

BYLAWS OF THE LA MESA SPRING VALLEY EDUCATIONAL FOUNDATION

I. OFFICES:

A. PRINCIPAL PLACE: The principal place of business of the Corporation is in the county of San Diego, California; the principal mailing address is 4750 Date Avenue, La Mesa CA 91942.

B. Change of Address: The Board of Directors is hereby granted full power and authority to change the principal place of business of the Corporation from one location to another in San Diego County, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment to these Bylaws.

II. DIRECTORS:

The Corporation shall not have less than 9, nor more than 25 Directors. The Directors shall collectively constitute the Board of Directors of the Corporation. The term "Board of Directors" as used herein shall include directors only.

A. Term of Office: The term of office of each Director of this Corporation shall be one (1) year starting 5 days following the Annual Meeting.

B. Nomination: Any person may be nominated as a Director by the method of nomination authorized by the Board of Directors or any method authorized by law.

C. Elections: Directors shall be elected by vote of the Board of Directors at each annual meeting of the Board of Directors. The candidates receiving the highest number of votes up to the maximum allowable number of Directors shall be elected. Directors shall serve without compensation.

D. Meetings:

1. **Call of Meetings:** Meetings of the Board may be called by the President or Vice President or the Secretary or any 3 Directors.

2. **Place of Meetings:** The annual meeting shall be held at the La Mesa Spring Valley School District Office, 4750 Date Avenue La Mesa CA 91942, unless otherwise specified in the notice calling the meeting, and in all events must be in the San Diego County. The Board may designate by resolution other places for the annual meeting or other regular meetings from time to time.

3. **Date and Time of Meetings:** The annual meeting of the Board of Directors shall be held, without notice, on the first Wednesday of June each year. If any day fixed for the regular meeting of the Board of Directors falls on a holiday, the meeting scheduled for that day shall be held at the same hour on the next succeeding day which is not a legal holiday.
4. **Special Meetings:** Special meetings of the Board may be called by the President or any Vice President or the Secretary or any 3 Directors. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to hold the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the Corporate records or made part of the minutes of the meetings. Notice of meetings shall specify the place, day and hour of the meeting and the general nature of the business to be transacted.
5. **Quorum:** 7 (seven) Directors shall constitute a quorum of the Board of Directors for the transaction of business, except as herein after provided.
6. **Transactions of Board:** The activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken shall be approved by at least a majority of the required quorum for any such meeting, or such greater number as is required by law, the Articles, or the Bylaws. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee, however composed, provided that the activities and affairs of the Corporation are managed and all corporate powers are exercised under the ultimate direction of the Board.
7. **Conduct of Meetings:** The President or any Director from time to time selected by the Board of Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of Board of Directors may

La Mesa Spring Valley Educational Foundation

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 and other. Such participation shall constitute personal presence at the meeting. Meeting shall be governed by Roberts Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation, or law.

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

- E. 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 of Directors individually or collectively consent in writing to such action. Such written consent or consents shall be titled with the minutes of the proceedings of the Board of Directors at the next meeting and include ratification of that action.

- F. Removal of Directors:** Any Director may be removed with or without cause if such removal is approved by a vote of two-thirds of all Directors.

- G. Resignation of Director:** Any Director may resign immediately upon giving written notice to the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director shall not resign where the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

- H. Vacancies in the Board:**
 - 1. Causes:** Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director or other failure to fill a directorship; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

 - 2. Filing Vacancies:** Vacancies on the Board of Directors may be filled by appointment by a majority of the Directors, or by a sole remaining

La Mesa Spring Valley Educational Foundation

Director. Persons appointed to fill vacancies on the Board shall serve the remaining unexpired term associated with such vacancy.

III. OFFICERS: The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Chief Financial Officer, and such other officers with such titles and duties as shall be determined by the Board and as many be necessary to enable it to sign instruments. The President is the General Manager and Chief Executive Officer of the Corporation. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer shall serve concurrently as the President. Officer must be directors of the corporation.

A. Election: Terms: At least 50 days prior to the Annual Meeting, the President shall appoint a Nominating committee whose purpose it to present officer nominees at the Annual meeting. The officers of the Corporation shall be chosen by election at the Annual Meeting fro the nominees presented by the Nominating Committee and any others nominated from the floor at the time of the election. Officer terms will be for 1 year starting 5 days following the Annual Meeting.

B. Duties of Officers:

- 1. President:** The President shall be the General Manager and Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Corporation. Such officer shall preside at all meetings of the Board of Directors. Such officer shall perform all duties incident to the office of the President and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President is hereby authorized to exercise any right to vote or execute a proxy to vote shares of stock of, any bonds, debentures, or other evidences of indebtedness of, any other corporation or corporations owned or possessed by the Corporation.
- 2. President-Elect/Vice President:** In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the president and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

3. **Secretary:** The Secretary shall keep or cause to be kept at the principal office of the Corporation, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.
4. **Chief Financial Officer:** The Chief Financial Officer of the Corporation shall keep and maintain in written form, adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books and records of account shall at all times be open to inspection by any Director of the Corporation. The Chief Financial Officer shall deposit all monies and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Chief Financial Officer shall disburse the funds of the Corporation as ordered by the Board of Directors, and shall render to the President and the Directors, on request, an account of all such officer's transactions as Chief Financial Officer, and of the financial condition of the Corporation. The Chief Financial Officer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these Bylaws.

