



# BYLAWS OF VISALIA EDUCATION FOUNDATION

## ARTICLE 1

### PURPOSE

The Visalia Education Foundation (hereinafter “FOUNDATION”) is a non-profit public benefit Foundation whose purpose is exclusively education and charitable and to secure and distribute contributions from individuals, corporations, and foundations for the benefit of student(s) or former student(s) of the Visalia Unified School District.

## ARTICLE II

### MEMBERS

This Foundation shall have no members.

## ARTICLE III

### THE BOARD OF DIRECTORS

- Section 1. Powers and Duties: All corporate powers of the Foundation shall be exercised by or under the authority of the Board of Directors.
- Section 2. Number of Directors: The number of Directors shall go up to twenty-seven (27): twenty-six (26) of whom shall be elected, the twenty-seventh to be appointed representatives of the Visalia Unified Board of Education. The Board of Education’s member shall be a non-voting member. The Superintendent of the Visalia Unified School District shall serve as an ex-officio member of the Board of Directors.
- Section 3: Manner of Selection and Term:
- 3.1 One member of the Board of Education of Visalia Unified School District shall be designated annually by the President of the Board to serve as a Director. That Director shall serve at the pleasure of the appointing officer, who shall find any vacancy which may occur in that position.
  - 3.2 Each elected Director shall serve for a term of two (2) years or until a successor is elected. One-half of the Directors shall be elected every year at the annual meeting by a majority vote of the Directors then in office. Nominations for Director may be submitted by the Nominating Committee, if a Nominating Committee is designated by the Board for such purpose pursuant to Article V of these Bylaws.

3.3 Removal of Directors. Prior to the expiration of his/her term, any regular member of the Board of Directors may be removed from the Board upon a vote of two thirds (2/3) of those Board members present at a duly called regular or special meeting of the Board of Directors. Any motion for removal of a member of the Board of Directors shall be by the Executive Committee only after informal attempt(s) to resolve issues which the Board member to be removed have failed. Factors which may be considered in connection with the removal of a member of the Board of Directors include: (a) lack of commitment to the mission of the Foundation as evidenced by poor record of attendance, work and/or financial support; (b) violation of the written policies of the Foundation; and/or (c) misrepresentation or dishonesty in dealings with other members of the Foundation, employees of the Visalia Unified School District, or the public.

Section 4. Vacancies: Except as otherwise stated in these Bylaws, any vacancy shall be filled by a majority vote of the Directors then in office. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

4.1 Except as otherwise stated in these Bylaws, any vacancy occurring among the elected members of the Board of Directors shall be filled by a majority vote of the Directors then in office. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

4.2 In the event of a vacancy due to an increase in the number of Directors, the vacancy shall be filled by majority vote of the Directors then in office. By majority vote, those Directors may shorten or lengthen the term of said new position in order to maintain the schedule of electing one-half of the Directors every other year, pursuant to paragraph 3.2. The Board of Directors may by majority schedule stated in paragraph 3.2.

Section 5. Quorum: One member over half the number of current Directors shall constitute a quorum of the transaction of business at any meeting of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the departure or absence of Directors after the meeting is called to order. Any business thus transacted shall be valid if approved by at least a majority of the required quorum for such meeting. Directors may not vote by proxy but may be polled subsequently by telephone or facsimile transmission in the event a quorum is not able to be present.

Section 6. Compensation: No Director shall receive, directly or indirectly, any compensation for his or her services as Director. The Board may authorize reimbursement of reasonable expenses incurred by Board members in connection with attendance at Board meetings or conferences or out-of-town meetings which they have been asked to attend to represent the Visalia Education Foundation.

## **ARTICLE IV**

### **OFFICERS**

- Section 1. Number and Titles: The Foundation shall have a president, vice president, secretary, and treasurer.
- Section 2. Qualification, Election, Term of Office and Vacancies: Officers of the Foundation shall be elected by the Board of Directors at the annual meeting. Officers shall hold offices for two years or until their successors are elected and qualified. The candidates receiving the highest number of votes for each office shall be elected. Vacancies shall be filled by the Board of Directors. Only members of the Board of Directors are eligible to be officers.
- Section 3. Duties of President: The President, shall be the Chief Executive Officer of the Foundation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Foundation. He or she shall perform all duties incident to this office and such other duties as provided in these Bylaws or as may be prescribed from time to time by the Board of Directors. He or she shall represent the Board on committees and in meetings with the District.
- Section 4. Duties of Vice President: The duties of the Vice President shall be to perform all the duties of the President in his/her absence.
- Section 5. Duties of Secretary: The secretary shall ensure that Foundation records are maintained, that minutes of all meetings of the Directors are kept, that all notices as required by law or by these Bylaws are given, and generally, shall perform such other duties as may be required by law, by the articles, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
- Section 6. Duties of Treasurer: The treasurer shall oversee all funds of the Foundation, the deposit of such funds as required by the Board of Directors, shall keep and maintain adequate and correct accounts of the Foundation's properties and business transactions, shall render reports and accountings to the Directors as required by the Board of Directors, and shall in general perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles, or by these Bylaws or which may be prescribed from time to time by the Board of Directors.
- Section 7. Compensation: Officers of the Foundation shall serve without compensation, except that the Board may authorize reimbursement of reasonable and necessary expenses which officers incur in the course of discharging their powers and duties as officers.

