

BYLAWS OF
THE ROOSEVELT ELEMENTARY EDUCATIONAL FOUNDATION
A California Non-Profit Public Benefit Corporation

Date Approved: November 4, 2015

Date Effective: November 4, 2015

ARTICLE 1: NAME OF CORPORATION

1.1 The name of this corporation shall be **The Roosevelt Elementary Educational Foundation** (hereinafter, the “Corporation”).

ARTICLE 2: PRINCIPAL OFFICE OF THE CORPORATION

2.1 The principal office for the transaction of the activities and affairs of the Corporation is located at: **Roosevelt School, 1990 Laguna Street, Santa Barbara, in Santa Barbara County, California 93101.**

ARTICLE 3: GENERAL AND SPECIFIC PURPOSES

3.1 The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public charitable and educational purposes. The specific purpose of the Corporation is to enrich the experience of students by seeking resources (such as funds, materials and services) that will help support the social, emotional and academic development of students at Roosevelt School, a public elementary school in Santa Barbara, California. These resources shall be directed toward educationally-focused goals that further the interests of students, staff, parents and community. Specific activities funded by the Corporation may include, but are not limited to, providing funding for instructors and other related personnel; educational materials, supplies, equipment, and furniture; facilities improvement, repair, and maintenance; extracurricular activities for students; enhancement of school safety; and other expenditures related to the legitimate purposes of the Corporation and as allowed by law.

3.2 The Corporation is organized exclusively for charitable and educational purposes, within the meaning of Internal Revenue Code section 501(c)(3), or the corresponding provisions of any future United States internal revenue law. Despite any further provision in these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of the Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3), or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2), or the corresponding provision of any future United States internal revenue law.

ARTICLE 4: CONSTRUCTION AND DEFINITIONS

4.1 Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation 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 5: DEDICATION OF ASSETS

5.1 The Corporation’s assets are irrevocably dedicated to public benefit and charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE 6: MEMBERS

6.1 **Members.** All parents, guardians, teachers and staff who are registered with Roosevelt Elementary School shall be eligible to be Members; however, only those persons who have completely filled out and signed the annual membership application shall be deemed a Member with voting rights.

Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law, including the right to vote on the following matters:

- (a) the election of directors;
- (b) the removal of directors without cause;
- (c) the election of directors to fill any vacancies not filled by the directors.
- (d) the approval of most amendments to the Articles of Incorporation and any amendment to the Articles or bylaws that materially and adversely affect members’ rights relating to member voting or transfer of organizational assets, including amendments that:
 - (i) change the number of directors;
 - (ii) extend or increasing director terms;
 - (iii) increase the quorum for conducting membership meetings,
 - (iv) affect proxy rights (if members have such rights);
 - (v) change or eliminate cumulative voting provisions (if such provisions exist); or
 - (vi) terminate membership rights.

- (e) the approval of the sale, lease, exchange, transfer, or other disposal of all or substantially all assets not in the usual and regular course of the corporation's activities;
- (f) the approval of an agreement of corporate merger, and any amendments thereto; and
- (g) the approval of a voluntary election to dissolve the corporation and any revocation of such election.

In addition, Members shall have the right to vote on the approval of the general annual budget and on all budget amendments presented throughout the year.

6.2 Termination of Membership.

(a) A Member's membership may be terminated, as provided in these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, on occurrence of any of the following events:

- (i) Resignation of the Member;
- (ii) The Member's failure in a material and serious degree to observe the Corporation's Bylaws or objectively reasonable expectations of conduct; or
- (iii) The Member's engagement in conduct materially and seriously prejudicial to the Corporation's interests or purposes.

(b) The Board shall give the Member who is the subject of a proposed termination fifteen (15) days prior written notice of the proposed termination, and the reasons therefor. The Member may submit a written statement to the Board regarding the proposed termination not less than five (5) days prior to the effective date of the proposed termination. Prior to the effective date of the proposed termination, the Board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed termination.

(c) A person whose Membership has been terminated may be reinstated at the sole discretion of the Board of Directors.

(d) All rights of a Member in the Corporation shall cease on termination of Membership as herein provided.

