of the time and place of the special meetings shall be sent by email or delivered personally, or by telephone to each Director. In cased the notice is delivered personally or by email or telephone, it shall be delivered personally or by email, telephone at least forty-eight (48) hours before the time of the meeting. Any oral notice given personally or by telephone may be communicated either to the director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the director. Whenever any director has been absent from any special meeting of the Board of Directors, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that the due notice of such special meeting was given to such director as required by the California Nonprofit Corporation Law and these Bylaws.



**Section 7: Waiver of Notice.** The transactions of any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice. If (i) a quorum is present, and (ii) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice of consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

**Section 8: Quorum.** A majority of the authorized number of directors, as determined from time to time by the Directors, shall constitute a quorum, which shall be required for the transaction of any business at any meeting of the Board of Directors. Every act or decision done or made by a majority of the directors present shall be regarded as the act of the Board of Directors subject to the provisions of the California Nonprofit 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 of that meeting.

**Section 9: Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time or place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the adjourned meeting to the directors who were not present at the time of the adjournment.

**Section 10: Proxies.** Proxies are prohibited at any regular or special meeting of the Board of Directors for any director entitled to vote who is not present.

**Section 11: Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting. If a majority of the Board, individually or collectively consents to the action electronically, the Directors may be polled by email or via conference call. Such action shall have the same force and effect as a majority vote of the Board of Directors. Such comments shall be filed with the minutes of the proceedings of the Board.

**Section 12: Reimbursement of Expenses.** Directors may receive reimbursement of expenses as may be determined by the Board of Directors to be just and reasonable and in compliance with applicable tax law for the corporation qualifying under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended, and section 23701 of the California Revenue and Taxation Code, as amended.

**Section 13: Conduct of Meetings.** The President or in his or her absence, any director selected by the directors present shall preside at meetings of the Board of Directors. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members

participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

## ARTICLE VII OFFICERS

**Section 1: Election and Tenure.** The corporation may have a President, Vice-President, Secretary and Treasurer, and such other officers with such titles and duties as may be prescribed from time to time by the Board of Directors and as may be necessary to enable it to sign instruments. The officers shall be chosen by the Board of directors and, subject to Section 2, shall serve at the pleasure of the Board. The corporation may also have at the discretion of the Board, a Chairperson of the Board. The President is the general manager and chief executive officer of the corporation.

**Section 2: Removal and Vacancies.** Subject to the rights, if any, of any officer under any written contract or employment, any officer may be removed with or without cause, by the Board of Directors at any regular or special meeting of the Board, or except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors. Any vacancies occurring in an officer position shall be filled by appointment by the Director. An officer thus appointed, shall service until the next scheduled election.

**Section 3: Duties and Powers.**

- (a) Foundation Executive Director, if such an officer be hired the Foundation Executive Director shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to the Foundation Executive Director by the Board of Directors or prescribed by the by-laws. If there is no President, the Executive Director shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties prescribed in paragraph (b).
- (b) President: 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. The President shall also be an ex- officio member of all committees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors or the by-laws.
- (c) Vice President: The Vice President shall, subject to the control of the Board of Directors, generally supervise, direct and control the business and the officers of the corporation in the absence of the President.
- (d) Secretary: The Secretary shall attend to the following: (i) Book of Minutes. The Secretary shall keep, or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of the minutes of all meetings and actions of the Board of Directors and committees of the directors, with the time and place of holding meetings, whether regular or special, and if special, how authorized the notice given, the names of those present at such meetings and the proceedings of such meetings. (ii) Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the by-laws. (iii) The Secretary shall certify and keep at the principal office of the corporation the original or a

