

**BYLAWS
OF
CHINO VALLEY EDUCATION FOUNDATION**

ARTICLE I – NAME, PURPOSE, OFFICE

- Section 1. **Name.** The Chino Valley Education Foundation, herein, Foundation.
- Section 2. **Purpose.** The Chino Valley Education Foundation is organized and will be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The purposes of the Foundation include the receipt, management and expenditure of funds received from donations. Within the scope of the foregoing purposes and not by way of limitation thereof, the Foundation is organized for educational and charitable purposes for the benefit of the Chino Unified School District, its teachers and students.
- Section 3. **Office.** The registered office shall be 650 East Center Street; Chino Valley, AZ 86323. The Foundation may, by resolution of the Directors, change the location of its registered office to any other place within the boundaries of the Chino Valley Unified School District.

ARTICLE II – BOARD OF DIRECTORS

- Section 1. **General Powers.** The business and affairs of the Foundation shall be managed and governed by its Board of Directors, who may exercise all such powers of the Foundation and do all such lawful acts as permitted by these Bylaws.
- Section 2. **Number, Term, and Qualifications.** The number of Directors constituting the Board of Directors shall be fixed from time to time by the Board of Directors; provided, however, the number of Directors shall be no less than five (5) and no more than fifteen (15). Initially, Directors shall be those who expressed an interest in being part of the Foundation. Thereafter, all Directors shall be appointed by majority vote of the existing directors. All appointed Directors shall hold office until the annual meeting three (3) years following his or her election and until a successor is elected, or until his or her death, resignation or removal. An administrator in the Chino Valley Unified School District, as recommended by the Superintendent, shall hold a permanent official seat as a Director with one vote. Appointed Director terms shall be staggered with approximately one-third of the appointed Director positions to expire each year. Initially, terms for Directors will be determined through a lottery system. Appointed Directors may be re-elected to successive terms.
- Section 3. **Compensation.** The Board of Directors may not compensate Directors for their services as Directors. The Foundation may, by vote of the Board of Directors, reimburse Directors for actual expenses incurred related to legitimate Foundation business, including travel. The Foundation may also pay Directors for actual services

rendered to the Foundation in the Director's usual occupation (ie, a Director may be paid for legal or accounting services actually rendered to the Foundation) if said Director is retained by vote of the Board of Directors. The Foundation may also pay to Directors a per diem rate in accordance with applicable provisions of the Internal Revenue Code and Internal Revenue Regulations for Directors when such Directors are traveling on Foundation business.

- Section 4. ***Election of Officers and Directors.*** Appointed Directors shall be elected by the vote of the Directors then in office, and those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected. Nominations for Directors may be provided by any current Director. Any Director shall provide the President with a list of recommended Officers and Directors prior to the annual meeting as provided for in Article V hereof. The slate of proposed Officers and Directors shall be presented for vote at the annual meeting. A vote of the Board of Directors shall be required to elect Officers and Directors, except as otherwise provided herein.
- Section 5. ***Quorum.*** A majority of the Directors of the Foundation shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Directors present by telephone or other electronic means of which all persons participating in the meeting can communicate concurrently with each other may count toward the quorum. Each Director shall have one vote. The act of the majority of Directors present in person, by telephone, or by electronic transmission at which a quorum is present shall be deemed to be the act of the Board of Directors.
- Section 6. ***Removal.*** Any Director may be removed at any time with or without cause by the vote of a majority of the Directors present at a regular or special meeting at which quorum is present.
- Section 7. ***Resignation.*** Any Director may resign at any time by giving written notice of resignation to the Board of Directors, to the President, or to the Secretary of the Foundation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 8. ***Vacancies.*** Any Director vacancy occurring may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE III - MEETINGS OF DIRECTORS

- Section 1. ***Annual and Regular Meetings.*** An annual meeting of the Board of Directors shall be held at such place and time as the Board of Directors may designate. Election of Officers and Directors as well as other usual business

shall be considered. In addition, regular meetings shall be conducted as determined by the Board of Directors, but no less than four (4) times per year. All meetings shall be held within the boundaries of the Chino Valley Unified School District, unless another location is approved by vote of the Board of Directors.

Section 2. **Special Meetings.** Special meetings of the Board of Directors may be called by request of the President or any three (3) Directors.