ARTICLE 7: GENERAL AND SPECIFIC POWERS OF THE BOARD

7.1 General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law, and any other applicable laws, and subject to any other limitations of the Articles of Incorporation or Bylaws, the Corporation's activities and affairs shall be managed by or under the direction of the Board.

7.2 Specific Powers. Without prejudice to the General Powers set forth in Article 7.1 of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following:

(a) Prescribe powers and duties for specific Board directors as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service.

(b) Borrow money and incur indebtedness on the Corporation's behalf, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(c) Adopt and use a corporate seal; prescribe forms of membership certificates, and alter the forms of the seal and certificates.

(d) Propose amendments to these Bylaws and assure adequate notice is given of the proposed changes in the notice of the meeting at which such action is taken.

(e) As Members of the Corporation themselves, vote on all action items enumerated in section 6.1 above, unless they have a conflict of interest on the matter being decided.

ARTICLE 8: NUMBER AND QUALIFICATIONS FOR DIRECTORS; ELECTIONS; TERM OF SERVICES; RESTRICTIONS

8.1 Number of Directors; Principal of Roosevelt School as Board Advisors. The Board shall consist of at least five (5), but no more than fifteen (15) directors, unless changed by amendment to these Bylaws. The seats shall be numbered one (1) through fifteen (15). The Principal of Roosevelt School may attend Board meetings as a Board Advisor, and shall be entitled to all notices of meetings of the Board as set forth in these Bylaws. In addition, the teaching staff at Roosevelt School may elect one or more Teacher Liaison(s) who may serve on the Board as a Board Advisors. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board.

8.2 Qualifications. The qualifications for a director are as follows: A director must:

- (a) be at least eighteen (18) years of age;
- (b) support the goals and objectives of the Corporation, as set forth in these Bylaws;
- (c) be a Member of the Corporation; and

(d) not otherwise be excluded from serving as a director of the Corporation by these Bylaws, or by state or federal law.

8.3 Interested Persons. No more than forty-nine (49) percent of the persons serving on the Board may be “interested persons.” An interested person is (a) any person 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, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law, of such person. However, any violation of this Paragraph 8.3 shall not affect the validity or enforceability of transactions entered into by the corporation.

8.4 Reasonable Nomination and Election Procedures. This Corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors by members. Such procedures shall be reasonable given the nature, size, and operations of the Corporation, and shall include:

- (a) A reasonable means of nominating persons for election as directors.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for voting members to choose among the nominees.

8.5 Elections. All directors shall be elected by written (paper or electronic) ballot of the Members in the late Spring each year in the manner set forth in these Bylaws for Member action by written ballot. The Members shall have the right to cast one (1) vote for each available director seat. A simple majority is needed for a director to be elected into office. The ballots shall be collected and tabulated by the Corporation’s nominating committee and the new directors shall be officially announced at the last Corporation meeting held in the late Spring.

8.6 Term of Office. The term of office of each director shall commence at the beginning of the academic year (July 1) and extend for two (2) years (24 months). Directors elected to fill a vacancy shall finish out the term of office of the director being replaced. Half of the board shall be elected each year. The term for even-numbered seats shall commence in even numbered years, and the term for odd-numbered seats shall commence in odd-numbered years. (For example, odd-numbered seats commence on July 1, 2007 for the 2007-08 academic year.)

ARTICLE 9: VACANCIES, REMOVALS, AND RESIGNATIONS OF DIRECTORS; REDUCTION IN NUMBER OF DIRECTORS

9.1 Vacancies. A vacancy or vacancies on the Board shall occur in the event of (a) the death, removal, or resignation of any director; (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the increase of the authorized number of directors; (d) the failure of the directors, at any meeting at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting; or (e) a director's failure to meet any required qualification for office that was in effect at the beginning of that director's current term of office, provided that a declaration of vacancy has been made by resolution of a majority of directors who meet all of the required qualifications to be a director.

Vacancies on the Board may be filled by the majority vote of the directors or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director. The Board's ability to fill vacancies includes those vacancies occurring in the board by reason of the removal of directors.

The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

A person elected to fill a vacancy as provided by this Section shall hold office until his or her predecessor's term would have expired or until his or her death, resignation, or removal from office.

