

**BYLAWS OF**  
**MAR VISTA SCHOOL ENRICHMENT GROUP**

A California Nonprofit [Public Benefit] Corporation

**ARTICLE I**  
**PURPOSES AND OFFICES**

Section 1.01 Organic Structure. This corporation is a nonprofit, public benefit corporation and not for the private gain of any person. It has been incorporated for public charitable purposes under the California Nonprofit Public Benefit Corporation Law.

Section 1.02 Specific Purposes and Objectives. The MAR VISTA SCHOOL ENRICHMENT GROUP has been organized and formed for the specific purpose of raising funds to be used to support the MAR VISTA ELEMENTARY SCHOOL, which is a public elementary school for grades K through 5 in the Los Angeles Unified School District (in Los Angeles, California). The Group will coordinate its operations and objectives with the School Administration and PTA and will work closely with them to identify areas which may be appropriate for the Group's assistance. These areas may include specialized programs such as computer labs, science or fine arts classes, instructional support and assistance, additional instructional materials and aids, field trips, and the like. All funds raised by the organization will be used for the benefit of the children attending the School full-time and will be applied towards the costs and expenses of achieving the objectives described above.

Section 1.03 Principal Office. The principal office of this corporation for the transaction of its business shall be fixed and located at such place as the Board of Directors of this corporation shall determine. The Board of Directors is granted full power and authority to change the location of the principal office.

Section 1.04 Other Offices. This corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

**ARTICLE II**  
**MEMBERS AND MEMBERSHIP**

Section 2.01 Members. The members ("Members") of this corporation shall consist of the parent(s) or family of, and who reside with, a child attending MAR VISTA [PUBLIC] ELEMENTARY SCHOOL (of the Los Angeles Unified School District) during the then-current school year on a full-time basis. No membership fees or dues shall be charged. The Secretary of this corporation shall endeavor to keep a current list or record of all Members, together with addresses, phone numbers and email addresses if and as made available to the corporation.

Section 2.02 Family Affiliation and Voting. When requesting a special meeting as provided in Section 2.05 or when voting at the annual meeting of Members, the parent(s) and family of each child-student shall be considered collectively as one (1) Member and shall have one (1) vote collectively, regardless of the number of children in attendance at MAR VISTA ELEMENTARY SCHOOL ("the School") or of the number of parents, adults, or legal guardians in the family. For this purpose, the term "family" shall include the parents or legal guardians of such children and any siblings attending the School and all other adults living with them. Each family/Member will be responsible for designating one of the parents or adults to vote on its behalf and for notifying the Secretary accordingly. Absent such designation, or in the event of any dispute, the determination of the Board of Directors, by majority vote of those attending, shall be conclusive as to the Members' voting designate.

Section 2.03 Rights of Members. Members shall have the following rights:

(a) Voting as set forth in Section 2.02;

(b) Attending all meetings of the Board of Directors, the annual meeting and any special meetings of Members called by the Board;

(c) Reviewing the books, records and papers of this corporation, upon reasonable notice and during business hours, except to the extent such would be related to any legal proceedings to which the corporation is a party and confidentially is required by the corporation's attorneys; and,

(d) Any other rights conferred by law or these Bylaws.

Section 2.04 Annual Members' Meeting. An annual meeting of Members shall be held for the purposes of organization, election of Directors and the transaction of other business.

(a) Until changed by resolution duly adopted by the Board of Directors, this annual meeting shall be held without call or notice on the second Wednesday in April of each year at 7:00 p.m. in the cafeteria of the School or at an agreed upon location within school boundaries, or concurrent with the date of the last meeting of the School PTA for the then-current school year, or as otherwise designated by the Board of Directors.

(b) All Members and non-Member Directors or Officers shall be entitled to attend the annual meeting, although only Members may vote at the meeting in accordance with Section 2.02, above. Either one-third (1/3) of the Members who appear of record with the Secretary's membership roll or roster, or a majority of the then-constituted Board of Directors, whichever is less, shall constitute a quorum.

