

1 **BYLAWS**
2 **OF**
3 **CONEJO SCHOOLS EDUCATION FOUNDATION**
4 **A CALIFORNIA PUBLIC BENEFIT CORPORATION**

5
6 September 2003

7
8 **ARTICLE 1**

9
10 **NAME**

11 The name of the corporation shall be THE CONEJO SCHOOLS EDUCATION FOUNDATION.
12

13
14 **OFFICES**

15 **SECTION 1. PRINCIPAL OFFICE**

16
17 The principal office of the corporation for the transaction of its business is located in Ventura County,
18 California.
19

20 **ARTICLE 2**

21 **PURPOSES**

22
23 **SECTION 1. OBJECTIVES AND PURPOSES**

24
25 The primary objectives and purposes of this corporation shall be: Support of Conejo Valley Unified
26 School District its Schools and Programs.
27

28 All provisions of Conejo Valley Unified School District Policy 1230 Other School – Connected Parent
29 Support or Booster Organizations will be implemented by the corporation.
30

31
32 **ARTICLE 3**

33 **DIRECTORS**

34
35 **SECTION 1. NUMBER**

36
37 The corporation shall have a minimum of seven and maximum of twenty-five directors and collectively
38 they shall be known as the Board of Directors.
39

40 **SECTION 2. POWERS**

41
42 The activities and affairs of this corporation shall be conducted and all corporate powers shall be
43 exercised by or under the direction of the Board of Directors.
44

45 **SECTION 3. DUTIES**

46
47 It shall be the duty of the directors to:
48

- 1 (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of
2 Incorporation of this corporation, or by these Bylaws;
- 3 (b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws,
4 prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the
5 corporation;
- 6 (c) Supervise all officers, agents and employees of the corporation to assure that their duties are
7 performed properly;
- 8 (d) Meet at such times and places as required by these Bylaws;
- 9 (e) Register their addresses with the Executive Director of the corporation and notices of meetings
10 mailed or emailed to them.

11
12 SECTION 4. TERMS OF OFFICE

13
14 Each director may be elected yearly. There is no term limit on a directorship.

15 Each Executive Board member shall hold office until the next annual meeting for election of the Board of
16 Directors as specified in these Bylaws, or until his or her successor is elected.

17
18 SECTION 5. COMPENSATION

19
20 Directors shall serve without compensation except that they shall be allowed and paid expenses. In
21 addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the
22 performance of their regular duties as specified in Section 3 of this Article. Directors may not be
23 compensated for rendering services to the corporation in any capacity other than director unless such
24 other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

25
26 SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

27
28 Notwithstanding any other provision of these Bylaws, not more than thirty percent (30%) of the persons
29 serving on the board may be interested persons. For purposes of this section, "interested persons" means
30 either:

- 31
32 (a) Any person currently being compensated by the corporation for services rendered it within the
33 previous twelve (12) months, whether as a full- or part-time officer or other employee,
34 independent contractor, or otherwise, excluding any reasonable compensation paid to a director as
35 director.
- 36 (b) Any Administrator of the Conejo Valley Unified School District or Members of the Board of
37 Education
- 38 (c) Any person related by blood or marriage.

39
40 SECTION 7. PLACE OF MEETINGS

41
42 Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or
43 at such place within or without the State of California which has been designated from time to time by
44 resolution of the Board of Directors. In absence of such designation, any meeting not held at the principal
45 office of the corporation shall be valid only if held on the written consent of all directors given either
46 before or after the meeting and filed with the Secretary of the corporation or after all board members have
47 been given written notice of the meeting as hereinafter provided for special meetings of the board.

1 Any meeting, regular or special, may be held by conference telephone, electronic video screen
2 communication, or other communications equipment. Participation in a meeting through use of
3 conference telephone constitutes presence in person at that meeting so long as all directors participating in
4 the meeting are able to hear one another. Participation in a meeting through use of electronic video
5 screen communication or other communications equipment (other than conference telephone) constitutes
6 presence in person at that meeting if all of the following apply:
7

8 (a) Each director participating in the meeting can communicate with all of the other directors
9 concurrently;

10 (b) Each director is provided the means of participating in all matters before the board, including,
11 without limitation, the capacity to propose, or to interpose an objection to, a specific action to be
12 taken by the corporation;