C. Resignation and Removal of Officers: Any officer may resign at any time on written notice to the corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of the majority of all Directors.

IV. COMMITTEES: The Board may, by resolution adopted by a majority of the number of Directors then in office, create or dissolve existing committees of the Corporation. All committees serve at the pleasure of the Board. Any such committee shall have all the authority of the Board, except with respect to:

1. The filling of vacancies on the Board.
2. The amendment or appeal of Bylaws or the adoption or new Bylaws,
3. The amendment or appeal of any resolution of the Board, which by its express terms is not so amendable or appealable.
4. The expenditure of corporate funds without authority by written resolution of the Board.

5. The approval of a self-dealing transaction, as defined in Section 5233 of the California Corporations Code, or any applicable successor statute. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law upon the Board of Directors.
 - A. **Chairperson:** The chairperson of each committee shall be a Director of this Corporation and must be ratified by the Board of Directors.
 - B. **Committee Members:** The members may be appointed by the committee chair or the President and are not subject to approval by the Board of Directors.
 - C. **Quorum:** Unless otherwise provided in the resolution of the Board of Directors, designating a committee majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
 - D. **Rules:** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

V. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS: The Corporation shall, to the maximum extent permitted by the applicable provisions of the California Corporation Code, any other applicable statute, and applicable successor statute, indemnify each of its directors, officers, employees, and agents who was or is a party or is threatened to be made a party to any proceeding or any threatened, impending, or completed action by or in the right of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually or reasonably incurred in connection with such proceeding or action if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation, and in the case of criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

VI. BOOKS AND RECORDS: The Corporation shall keep correct and complete books and record of account and shall also keep correct and complete books and record of account and shall also keep minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office of the Corporation or at such other place as the Board may determine a record giving the names and addresses of the members of the Board. All books and records of the Corporation may be inspected by any Director for any proper purpose at any reasonable time. Minutes shall be kept in written form, or capable of being converted into written form.

VII. ANNUAL REPORTS AND ANNUAL STATEMENTS: The provisions set forth in Sections 6321 and 6322 of the California Corporations Code, or an applicable successor statute, shall apply to the Corporation with respect to the necessity of making annual reports and annual statements concerning transactions and indemnifications. In addition, no less than thirty (30) days prior to each such annual meeting, a committee, consisting of three Directors (which shall not include as a member thereof the Chief Financial Officer of the Corporation), who shall be appointed as provided in paragraph 4, above, shall be constituted for the purposes of reviewing the Chief Financial Officer's books and records and reporting on the accuracy thereof by written report to be prepared by such committee and served upon all Directors and Officers of the Corporation on or before the next annual meeting.

VIII. CHECKS, DRAFTS, INDEBTEDNESS: Except as otherwise provided in these Bylaws, all checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable by the Corporation, shall be signed or endorsed by the Chief Financial Officer and either the President or the Vice President. Notwithstanding the above, the Children's Fund Account, maintained for the express purpose of fulfilling immediate needs, shall require the signature of the Corporate Director who oversees the Children's Fund. Financial transaction records of the Children's fund Account (except for those where personal privacy is an issue) shall be available for review by the Chief Financial Officer or President.

IX. CONTRACTS, OTHER INSTRUMENTS- HOW EXECUTED: The Board of Directors by resolution, except as in these Bylaws otherwise provided, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no 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 for any amount.

X. DEPOSITS: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, savings associations, trust companies, credit unions or other depositories as the Board of Directors may select.

XI. GIFTS: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation in accordance with rules from time to time adopted by the Board.

XII. ANNUAL OFFICER INFORMATION STATEMENT: This Corporation shall file within ninety (90) days after the filing of its original Articles of Incorporation and annually thereafter during the applicable filing period in each year on a form prescribed by the California Secretary of State containing:

La Mesa Spring Valley Educational Foundation

A. The names and complete business or residence addresses of its Chief Executive officer, Secretary, and Chief Financial Officer; and

B. The street address of its principal office, if any.

XIII. FISCAL YEAR: The Fiscal Year of this Corporation shall be from September 1 to August 31, unless legally changed through the State of California.

XIV. AMENDMENTS TO BYLAWS: Subject to the provisions of Sections 5151, 5220, 5224, 5512, 5613 of the California Corporations Code, and any applicable successor statutes, the Board of Directors may adopt, amend, or repeal the Bylaws.