9.2 Resignation. Except as provided below, any director may resign by giving written notice to the President or the Secretary of the Board, or the Board of Directors of the Corporation. The resignations shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the California Attorney General, no director may resign if the Corporation would be left without a duly elected director or directors.

9.3 Removal of Directors.

(a) Any director may be removed, with or without cause, by the vote of the majority of the Members of the Corporation attending a special meeting called for that purpose, or attending a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in the notice. Notwithstanding the foregoing, at any time that the Corporation has fewer than fifty (50) members, the removal of a director

without cause must be approved by the majority of *all* members, rather than a majority of a quorum in attendance at the meeting.

(b) Any director who does not attend three (3) successive board meetings will be automatically removed from the Board without Board resolution unless (i) the director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting; (ii) the director suffers from an illness or disability that prevents him or her from attending meetings, and the Board, by resolution, waives the automatic removal procedure of this sub-article; or (iii) the Board, by resolution of a majority of Board directors, agrees that a director who has missed three meetings may be reinstated.

(c) Except as provided in Section 9.3(b)(iii), above, a director that has been removed from the Board shall be ineligible to serve on the Board of Directors unless his or her eligibility for reinstatement has been by a supermajority of the Board.

9.4 Reduction in Number of Directors. Any reduction in the authorized number of directors shall not result in any director being removed before their term of office expires.

ARTICLE 10: MEETINGS AND VOTING

10.1 Place and Format of Board Meetings. It is the intent of the Corporation that it serve as the open forum for all members of the Roosevelt School community to meet and discuss pertinent issues in a public and transparent fashion and to conduct other forms of communication that further these purposes. Therefore, meetings of the Board shall be held at the Corporation's principal business office (Roosevelt Elementary School), unless, due to an emergency, an alternate meeting location is necessary, under which circumstances the Board will undertake best efforts to provide adequate notice of such location change. Meetings shall be open to all Members of the Corporation and no official business of the Corporation shall be conducted without adequate notice and a quorum of the Board of Directors, along with a quorum of Members when the Corporation conducts business requiring Membership voting. Members in attendance at meetings shall be permitted a reasonable opportunity to ask questions of and express opinions to the Board.

10.2 Notice Requirements.

(a) Notice to Members.

(i) *Manner of Giving Notice.* Every effort shall be made to keep Members informed about business, discussions and decisions of the Corporation. Notice of the time, date, place and proposed agenda of all meetings, along with specification of the general nature of items that Members may be called to vote upon, shall be given to all Members by (a) electronic mail to all Members who have provided an email address; (b) other electronic transmission; (c) by first class mail addressed to the Member at the

address appearing on the Books of the Corporation or given by the Member to the Corporation for purpose of notice; or (d) through personal notification. A sign posted in a prominent location on the school campus will serve as notice for Members whose address is not on the Corporation's books or otherwise has not been given to the Corporation. Notices shall be posted at least ten (10), and no more than ninety (90) days prior to each meeting, except notices shall be sent and posted at least fourteen (14) days prior to any meeting at which proposed amendments to these Bylaws will be decided and/or the annual budget is adopted.

(ii) *Waiver of Notice.* The transactions of any meeting of Members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of Members, except that if action is taken or proposed to be taken for approval of any of the matters relating to meetings called by Members, the waiver of notice or consent shall state the general nature of the proposal. A Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

(b) Notice to Directors.

(i) *Manner of Giving Notice.* Notice of meetings of the Board shall be given to all directors at least four (4) days in advance if given by first-class mail or at least forty-eight (48) hours in advance if given by notice delivered personally, by telephone, or by electronic transmission, provided that such notice may be waived by any director as provided in the following section.

(ii) *Waiver of Notice.* The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or 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 lack of adequate notice.

10.3 Annual Meetings. The annual meeting of the Board shall be held each year in late Spring, at the Corporation's principal office, at which time new Board

Directors shall be announced, the annual budget for the academic school year shall be presented by the chair of the Budget Committee and adopted by vote of Members, and other regular Corporate business may be transacted.