13 (c) The corporation adopts and implements some means of verifying 1) that all persons participating
14 in the meeting are directors of the corporation or are otherwise entitled to participate in the
15 meeting, and 2) that all actions of, or votes by, the board are taken and cast only by directors and
16 not by persons who are not directors.
17

18 SECTION 8. REGULAR AND ANNUAL MEETINGS

19
20 Regular meetings of Directors shall be set by the President and Executive Director, with the approval of
21 the Executive Board.
22

23 Elections shall be held at the annual meeting of directors held the last regular meeting date of each fiscal
24 year, directors shall be elected by the Board of Directors in accordance with this section. Cumulative
25 voting by directors for the election of directors shall not be permitted. The candidates receiving votes
26 from a two thirds majority of sitting Directors shall be elected. Each director shall cast one vote, with
27 voting being viva voce, if no objections.
28

29 SECTION 9. SPECIAL VOTING MEETINGS

30
31 Special meetings of the Board of Directors may be called by the President, the Vice President, the
32 Secretary, or by any two directors.
33

34 SECTION 10. NOTICE OF MEETINGS

35
36 Regular meetings of the board may be held without notice. Special meetings of the board shall be held
37 upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by
38 telephone or email. If sent by mail or email, the notice shall be deemed to be delivered on its deposit in
39 the mails or verified transmission of the email. Such notices shall be addressed to each director at his or
40 her address as shown on the books of the corporation. Notice of the time and place of holding an
41 adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are
42 fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours
43 from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting
44 to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24)
45 hours from the time of the original meeting.
46

47 SECTION 11. CONTENTS OF NOTICE

48

1 Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The
2 purpose of any board meeting need not be specified in the notice.

3
4 SECTION 12. QUORUM FOR MEETINGS

5
6 A quorum shall consist of a majority of sitting members of the Board of Directors.

7
8 No business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is
9 not present.

10
11 The directors present at a duly called and held meeting at which a quorum is initially present may
12 continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of
13 directors from the meeting, provided that any action thereafter taken must be approved by at least a
14 majority of the required quorum for such meeting or such greater percentage as may be required by law,
15 or the Articles of Incorporation or Bylaws of this corporation.

16
17 SECTION 13. MAJORITY ACTION AS BOARD ACTION

18
19 Every act or decision done or made by a majority of the directors present and voting at a meeting duly
20 held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation
21 or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation law,
22 particularly those provisions relating to appointment of committees (Section 5212), approval of contracts
23 or transactions in which a director has a material financial interest (Section 5233) and indemnification of
24 directors (Section 5238a), require a greater percentage or different voting rules for approval of a matter by
25 the board.

26
27 SECTION 14. CONDUCT OF MEETINGS

28
29 Meetings of the Board of Directors shall be presided over by the President, or, if no such person has been
30 so designated, or in his or her absence, or in his or her absence, by the Vice President of the corporation,
31 in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at
32 the meeting. The Secretary of the corporation shall act as the secretary at all meetings of the board,
33 provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary
34 of the Meeting.

35
36 Meetings shall be governed by Roberts Rules of Order, latest edition.

37
38 SECTION 15. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

39
40 Any action required or permitted to be taken by the Board of Directors under any provision of law may be
41 taken without a meeting, if all members of the board shall individually or collectively consent in writing,
42 including, but not limited to email, to such action. For the purposes of this Section only, "all members of
43 the board" shall not include any "interested director" as defined in Section 5233 of the California
44 Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the
45 minutes of the proceedings of the board. Such action by written consent shall have the same force and
46 effect as the unanimous vote of the directors. Any certificate or other document filed under any provision
47 of law which relates to action so taken shall state that the action was taken by unanimous written consent
48 of the Board of Directors, without a meeting and that the Bylaws of this corporation authorize the
49 directors to so act, and as such statement shall be prima facie evidence of such authority.

1
2 SECTION 16. VACANCIES

3
4 Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director,
5 and (2) whenever the number of authorized directors is increased.

6
7 Directors may be removed without cause by a majority of the directors then in office.

8
9 Any director may resign effective upon giving written notice to the President of the Board, the President,
10 the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of
11 such resignation.