(c) Members shall be entitled to vote for Directors for the next fiscal year. The Board shall nominate at least as many candidates as there are authorized and acting

Directors, and additional nominations may be taken from the floor, in the discretion of the Board.

(d) All voting, including votes for Directors, may be open or secret as the Board may determine by prior resolution or by majority vote of those attending. For any voting by secret ballot, the Directors shall establish procedures to effectuate such voting and shall appoint Officers or others to conduct the vote.

(e) The Secretary or VP of Communications of this corporation shall endeavor to notify Members of the time and place of the annual meeting and of the names of nominated Directors as prescribed by applicable law, but a failure to comply with any notice requirements shall not affect the validity of actions taken at such meeting if Members receive actual notice thereof within a reasonable time prior to such meeting.

(f) There shall be no proxies; all votes shall be made by Members in actual attendance, and a majority of those present and voting on any matter shall be sufficient to approve such matter (including the election of Directors).

Section 2.05 Special Meeting of Members. Upon written request of one-half (1/2) of the Members (voting as provided in Section 2.02), according to the Secretary's Membership roll or roster, the Board of Directors shall call a special meeting of the Members.

(a) Such meeting shall be held at the principal office of this corporation or as otherwise designated by the Board, at a time and date to be fixed by the Board.

(b) The Secretary shall give written notice to all Members (notice to any member of a family will be considered notice to all members of that family) and to non-Member Directors and officers of the time, date and place of the meeting and the matters to be considered.

(c) The Members may at such special meeting vote to remove a Director, fill any vacancy in the Board of Directors, or amend the Bylaws, in accordance with such notice.

### ARTICLE III BOARD OF DIRECTORS

Section 3.01 Number of Directors. The Board of Directors shall consist of not less than three (3) nor more than eleven (11) Directors until changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within the limits specified, by a resolution duly adopted by the Board of Directors. The initial number of the first Board of Directors shall be seven (7), subject to change by Board resolution.

Section 3.02 Quorum. A majority of the authorized number of Directors, under Section 3.01, shall constitute a quorum for the transaction of business, except to adjourn

as provided in Section 3.13. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 3.03 Powers of Directors. Subject to the Articles of Incorporation, other sections of these Bylaws and the California Nonprofit Corporation Law, the activities and affairs of this corporation shall be conducted and all corporate powers of this corporation shall be exercised by and under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of this corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. The Board of Directors shall have the following powers:

(a) To select and remove all Officers, agents and employees of this corporation, prescribe such powers and duties for them as shall not be inconsistent with law, the Articles of Incorporation, or these Bylaws, and to fix their compensation and require from them security for faithful service and discharge of duty.

(b) To conduct, manage and control the affairs and activities of this corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or these Bylaws.

(c) To borrow money and incur indebtedness for the benefit and on behalf of this corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities.

(d) To adopt, make, and use a corporate seal, if required by resolution of the Directors, and to alter the form of such seal from time to time.

(e) To exercise all other powers which a board of directors may by law exercise, limited only by the provisions of law, the Articles of Incorporation, and these Bylaws.

Section 3.04 Election and Term of Office. Except for the terms of the initial Directors, the term of office for each Director of this corporation shall be one (1) year. Except as otherwise provided in this Article, each Director shall hold office until the expiration of his or her term and until his or her successor is nominated, elected, and qualified. The successor for any director shall be elected at the annual meeting of Members. A Director may succeed himself or herself in office. All terms of Directors shall run concurrently and shall not be staggered. By majority vote, the Directors may elect a Chairman to preside over Board meetings and a Secretary to record the minutes thereof.