- copy of these by-laws as amended or otherwise altered to date. (iv) The Secretary is responsible for recording minutes of all meetings of the directors and for keeping a book of these at the principal office of the corporation or at such other place as the board may determine, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. The actual recording of the minutes can be delegated by the Secretary to another person provided he/she retains responsibility for such recording. (v) The Secretary shall exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney on request therefore, the Bylaws and the minutes of the proceedings of the directors of the corporation. The Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or the bylaws.
- (e) Treasurer. The Treasurer shall attend to the following: (i) Books of Account. The treasurer shall keep and maintain, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at any reasonable time. (ii) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit, or direct the depositing of all money and other valuables in the name and to the credit of the corporation with such banks, trust companies or other depositories as may be designated by the Board of Directors, and shall disburse, or arrange for the disbursement of, the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall, whenever requested by the President or directors, prepare, or arrange for the preparation of, an account of all of the transactions as Treasurer and of the financial condition of the corporation and shall have other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or the Bylaws. (iii) The Treasurer shall receive and give receipt for moneys due and payable to the corporation from any source whatsoever. (iv) The Treasurer shall prepare or cause to be prepared and certify or cause to be certified the financial statements to be included in any required reports. Financial and accounting tasks can be delegated to another person provided the Treasurer retains responsibility for monitoring and auditing such tasks.

**Section 4: Compensation.** Officers shall not receive any compensation for services to the corporation. They shall, however, be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties by resolution of the Board.

**Section 5: Non-Liability of Officers.** The officers of the corporation shall not be personally liable for the debts, liabilities or other obligations of the corporation. The corporation will provide all officers with Directors' and officers' liability insurance for this purpose.

## ARTICLE VIII COMMITTEES

Section 1: Committees of Directors Empowered with Board Authority. The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Any such committee, to the extent expressly provided in the resolution of the Board, shall have all the authority of the Board, except that no such committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board of Directors or in any committee which has the authority of the Board.
- (b) Amend or repeal Bylaws or adopt new Bylaws.
- (c) Amend or repeal any resolutions of the Board of Directors which by its express terms are not so amendable or repealable.
- (d) Appoint any other committees of the Board of Directors or the members of these committees.
- (e) Approve any transaction: (i) to which the corporation is a party and one or more directors have a material financial interest; or (ii) between the corporation and one or more of the directors or between the corporation and any entity in which one or more of its directors have a material financial interest. The words “material financial interest” as used in this section do not include funds contributed to the corporation by a director for use by the corporation for its charitable purposes.

Section 2: Meetings and Actions of Committees. The provision of Section 2 of Article IX apply only to those types of committees created under the provisions of Section 1 of Article IV hereof, and do not apply to those types of committees created under the provisions of Section 3 of Article IX hereof. Meetings and action of committees shall be governed by, held and taken in accordance with the provisions of Section 9 or Article VII of these bylaws, concerning meetings of directors, with such changes in the context of those provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Director or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Director may adopt rules for the government of any committee not inconsistent with the provision of these bylaws.

Section 3. Standing and Special Committees. The President or the Board of Directors shall appoint such standing and special committees as the President or the Board of Directors may designate. Such committees shall act strictly in an advisory capacity to the President and the Board of Directors.

## ARTICLE IX

### INDEMINIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 1: Definitions. For the purposes of this Article:

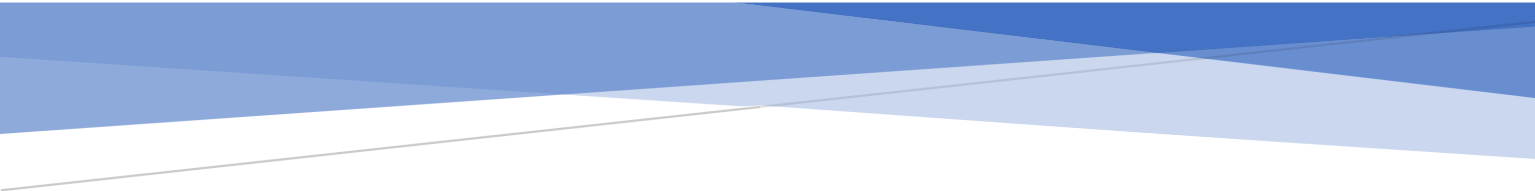
- (a) “Agent” means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another foreign or domestic corporation partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation than was a predecessor corporation of this corporation or of another enterprise at eh request of the predecessor corporation.
- (b) “Proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, and
- (c) “Expenses” includes, without limitation, all attorneys’ fees, costs and any other expenses incurred in the defense of any claims or proceedings against any agent by reason of his position or relationship as agent and all attorneys’ fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

Section 2: Successful Defense by Agent. To the extent an agent of this corporation has been successful on the merits in defense of any proceeding referred to in this Article, or in the defense of any claim issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 3 thru 5 of this Article X shall determine whether the agent is entitled to indemnification.