12
13 Vacancies on the board may be filled by approval of the board, or if the number of directors then in office
14 is less than a quorum, by appointment by the President and ratified by the Board.

15
16 A person elected to fill a vacancy as provided by this Section shall hold office until the next annual
17 election of the Board of Directors, resignation, or removal from office.

18
19 SECTION 17. NON-LIABILITY OF DIRECTORS

20
21 The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

22
23 SECTION 18. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS,
24 EMPLOYEES AND OTHER AGENTS

25
26 To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation
27 has been successful on the merits in defense of any civil, criminal, administrative or investigative
28 proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or
29 was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein,
30 such person shall be indemnified against expenses actually and reasonably incurred by the person in
31 connection with such proceeding.

32
33 If such person either settles any such claim or sustains a judgment against him or her, then
34 indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in
35 connection with such proceedings shall be provided by this corporation but only to the extent allowed by,
36 and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit
37 Corporation Law.

38
39
40
41 ARTICLE 4
42 OFFICERS

43
44 SECTION 1. NUMBER OF OFFICERS

45
46 The officers of the corporation shall be a President, Vice President, 1st Vice President of Fund
47 Development, a Secretary, and Treasurer. The corporation may also have, as determined by the Board of
48 Directors, a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant

1 Treasurers, or other officers. Neither the Secretary nor the Treasurer may concurrently serve as the
2 President.

3
4 SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

5
6 Any member of the Board may serve as officer of this corporation. Officers shall be elected by the Board
7 of Directors, at any time, and each officer shall hold office until he or she resigns, or is removed, or is
8 otherwise disqualified to serve, or until his or her successor shall be elected whichever occurs first.

9
10 SECTION 3. SUBORDINATE OFFICERS

11
12 The Board of Directors may appoint such other officers or agents as it may deem desirable, and such
13 officers shall serve such terms, have such authority, and perform such duties as may be prescribed from
14 time to time by the Board of Directors. These officers or agents may be compensated with salaries or
15 compensation, as the Board of Directors deems appropriate and consistent with similar officers'
16 compensation in the area.

17
18 SECTION 4. REMOVAL AND RESIGNATION

19
20 Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any
21 officer may resign at any time by giving written notice to the Board of Directors or to the President or
22 Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or
23 at any later date specified therein, and unless otherwise specified therein, the acceptance of such
24 resignation shall not be necessary to make it effective. The above provision of this Section shall be
25 superseded by any conflicting terms of a contract which has been approved or ratified by the Board of
26 Directors relating to the employment of any officer of the corporation.

27
28 SECTION 5. VACANCIES

29
30 Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall
31 be filled by the Board of Directors. In the event of a vacancy in any office other than that of President,
32 such vacancy may be filled temporarily by appointment by the President until such time as the Board
33 shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board
34 may or may not be filled as the board shall determine.

35
36 SECTION 6. DUTIES OF PRESIDENT

37
38 The President shall be the chief executive officer of the corporation and shall, subject to the control of the
39 Board of Directors, supervise and control the affairs of the corporation and the activities of the officers.
40 He or she shall perform all duties incident to his or her office and such other duties as may be required by
41 law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed
42 from time to time by the Board of Directors. Unless another person is specifically appointed as
43 Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors.
44 Except as otherwise expressly provide by law, by the Articles of Incorporation, or by these Bylaws, he or
45 she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or
46 other instruments which may from time to time be authorized by the Board of Directors.

47
48 SECTION 7. DUTIES OF VICE PRESIDENT

1 In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President
2 shall perform all the duties of the President, and when so acting shall have all the powers of, and be
3 subject to all the restrictions on the President. The Vice President shall perform other duties as
4 determined by the Executive Board.

5
6 SECTION 68. DUTIES OF SECRETARY

7
8 The Secretary shall:

9
10 Certify and keep at the principal office of the corporation the original or a copy of these Bylaws as
11 amended or otherwise altered to date.

12
13 Keep at the principal office of the corporation or at such other place as the board may determine a book of
14 minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of
15 members, recording therein the time and place of holding, whether regular or special, how called, how
16 notice thereof was given, the names of those present or represented at the meeting, and the proceedings
17 thereof.

18
19 See that all notices are duly given in accordance with the provisions of these Bylaws or as required by
20 law.

21
22 Be custodian of the records.