Section 3. **Notice of Meetings.** Whenever, under the provision of the statute or these Bylaws, notice is required to be given to any Director and no provision is made as to how such notice shall be given; it shall not be construed to require personal notice; but any such notice may be given in writing by mail, postage prepaid, by electronic transmission, or by facsimile transmission addressed to such Director at his or her address as it appears on the records of the Foundation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when deposited in the United States mail in a sealed envelope; addressed with postage thereon prepaid. Such notice need not specify the purpose for which the meeting is called.

Section 4. **Attendance.** Meeting attendance is required for Directors. In the event a Director misses two (2) or more consecutive meetings, or 50 percent of the meetings in a calendar year, the Board of Directors may, if deemed appropriate, ask for the resignation of that Director. However, it shall also be the policy of the Foundation to attempt to accommodate the schedules of its Directors who demonstrate continuing interest in the affairs of the Foundation.

ARTICLE IV – OFFICERS

Section 1. **Officers of the Foundation.** The officers of the Foundation shall consist of a President, Vice-President, Secretary, and Treasurer. All officers must be Directors of the Foundation. The offices of Secretary and Treasurer may be filled by one (1) Director as indicated by an affirmative vote of the majority of the Directors present at the annual meeting.

Section 2. **Election and Term.** The officers of the Foundation shall be elected annually by the Board of Directors and each officer shall hold office for one (1) year or until a successor shall be qualified and elected. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term. Officers may be re-elected to their position.

- Section 3. **Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Foundation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- Section 4. **President.** There shall be a President of the Foundation, elected by the Board of Directors. The President shall, when present, preside at meetings of the Board of Directors. The President shall sign, with the Secretary, or any other proper officer of the Foundation thereunto authorized by the Board of Directors, contracts, or other instruments that the Board of Directors has authorized to be executed, unless the Board of Directors has authorized otherwise. In the absence of a President, the Vice President shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board of Directors.
- Section 5. **Vice President.** The Vice President shall perform other duties and have such other powers as from time to time may be assigned by these Bylaws or by the Board or by the President. At the request of the President or in the event of the absence of the President, the Vice President, unless otherwise determined by the Board of Directors, shall perform the duties of the President and preside at meetings of the Board of Directors and when so acting shall have all the powers and be subject to all the restrictions upon the President.
- Section 6. **Secretary.** The Secretary of the Foundation shall (a) keep the minutes of the meetings of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (c) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- Section 8. **Treasurer** The Treasurer shall: (a) have charge and oversight of compliance to the Bylaws; (b) receive and give receipts for moneys due and payable to the Foundation from any source whatsoever, and deposit all such moneys in the name of the Foundation in such depositories as shall be selected; and (c) in general perform all of the duties incident to the office of Treasurer such as tax compliance, annual reporting, audit oversight and such other duties as from time to time may be assigned by the President or by the Board of Directors, by these Bylaws, or as required by the Act or other applicable law.

ARTICLE V – COMMITTEES

Section 1. ***Standing and Special Committees.*** The Board of Directors or President may establish one or more Ad Hoc committees, appoint committee chairs and members, and determine the purpose and authority thereof.

ARTICLE VI – FIDUCIARY RESPONSIBILITY

Section 1. ***Fiduciary Responsibility.*** It shall be the policy of this Foundation that the Board of Directors shall assume and discharge fiduciary responsibility with respect to all funds and other assets held or administered by this Foundation.

Section 2. ***Contracts.*** The Board of Directors may authorize any officer or officers, agent or agents, 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.

Section 3. ***Loans.*** No loans shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. ***Checks and Drafts.*** All checks, drafts, or other orders for the payment of moneys, issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, such instruments shall be signed by the Vice President of and countersigned by the President.

Section 5. ***Deposits.*** All funds of the Foundation shall be deposited to the credit of the Foundation in such depositories as the Board of Directors may select.

Section 6. ***Gifts.*** Gifts, devises, bequests, non-cash donations, and restricted gifts may be made to the Foundation by naming or otherwise identifying the Foundation as the recipient and by a majority vote of the Board of Directors to receive said gifts, devises and bequests. The Foundation maintains the right to refuse gifts, devises and bequests that the Board of Directors determines are not in keeping with its mission. Each contributor by making a gift, devise or bequest to the Foundation accepts and agrees to all terms of these Bylaws. Gifts may be merged by the Foundation with any other gift(s) and used as a single fund, or if the Board of Directors deems best, a gift(s) may be designated and retain its (their) identity in a separate fund(s).