Section 3: Actions Brought by Persons Other than the Corporation. Subject to the required findings to be made pursuant to Section 5 below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any proceeding other than any action brought by or on behalf of this corporation or by any officer, director or person granted related status by the Attorney General, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General in a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with this proceeding.

Section 4. Action Brought by or on Behalf of the Corporation or by the Attorney General of the State of California.

- (a) Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amount paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.
- (b) Claims and Suits Awarded Against Agent. This corporation shall indemnify any person who was or is a party or threatened to be made a party, to any



threatened, pending or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met. (i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and (ii) Upon application, the court in which the action was brought must determine that, in view of all the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

**Section 5: Determination of Agent's Good Faith Conduct.** The indemnification granted to an agent in Sections 3 and 4 above, is conditioned on the following.

- (a) **Required Standard of Conduct.** The agent seeking reimbursement must be found, in a manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this corporation and with such care, including reasonable inquiry as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.
- (b) **Manner of Determination of Good Faith Conduct.** The determination that the agent did act in a manner complying with the paragraph (a) above, shall be made by: (i) The Board of Directors, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, or (ii) The Court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or the other person rendering a defense to the agent, whether or not the application by the agent attorney or other person is opposed by this corporation.

**Section 6: Indemnification Prohibited.** Indemnification or advance shall be made under this Article, except as provided in Section 2 or Section 5(b)(ii) as it applies to section 3 above, in any circumstance when it appears.

- (a) That the indemnification or advance would be inconsistent with a provision of the articles or in agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification, or,
- (b) That the indemnification would be inconsistent expressly imposed by a court in approving a settlement.

**Section 7: Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the

advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this article.

Section 8, Contractual Rights of Non-Directors and Non-Officers. Nothing in this Article shall affect any right to indemnification to which any persons other than the directors and officers of this corporation, or any subsidiary hereof maybe be entitled by contract or otherwise.

Section 9. Insurance. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent or the corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such a capacity of arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

Section 10: Interpretation and Application. This Article shall be interpreted and applied to provide indemnification to the corporation's directors, officers and agents to the maximum extent permitted by California Corporation Code 5238 and other applicable law.

## ARTICLE X RECORDS AND REPORTS

Section 1: Maintenance of Corporate Records. The corporation shall keep:

- (a) Adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, and
- (b) Minutes in written form of the proceedings of its Board of Directors and committees of the Board of Directors. All such recordings shall be kept at the corporation's principal executive office.

Section 2: Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiaries, if any. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 3: Biennial Report to Directors.

- (a) A Biennial report shall be prepared within 120 days after the end of the corporation's fiscal year and shall be sent to all directors of this corporation. Such report shall contain the following information in reasonable detail. (i) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year. (ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year; (iii) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes for the fiscal year; (iv) the expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year, and (v) Any information required by these bylaws or requested by Section 4 of this Article.



- (b) The report shall be accompanied by any report thereon of independent accounts, or, if there is no such report, by the certificate of an authorized officer of the corporation that such reports were prepared without audit from the books and records of the corporation.
- (c) If the corporation solicits contributions in writing from 500 or more persons, the corporation shall send a copy of the report or shall: (i) include with any written material used to solicit such contributions a written statement that its latest annual report will be mailed upon request and that such request may be sent to the corporation at a name and address which is set forth in the statement; (ii) Promptly mail a copy of its latest annual report to any person who requests a copy thereof, and (iii) Causes its annual report to be published not later than 120 days after the close of its fiscal year in a newspaper of general circulation in the county in which its principal office is located.