Section 3.05 Qualifications of Directors. Each Director shall be an adult, natural person who, during the next-proceeding school year after election, or, if appointed or elected to serve during the remainder of a current term then during such current term, is a

Member; provided, that, if approved by resolution duly adopted by the Board of Directors, up to a maximum of two (2) Directors may be non-Members. Until rescinded by resolution duly adopted by the Board of Directors, the President of the Mar Vista School Parent-Teacher Association shall serve as an ex-officio, voting member of the Board. If, after election but before completion of term of office, a Director who must be a Member ceases to meet this qualification, he shall, within thirty (30) days after notification to the Board of such circumstance, resign or be replaced by the Board, and until actually replaced, such Director shall not be entitled to vote or to be counted as an authorized Director for the purpose of a quorum unless required by law to be so.

Section 3.06 Removal of Director. Any Director may be removed at any time and for any reason or no reason, by a majority vote of Members at any special meeting called by the Board for that purpose or in accordance with applicable law. To the extent permitted by law, a Director may be removed by a majority of the Board for habitual neglect of his or her duties (such as failure to attend 75% of the monthly meetings, or 9 of the 12 held annually) or for conduct materially not in the best interests of this corporation.

Section 3.07 Interested Persons. Not more than one-third (1/3) of the persons serving on the Board of Directors shall be "interested persons" which for the purpose of this Section, shall mean: (i) any person currently being compensated by this corporation for services rendered to it within the previous 12 months, whether as a full- or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as a Director; and/or, (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

Section 3.08 Vacancies. (a) A vacancy or vacancies in the Board of Directors shall be filled by a majority of the remaining Directors then in office, although less than a quorum, or by the sole remaining Director. The Board may by vote of a majority of the authorized number of Directors call a special meeting of the Members to vote for a replacement. A successor Director so selected shall serve for the unexpired term of the predecessor and until a successor has been elected at the next annual meeting and qualified. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director or if the authorized number of Directors is increased by Board resolution or amendment of these Bylaws.

(b) Subject to the prohibition of Section 5226 of the California Nonprofit Corporation Law that the sole remaining Director may not resign except upon notice to the Attorney General, any Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Corporate Secretary or the Board of Directors, 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 before such time, to take office when the resignation becomes effective.

(c) The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony or found

by a final order or judgment of any court to have breached any duty arising under Sections 5210 through 5260 of the California Nonprofit corporation Law. Any reduction of the number of Directors authorized in these Bylaws shall not have the effect of removing any Director prior to the expiration of the Director's term of office.

(d) Notwithstanding anything to the contrary in these Bylaws, by resolution duly adopted, the Board of Directors may appoint one (1) Alternate Director to serve as a Director at a particular meeting or as a Standing Alternate Director. (An Alternate Director must be a Member if the Director for whom the Alternate Director is acting is a Member.) An Alternate Director shall be entitled to attend a meeting of the Board and exercise all powers of a regular Director, if a regular elected Director is not able to attend such meeting. An Alternate Director may attend all meetings of the Board. Should a vacancy arise, the Alternate will fill the vacancy and a new Alternate will be elected by the same process as other Board vacancies (Section 3.08 a).

Section 3.09 Place of Meetings. Meetings of the Board of Directors shall be held at any place, within or without the State, that has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of this corporation. Special meetings of the Board may be held either at a place designated for such meeting or at the principal office.

Section 3.10 Regular Meetings. Regular Meetings of the Board of Directors shall be held without call or notice at such time as shall from time to time be fixed by the Board of Directors.

Section 3.11 Special Meetings. (a) Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman or Vice-Chairman of the Board, the President, any two (2) Vice-Presidents, the Secretary of the Board or of the corporation, or any two (2) Directors.

(b) Notice of the time and place of special meetings shall be given to each Director either (i) by written notice sent by first-class mail, charges prepaid, addressed to the address of such Director as shown on the records of the corporation, at least four (4) days before the date of the meeting, or (ii) by notice delivered personally or by telephone, or email or other similar means of communication at least 48 hours' prior to the meeting.