## ARTICLE V

### COMMITTEES

The Board of Directors, by resolution, may from time to time designate ad hoc committees for specific purposes. The resolution designating the committee shall provide for the appointment of its members and chairperson, state its purpose, and provide for its termination.

The Executive Committee shall be comprised of the elected officers and Immediate Past President.

The President shall appoint members to standing committees which have been established by policies of the Board.

## ARTICLE VI

### CORPORATE RECORDS, REPORTS, AND SEAL

- Section 1. Minutes of Meetings: The Foundation shall keep at its principal office a book of minutes of all meetings of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present, and the proceedings thereof.
- Section 2. Books of Account: The Foundation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- Section 3. Inspection of Records by Directors or by Members of the Board of Education: The books of account shall at all reasonable times be open to inspection by any Director, by appointment. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make copies.
- Section 4. Annual Report and Financial Statement: The Board of Directors shall cause to be prepared a written audit.
- Section 5. Corporate Seal: The Board of Directors may adopt, use, and at will alter a corporate seal. Such seal shall be affixed to all Foundation instruments, but failure to affix it shall not affect the validity of any such instrument.

## ARTICLE VII

### EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

- Section 1. Execution of Instruments: The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer, agent or employee of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or render it liable pecuniary for any purpose or in any amount.

- Section 2. Checks and Notes: Except as otherwise specifically determined by resolution of the Board of Directors, as provided in Section 1 of this Article, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and any other evidences of indebtedness of the Foundation shall be signed by two members of the Executive Committee or Board Designee.
- Section 3. Deposits: All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors may select.
- Section 4. Gifts: The Board of Directors may accept on behalf of the Foundation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Foundation.

## **ARTICLE VIII**

### **BYLAWS**

- Section 1. Effective Date of Bylaws: These Bylaws shall become effective immediately upon their adoption. Amendments to these bylaws shall become effective immediately on their adoption unless the Board of Directors, in adopting as hereinafter provided, provide that they are to become effective at a later date.
- Section 2. Amendment: Subject to the limitations contained in the Articles and to any provision of law applicable to the amendment of bylaws of non-profit Foundations, these Bylaws, or any portion of them, may be altered, amended, or repealed and new bylaws adopted by the vote of a majority of Directors present at any special or regular meeting of Directors at which a quorum is present, provided that written notice of such meeting and of the intention to change the bylaws thereat is delivered to each Director at least seven days prior to date of such meeting, in the manner provided in Article IX, Section 3 of the bylaws.
- Section 3. Certificate of Inspection: the original, or a copy of the bylaws as amended or otherwise altered to date, certificated by the Secretary of the Foundation, shall be recorded and kept in a book which shall be kept in the principal office of the Foundation, and such book shall be open to inspection by the Directors at all reasonable times during office hours.

## **ARTICLE IX**

### **MEETINGS**

- Section 1. Annual Meeting: The annual meeting of the Board of Directors shall be held at such date, time and place as the Board of Directors shall determine.
- Section 2. Regular Meetings: In addition to the annual meeting, regular meetings shall be held at least every other month and shall be called by the President or any two Directors.
- Section 3. Notice of Meetings:

- 3.1 Notice of the Annual Meeting shall be given to the Directors not more than thirty (30) days nor less than ten (10) days before the meeting.
- 3.2 Notice of regular meetings shall be given to all the Directors a minimum of four (4) days prior to the meeting if delivered by first class mail or a minimum of forty-eight (48) hours prior to the meeting if notice is delivered personally or by telephone or e-mail.
- 3.3 Waiver of Notice: The notice requirements contained in these Bylaws shall be waived in writing by the Director. All waivers shall be made part of the minutes of the meeting.
- 3.4 Action in lieu of a meeting: Any Board action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall consent to such action in writing. Such written consent shall be made a part of the minutes of the proceedings. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.
- 3.5 All votes will be decided by the voting Board members present. No voting by Proxy will be accepted.

## **ARTICLE X**

### **MISCELLANEOUS**

- Section 1. Fiscal Year: The fiscal year shall begin July 1 and shall end June 30.
- Section 2. Rules: Robert's Rules of Order (in its most recent edition at the date of its use) shall be parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Directors of the Foundation.
- Section 3. Report to Directors: The President shall furnish a written report annually to all Directors of the Foundation after the close of the fiscal year.
- Section 4. Executive Director: The Board of Directors may appoint an Executive Director to carry out the Foundation's day to day activities as directed by the Board of Directors. The Executive Director shall serve without compensation except that the Board of Directors may authorize reimbursement for reasonable and necessary expenses which the Executive Director incurs in the course of discharging his/her duties.

Adopted: July 23, 1991  
Revised: April 25, 1994  
Revised: September 26, 1994  
Revised: December 1, 1997  
Revised: March 22, 1999  
Revised: June 26, 2001  
Revised: 2002  
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