10.4 Quorum.

(a) Members. A quorum of Members shall consist of ten percent (10%) of the Members of the Corporation, and, unless at least one-third (1/3) of the Members are in attendance at any general or annual meeting, the Members may vote only on matters as to which *notice of their general nature* was properly given. In the absence of a quorum, any meeting of the Members may be adjourned from time to time by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting.

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the Members unless the vote of a greater number, or voting by classes, is required by law, the Articles of Incorporation of this Corporation, or these Bylaws. Members shall not be permitted to vote or act by proxy.

Participation in a meeting in person or through use of conference telephone, electronic video screen communication, or similar communications equipment ("Teleconference") shall constitute presence in person at such meeting, provided that those participating through Teleconference have the ability to (i) communicate with all others concurrently, (ii) participate at the meeting in the same manner as those physically present, and (iii) be identified as eligible to participate and vote at the meeting.

(b) Directors. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. In no case shall a quorum be constituted of fewer than five (5) directors. 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 an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of, and appointments to, committees of the Board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken, or decision made, is approved by at least a majority of the required quorum for that meeting.

10.5 Board Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. For the purposes of this section only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such

action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this Corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

10.6 Member Action by Written Ballot Without a Meeting

(a) Any action which may be taken at any meeting of Members may be taken without a meeting if the Corporation distributes a written ballot to each Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in these Bylaws.

(b) All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Corporation in order to be counted.

(c) Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) Directors may be elected by written ballot, so long as they are not elected through cumulative voting. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, they shall not be counted as votes either for or against the election of a director.

(e) A written ballot may not be revoked after its receipt by the Corporation or its deposit in the mail, or its being sent electronically, whichever occurs first.

ARTICLE 11: COMPENSATION AND REIMBURSEMENT FOR DIRECTORS AND OFFICERS

11.1 Directors and officers may receive such compensation, if any, for reimbursement of expenses only.

ARTICLE 12: COMMITTEES OF THE CORPORATION

12.1 Creation and Powers of Committees.

(a) **Committees of Directors.** The Board may designate one or more Board committees consisting of two (2) or more directors, and only of directors, to serve at the pleasure of the Board. Any member of any committee may be removed, with or without cause, at any time by the Board.

Meetings and action of Board committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw 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 fixed by resolution of either the Board of Directors or the committee itself. Board committees shall keep regular minutes of their proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Any Board committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (i) Fill vacancies on the Board of Directors or on any committee;
- (ii) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- (iii) Amend or repeal any resolution of the Board;
- (iv) Designate any other committee of the Board or appoint the members of any committee, or the fixing of compensation of the directors for serving on the Board or on any Committee
- (v) Approve any transaction the Corporation is a party and as to which one or more directors has a material financial interest, or between the Corporation and one or more of its directors or between the Corporation and any corporation or firm in which one or more of its directors has a material financial interest.

(b) **Advisory Committees.** The Board may establish one (1) or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors. Advisory committees may not exercise the authority of the

Board to make decisions on behalf of the Corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. Advisory Committees shall be subject to the supervision and control of the Board.

12.2 Budget Committee. A Budget Committee shall be a standing committee of the Board. The Budget Committee shall be appointed by the Board and shall include the Board Treasurer, as chairperson, the principal or her representative, the president of the Board or his/her representative, and at least three (3) Members. The committee shall:

- (a) advise Board directors to submit suggestions;
- (b) meet to prepare the budget for the following academic year;
- (c) review past budgets, income and expenditures;
- (d) survey priority needs and desires of the Members;
- (e) estimate probable income from all sources;
- (f) balance probable income with probable expenses;
- (g) allow a reserve fund to cover unbudgeted items and emergencies;
- (h) present a proposed budget to the Board of directors for its consideration and for recommendation to the Members at a meeting in late Spring.

12.3 Nominating Committee. A Nominating Committee shall be a standing committee of the Board and shall abide by and administer nominating and elections procedures established by the Board.

ARTICLE 13: OFFICERS OF THE CORPORATION

13.1 Officers; Offices Held. The officers of the Corporation shall be a President, a Secretary, and a Treasurer. All officers shall be directors. The Corporation, at the Board's discretion, may also elect one or more Vice Presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President of the Board.