23
24 SECTION 9. DUTIES OF TREASURER

25
26 Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds,"
27 the Treasurer shall:

28
29 Have charge and custody of, and be responsible for, all funds and securities of the corporation and deposit
30 all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall
31 be selected by the Board of Directors.

32
33 Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

34
35 Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of
36 Directors, taking proper vouchers for such disbursement.

37
38 Keep and maintain adequate and correct accounts of the corporation's properties and business
39 transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

40
41 Exhibit at all reasonable times the books of account and financial records to any director of the
42 corporation, or to his or her agent or attorney, on request therefor.

43
44 Render to the President and directors, whenever requested, an account of any or all of his or her
45 transactions as Treasurer and of the financial condition of the corporation.

46
47 Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be
48 included in any required reports.

1 In general, perform all duties incident to the office of Treasurer.

2
3 ARTICLE 5
4 COMMITTEES

5
6 SECTION 1. EXECUTIVE COMMITTEE

7
8 The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members
9 (who may also be serving as officers of this corporation) to constitute an Executive Committee and
10 delegate to such Committee any of the powers and authority of the board in the management of the
11 business and affairs of the corporation except with respect to:

- 12
13 (a) The approval of any action which, under law or the provisions of these Bylaws, requires the
14 approval of the members or of a majority of all of the members.
15
16 (b) The filling of vacancies on the board or on any committee which has the authority of the board.
17
18 (c) The fixing of compensation of the directors for serving on the board or on any committee.
19
20 (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
21
22 (e) The amendment or repeal or any resolution of the board which by its express terms is not so
23 amenable or repealable.
24
25 (f) The appointment of committees of the board or the members thereof.
26
27 (g) The expenditure of corporate funds to support a nominee for director after there are more people
28 nominated for director than can be elected.
29
30 (h) The approval of any transaction to which this corporation is a party and in which one or more of
31 the directors has a material financial interest, except as expressly provided in Section 5233(d)(3)
32 of the California Nonprofit Public Benefit Corporation Law.
33

34 By a majority vote of its members then in office, the board may at any time revoke or modify any or all of
35 the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill
36 vacancies therein from the members of the Board. The Committee shall keep regular minutes of its
37 proceedings, cause them to be filed with the corporate records, and report the same to the board from time
38 to time as the board may require.

39
40 SECTION 2. OTHER COMMITTEES

41
42 The corporation shall have such other committees as may from time to time be designated by resolution
43 of the Board of Directors. Such other committees may consist of persons who are not also members of
44 the board. These additional committees shall act in an advisory capacity only to the board and shall be
45 clearly titled as “advisory” committee.

46
47 SECTION 3. MEETINGS AND ACTION OF COMMITTEES

1 Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the
2 provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the
3 context of such Bylaw provisions as are necessary to substitute the committee and its members for the
4 Board of Directors and its members, except that the time for regular meetings of committees may be fixed
5 by resolution of the Board of Directors or by the committee. The time for special meetings of committees
6 may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations
7 pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not
8 inconsistent with the provisions of these Bylaws. The President of the Corporation shall be an ex-officio
9 member of all committees, except the Nominating Committee.

10
11
12
13
14
15
16
17
18 ARTICLE 6
19 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS
20

21 SECTION 1. EXECUTION OF INSTRUMENTS
22

23 The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any
24 officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the
25 name of and on behalf of the corporation and such authority may be general or confined to specific
26 instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind
27 the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for
28 any purpose or in any amount.

29
30 SECTION 2. CHECKS AND NOTES
31

32 Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise
33 required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of
34 indebtedness of the corporation shall be signed by two signatories, including members of the Executive
35 Board and the Executive Director.

36
37 SECTION 3. DEPOSITS
38

39 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such
40 banks, trust companies, or other depositories as the Board of Directors may select.

41
42 SECTION 4. GIFTS
43

44 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise
45 for the charitable or public purposes of this corporation as specified in the policies of the corporation.
46
47
48
49

ARTICLE 7
CORPORATE RECORDS, REPORS AND SEAL

SECTION 1 INSPECTION RIGHTS

The public shall have the following inspection rights, for a purpose reasonable related to such person's interests:

- (a) To inspect and copy the record of all committee members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those committee members. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the committee members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonable related to such person's interests as a member.