Section 4: Annual Statement of Certain Transactions and Indemnifications. 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 its directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the corporation's fiscal year.

- (a) Any transaction during the previous fiscal year involving more than \$50,000 or which was one of a number of transactions aggregating more than \$50,000, in which the corporation, its parent, or its subsidiary was a party and which any director or officer of the corporation, or its parent or its subsidiary had a direct or indirect material financial interest (a mere common directorship is no a material financial interest for purposes of this Section). Such statement shall briefly describe the transaction and the names of the interested directors or officers involved in such transaction or transactions, stating such person relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need to stated, and,
- (b) Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation pursuant to California Corporation Code Section 5238 or these bylaws, unless such indemnification has already been approved by the Board of Directors.

Section 5: Fiscal Year. The fiscal year of the Foundation shall begin on July 1 of each year and end on June 30 of the following year, unless otherwise provided by the Board.

## ARTICLE XI MISCELLANEOUS

Section 1: General Liability Insurance. At all times the corporation shall maintain general liability insurance coverage as determined by the President.

Section 2: Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 3: Execution of Contracts. The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute any contract or any instrument in the name of and on behalf of the corporation and may determine the manner of such execution. Such authority may be general or confined to specific instances, and unless s authorized by the Board of Directors, not officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount provided that any such contract or instrument between the corporation and any third person shall be valid and binding upon the corporation in the absence of actual knowledge son the part of such third person that the signing officers had no authority to execute the same, when signed by:

- (a) The President and the Secretary or the Treasurer, or
- (b) The President and any other officer of the corporation

Section 4: Tax Matters. The corporation shall at all times comply with the applicable statues and regulations to obtain and preserve the status of tax-exempt organization under the Internal Revenue Code of 1986 and the California Revenue and Taxation Code.

Section 5: Publication of Technical Materials. Technical materials, which are distributed for no fee, are the property of the corporation. Recipients must agree not to violate the copyright privileges of the corporation by making copies of the technical materials described herein.

Section 6: Staffing. The executive committee or Board of Directors may employ an executive director as chief operating officer of the corporation. It shall be the duty of the executive director to employ such staff as he or she deems necessary to operate the affairs and carry out the purposes of the corporation. All professional and administrative personnel employed by the executive director must be approved as provided in the personnel policies of the corporation.

Section 7: Annual Statement of General Information. The corporation shall each year, file with the Secretary of State of California, on the prescribed form and by the required filing date, a statement setting forth the authorized number of directors, the names and complete business or residence addresses of all incumbent directors, the names and complete business or residence addresses of the chief executive officer, secretary and chief financial officer, the street address of its principal executive office or principal business office in this State, and the general type of business constituting the principal business activity of the corporation, together with a designation of the agent of the corporation for the purpose of service of process, all in compliance to Sections 6210, 8210 and 9660 of the Corporations Code of California.

Section 8: Maintenance and Inspection of Articles and Bylaws. This corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and bylaws, as amended to current date, which shall be open to inspection at all reasonable times during office hours. If the corporation has no business office in California, the secretary shall on the written request, furnish a copy of the articles of incorporation and bylaws as amended to the current date.

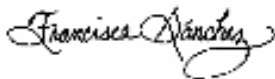
## ARTICLE XII CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions of the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular and the term “person” includes both the corporation and a natural person.

## ARTICLE XIII EFFECTIVE DATE AND AMENDMENTS

These bylaws shall become effective immediately upon their adoption. Amendments to these bylaws shall become effective immediately upon their adoption unless the Directors adopting them provide that they are to become effective at a later date. The bylaws may not be amended to include any provision that conflicts with law or with the Corporation’s articles of incorporation.

I certify that I am the duly elected and acting Secretary of the East Side Union High School District Education Foundation, a California nonprofit public benefit corporation, that these bylaws, consisting of pages 1-19 are the bylaws of this Foundation as adopted by the Board of Directors on May 6, 2020 (amending the previous bylaws of August 7, 2019) and that these bylaws have not been amended or modified since that date.



---

Board Secretary