13.2 Election of Officers. The officers of the Corporation, except any appointed under this Article, shall be chosen annually by the Board, and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

13.3 Appointment of Officers. The Board may appoint any other officers that the Corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties, specified in the Bylaws or established by the Board. Other Board officers MAY include:

(a) **Parliamentarian** – keeper of the rules and may assist President in preparing all meeting agendas and conducting voting and discussion on motions and amendments;

(b) **Event Liaison** – provides board liaison to event committee chairs and assures that REEF financial procedures, insurance considerations and other policies are handled appropriately;

(c) **Financial Secretary** – works closely with the Treasurer helping to organize and implement all financial procedures;

(d) **Corresponding Secretary** – responsible for keeping meeting minutes and writing mailings, letters and newsletters to Members and Roosevelt School community;

(e) **Membership Secretary** – coordinates annual membership drive and maintains the master Members registry throughout the year;

(f) **Volunteer Coordinator** – coordinates volunteer outreach, including designation of class homeroom parents, and assists committee chairs to find the help they need; and

(g) **Auditor** – responsible for preparing annual audit to ensure financial integrity of REEF financial records.

13.4 Resignation of Officers. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received, or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

13.5 Removal of Officers. Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause.

13.6 Responsibilities of Officers.

(a) **President.** The president, subject to the control of the Board, shall preside at board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. The President shall be the general manager of the Corporation, and shall supervise, direct, and control the Corporation's activities,

affairs, and officers. The President shall have such other powers and duties as the Board or the Bylaws may require.

(b) Vice Presidents. If the President is absent or disabled, the Vice Presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a Vice President designated by the Board, shall perform all duties of the President. When so acting, a Vice President shall have all powers of, and be subject to all restrictions on, the President. The Vice Presidents shall have such other powers, and perform such other duties, as the Board or the Bylaws may require.

(c) Secretary. The Secretary 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, including committee reports to the Board. The minutes of the meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; and the names of the persons present at Board and committee meetings. The Secretary shall keep, or cause to be kept, at the principal California office of the Corporation, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall keep, or cause to be kept, at the Corporation's principal office a record of the Corporation's officers and directors, showing each officer's or director's name, address, and title, and each Member's name, address and email address. The Secretary shall give, or cause to be given, notice of meetings of the Board, and of committees of the Board, that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody, and shall have such other powers, and perform such other duties, as the Board or the Bylaws require.

(d) Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties, and transactions. The Treasurer 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.

The Treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (ii) disburse the Corporation's funds as the Board may order; (iii) render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and (iv) have such other powers and perform such other duties as the Board or the Bylaws may require.

If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on their death, resignation, retirement, or removal from office.

ARTICLE 14: CONFLICT OF INTEREST POLICY

14.1 No director or officer of the Corporation nor any other corporation, firm, association, or other entity in which one or more of the Corporation's directors are directors, or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with the Corporation, unless (a) the material facts regarding that director's financial interest in such contract or transaction, or regarding such common directorship, officership, or financial interest are disclosed in good faith, and noted in the minutes, or are known to all directors of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose, without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board considers and, in good faith, decides, after reasonable investigation, that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation, for its own benefit, enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction was entered into.

14.2 This Article does not apply to a transaction that is part of an educational or charitable program of the Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (b) results in a benefit to one or more of the directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of the Corporation.

ARTICLE 15: LOANS TO DIRECTORS AND OFFICERS

15.1 The Corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of their duties, if that director or officer would be entitled to reimbursement for such expenses by the Corporation.

ARTICLE 16: INSURANCE; INDEMNIFICATION

16.1 **Insurance.** The Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity, or arising from the officer's, director's, employee's, or agent's status as such.

16.2 **Indemnification.** To the fullest extent provided by law, the Corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 5328(a), including persons formerly occupying such positions, 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 reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Article, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code section 5238(c), the Board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law, and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article in defending any proceeding covered by this Bylaw shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by, or on behalf of, that person that the advance will be repaid unless it is ultimately that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE 17: CORPORATE RECORDS

17.1 Maintenance of Records. The Corporation shall keep the following:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of the Board of Directors and Board committees, and final reports of advisory committees that have been submitted to the Board;
- (c) A record of each director and officer's name and address; and
- (d) A record of each Member's name, address and email address.