SECTION 2. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 3. ANNUAL REPORT

An annual report to be given not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and committee members, the Board of Education of the Conejo Valley Unified School District, to any interested person who requests it in writing, which 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 finds, during the fiscal year,
- (c) The revenue of receipts of the corporation, both unrestricted and restricted to particular purposes , for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

1 (e) Any information required by Section 7 of this Article

2
3 The annual report shall be accompanied by an audit report or review thereon of independent accountants.

4
5 SECTION 4. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

6
7 This corporation shall mail or deliver to all directors any and all committee members a statement within
8 one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount
9 and circumstances of any indemnification or transaction of the following kind:

10
11 (a) Any transaction in which the corporation, or its subsidiary, was a party, and in which either of the
12 following had a direct or indirect material financial interest

- 13
14 a. Any transactions in which the corporation, or its parent or subsidiary (a mere common
15 directorship shall not be considered a material financial interest); or
16 b. Any holder of more than ten percent (10%) of the voting power of the corporation, its
17 parent or its subsidiary.
18

19 The above statement need only be provided with respect to a transaction during the previous fiscal year
20 involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of
21 transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND
22 DOLLARS (\$50,000).

23
24 Similarly, the statement need only be provided with respect to indemnifications or advances aggregating
25 more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director
26 or officer, except that no such statement need be made if such indemnification was approved by the
27 members pursuant to Section 5238 (e)(2) of the California Nonprofit Public Benefit Corporation Law.

28
29 Any statement required by this Section shall briefly describe the names of the interested persons involved
30 in such transactions, stating each person's relationship to the corporation, the nature of such person's
31 interest in the transaction and, where practical, the amount of such interest, provided that in the case of a
32 transaction with a partnership of which such person is a partner, only the interest of the partnership need
33 be stated.

34
35 ARTICLE 8
36 FISCAL YEAR

37
38 SECTION 1. FISCAL YEAR OF THE CORPORATION

39
40 The fiscal year of the corporation shall begin on the 1st of July and end on the 30th of June in each fiscal
41 year.
42

43
44 ARTICLE 9
45 AMENDMENT OF BYLAWS

46
47 SECTION 1. AMENDMENT
48

1 Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit
2 corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws
3 adopted as follows:
4

5 (a) Subject to Section 5150 of the Corporations Code, by two thirds approval of the sitting Board of
6 Directors,
7

8 (b) A Bylaw change specifying the maximum or minimum number of directors, or changing from a
9 fixed to variable board or vice versa, may not be adopted, amended, or repealed without the
10 approval of the Board of Education.
11

12
13
14 ARTICLE 10
15 AMENDMENT OF ARTICLES
16

17 This corporation shall not amend its Articles of Incorporation to alter any statement which appears in the
18 original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor
19 the name and address of its initial agent, except to correct an error in such statement or to delete such
20 statement after the corporation has filed a “statement by a Domestic Non-Profit Corporation” pursuant to
21 Section 6210 of the California Nonprofit Corporation Law.
22

23
24 ARTICLE 11
25 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS
26

27 SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS
28

29 No member, director, officer, employee, or other person connected with this corporation, or any private
30 individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the
31 corporation, provided, however, that this provision shall not prevent payment to any such person of
32 reasonable compensation for services performed for the corporation in effecting any of its public or
33 charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and its
34 fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in
35 the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All
36 members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such
37 dissolution of winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets
38 of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of
39 Incorporation to Conejo Valley Unified School District.
40

41
42
43 ARTICLE 12
44
45 WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS
46

47 We the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of
48 Conejo Schools Education Foundation, a California nonprofit corporation, and, pursuant, to the authority

1 granted to the directors by these Bylaws to take action by unanimous written consent without a meeting,
2 consent to, and hereby do, adopt the foregoing Bylaws, consisting of 15 pages, as the Bylaws of this
3 corporation.

4

5 Dated: September 19, 2003

6

7 R Terry McCallum, Director

8 Bob Nunn, Director

9 Patti Yomantas, Director

10 Judy Lazar, Director

11 Ann Paul King, Director

12 Dianne Badoud McKay, Director

13 Sheila Carlson, Director

14 Bob Fraise, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated September 19, 2003

Patti Yomantas, Secretary