Section 7. **Distributions.** Distributions shall fund programs and projects that are aligned with the mission, strategic plan and educational philosophy of the Chino Valley Unified School District. It shall be the policy of this Foundation to make distributions annually for one or more of the educational purposes for which it is organized, including administrative expenses and amounts paid to acquire an asset in an amount determined by the Board of Directors. Distribution of funds shall be made without discrimination of the age, sex, color, religious affiliation, disability or national origin of the individuals or programs to be benefited thereby.

Section 8. **No Self-Dealing.** It shall be the policy of this Foundation not to engage in any act which would constitute "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended.

ARTICLE VII - GENERAL PROVISIONS

Section 1. **Indemnification and Insurance.** A Director's liability shall be limited to the full extent provided for in the Act. Any person who at any time serves or has served as a Director, officer, employee or agent of the Foundation, or in such capacity at the request of the Foundation for any other Foundation, partnership, joint venture, trust, other enterprise, shall have a right to be indemnified by the Foundation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, court costs, expert witnesses, and other reasonable expenses, actually and necessarily incurred in connection with any threatened pending or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the Foundation, seeking to hold the Director liable by reason of the fact that he or she was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which may have become liable in any such action, suit, or proceeding.

The Board of Directors of the Foundation shall take all such action as may be necessary and appropriate to authorize the Foundation to pay the indemnification required by these Bylaws, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due.

Any person who at any time after the adoption of these Bylaws serves or has served in any of the aforesaid capacities for or on behalf of the

Foundation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive or any other rights to which such person may be entitled apart from the provision of these Bylaws.

In addition to the foregoing, when deemed appropriate, the Board of Directors shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as director, officer, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise against any liability asserted against the Director and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Foundation would have the power to indemnify him or her against such liability.

Section 2. **Fiscal Year.** The fiscal year of the Foundation shall be July 1 – June 30.

Section 3. **Books and Records.** The Foundation shall keep correct and complete books and records proceedings of the Board of Directors, which shall include minutes, financial statements, corporate documents and other items as deemed necessary in officiating the business of the Foundation. The books, records and papers of the Foundation shall be at all times, during reasonable business hours, subject to inspection by any Director. The Articles of Foundation and the Bylaws of the Foundation, as amended, shall be available for inspection at the principal office of the Foundation.

Section 4. **Audit and Annual Report.** The records and books of account of this Foundation are to be examined at least once in each fiscal year in such a manner as may be deemed necessary or appropriate by the Board of Directors. No later than six (6) months after the close of each fiscal year of this Foundation, the Board of Directors shall prepare an annual accounting of the Foundation's financial statements for its immediately preceding fiscal year. The Foundation Vice President of Finance/Governance shall be responsible for preparing and timely filing all necessary accounting reports required by the Internal Revenue Service to obtain and maintain the Foundation's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Section 5. **Dissolution.** In the event that the Foundation is dissolved, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Foundation, transfer the assets of the Foundation to the Chino Valley Unified School District.

Section 6. **Conflict of Interest.** The Foundation's affirmative policy shall be to require that all actual or potential conflicts be discussed promptly and disclosed fully to the Board of Directors and all other necessary parties. Any Director having a conflict on any matter shall neither participate in the deliberation nor vote on any such matter. The Board of Directors may from time to time, establish such rules and regulations in furtherance of this policy, as deemed appropriate.

Section 7. **Governing Law.** The Bylaws of the Foundation shall be governed by and construed in accordance with the laws of the State of Arizona.

Section 8. **Diversification.** Chino Valley Unified School District Education Foundation strives to reflect and embrace racial, religious and gender diversification within all levels of its governing body, staffing, grant recipient allocation and selection process including vendor selections and corporate sponsors.

Section 9. **Amendments.** Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws, may be adopted by the affirmative vote of two thirds of the Directors then holding office at any regular or special meeting of the Board of Directors at which a quorum is present, provided that at least ten (10) days written notice is given of intention to alter, amend, repeal or adopt new Bylaws at such meeting.

The undersigned certifies that he/she is the Secretary of the Chino Valley Unified School District Education Foundation and that the foregoing Bylaws of the Foundation were duly adopted, at the duly called meeting of the Foundation held on April 10, 2018.

Date: _____

President

Secretary

Original Bylaws adopted: April 10, 2018