17.2 Right to Inspect.

(a) 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 subsidiary corporations. 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

(b) Members.

- (i) *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 the current date, that shall be open to inspection by the Members at all reasonable times during office hours. If the Corporation has no

business office in California, the secretary shall, on the written request of any Member, furnish to that Member a copy of the Articles of Incorporation and Bylaws, as amended to the current date.

(ii) *Inspection of Accounting Records and Minutes.* On written demand on the Corporation, any Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Members, the Board of Directors, and Board committees at any reasonable time for a purpose reasonably related to the Member's interest as a Member. Any such inspection and copying may be made in person or by the Member's agent or attorney.

(iii) *Inspection of Members' Records.* Unless the Corporation provides a reasonable alternative as provided below, any Member may do either or both of the following for a purpose reasonably related to the Member's interest as a Member:

(1) Inspect and copy the records containing Members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or

(2) Obtain from the secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of Members who are entitled to vote for Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the Member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the Member on or before the later of ten (10) days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The Corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a Member, or if it provides a reasonable alternative under this Section, it may deny the Member access to the membership list. Any inspection and copying under this Section may be made in person or by the Member's agent or attorney. The right of inspection includes the right to copy and make extracts.

ARTICLE 18: REQUIRED REPORTS

18.1 Annual Report. The Board shall cause an annual report to be sent to the directors within one hundred twenty (120) days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the Corporation, as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds;

(c) The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;

(d) The Corporation's expenses and disbursements for both general and restricted purposes;

(e) A written statement from the appointed audit committee that a satisfactory audit was prepared from the Corporation's books and records; and

(f) Any other information required by these Bylaws.

The requirements of an annual report shall not apply if the Corporation receives less than \$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.

18.2 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to directors, or as a separate document if no annual report is issued, the Corporation shall, within one hundred twenty (120) days after the end of the Corporation's fiscal year, annually furnish to each director a statement of any transaction or indemnification of the following kind:

(a) Any transaction (i) in which the Corporation, or its parent or subsidiary, if any, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000.00, or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000.00. For this purpose, an "interested person" is any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest).

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 a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnification or advances aggregating to more than \$10,000.00 paid during the fiscal year to any officer or director of the Corporation under Article 17 of these Bylaws, unless that indemnification has already been approved by the directors under Corporations Code section 5238(e)(1).

ARTICLE 19: HEADINGS

19.1 Headings: The headings used in these Bylaws are intended for convenience only, and shall not affect the construction and interpretation of these Bylaws.

ARTICLE 20: ELECTRONIC COMMUNICATIONS

20.1 Electronic Communications with Members. Notice and other communications to Members given by electronic transmission by the Corporation shall be valid only if:

1. Delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation; (ii) posting on an electronic message-board or network that the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (iii) other means of electronic communication;
2. To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and
3. That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing,

1. An electronic transmission by this corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (i) any right of the recipient to have the record provided or made available on paper in non-electronic form, (ii) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation, and (iii) the procedures the recipient must use to withdraw consent.
2. Notice shall not be given by electronic transmission by the corporation after

either of the following: (i) the corporation is unable to deliver two (2) consecutive notices to the member by that means or (ii) the inability so to deliver the notices to the member becomes known to the secretary, any assistant secretary, or any other person responsible for the giving of the notice.

20.2 Electronic Communications with Board and Officers. Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written", and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided:

(a) For electronic transmissions *from* the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication;

(b) For electronic transmissions *to* the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and

(c) The transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of The Roosevelt Elementary Educational Foundation, Inc., a California nonprofit public benefit corporation; that these Bylaws, consisting of twenty-one (21) pages, including this page, are the bylaws of the Corporation as adopted by the Board of Directors on **November 4, 2015**; and that these Bylaws have not been amended or modified since that date.

Executed this _____ day of _____, at Santa Barbara, California.

Signature of Secretary of the Corporation

Printed name of the Secretary of the Corporation