(c) Notice by mail shall be deemed to have been given at the time it is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given when personally delivered to the recipient, delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means. Oral notice shall be deemed to have been given when communicated in person or by telephone or wireless to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 3.12 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to the holding of 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 notice to such Director. The transactions of any meeting of the Board of Directors, however called and noticed and whenever held, shall be as valid-as though transacted at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the Directors not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.13 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, unless the meeting is adjourned for more than 24 hours, in which event 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 adjournment.

Section 3.14 Meeting by Conference Telephone. Members of the Board of Directors may 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 another. Participation in a meeting through telephonic means constitutes presence in person at such meeting.

Section 3.15 Action Without a 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, not including any "interested director" as defined in Section 5233 of the California Nonprofit Corporation Law, shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 3.16 Right of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 3.17 Committees. The Board of Directors may, by resolution adopted by a majority of the number of Directors then in office, provided that a quorum is present, create one or more committees, each consisting of two (2) or more Directors, and delegate to such committees any of the authority of the Board, except with respect to:

(i) Approval of any action for which the California Non-profit Corporation Law also requires approval of the Members or approval of a majority of all Members;

(ii) Filling of vacancies on the Board or any committee;

- (iii) Fixing compensation of the Directors for serving on the Board or on any committee;
- (iv) Amendment or repeal of these Bylaws or the adoption of new Bylaws;
- (v) Amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (vi) Appointment of other committees of the Board of the members thereof;
- (vii) Expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or,
- {viii) Approval of any self-dealing transaction within the meaning of Section 5233(a) of the California Nonprofit Corporation Law, except as provided in Section 5233(d)(3) of the California Non-profit Corporation Law.

Section 3.18 Compensation. The Board of Directors and all Officers of this corporation shall serve without compensation. The compensation, if any, of others for the rendition of professional or other services shall be fixed by resolution duly adopted by the Board.

#### ARTICLE IV **OFFICERS**

Section 4.01 Officers. The Officers of this corporation shall be a Chairman of the Board, a Vice-Chairman of the Board if so elected by the Directors, a President or co-Presidents, a [Corporate] Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, one or more Vice-Presidents (including an Executive Vice- President), one or more Assistant Secretaries (including Corresponding and/or Recording Secretaries), one or more Assistant Treasurers and such other Officers as may be designated by the Board and elected in accordance with Section 4.02. Officers shall be Members, unless otherwise determined by resolution duly adopted by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chairman of the Board or the President.

Section 4.02 Election. Officers shall be chosen annually by the Board of Directors and serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service of until their respective successors shall be elected.



Section 4.03 Removal and Resignation. (a) Any Officer may be removed, with or without cause, by the Board of Directors at any time, without prejudice to the rights, if any, the Officer may have under any contract of employment.

(b) Any officer may resign at any time by giving written notice to this corporation, but without prejudice to the rights, if any, the corporation may have under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.04 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the Board of Directors.

Section 4.05 Presiding Officer. The Chairman of the Board shall, if present, or if not present then the Vice-Chairman shall, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors or prescribed by these Bylaws. (If the Vice-Chairman is not present, then the President, if he is a Director, shall so preside.)

Section 4.06 President. Subject to such powers, if any, as may be given by the Board of Directors to the Chairman of the Board, the President shall be the general manager and chief executive officer of this corporation with general supervision, direction and control of the business and Officers thereof, subject to the direction and control of the Board. The President shall have the general powers and duties of management usually vested in the office of president/CEO and general manager of a corporation and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4.07 Executive Vice-President. In the absence or disability of the President, the Executive Vice-President, if any, or any other Vice-President designated by the Board of Directors, shall perform all the duties of the President and when so acting shall have all the powers of the President. The Executive Vice-President or such other Vice-President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4.08 Secretary. The Corporate Secretary (sometimes referred to in these Bylaws as "Secretary") shall keep or cause to be kept, at the principal office or such other place as the Board may order, a full and complete record of all meetings of the Board and its committees. The Secretary shall give, or cause to be given, notice of all meetings of the Board and its committees, or annual and/or special meetings of the members, required by these Bylaws or by law to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, or these Bylaws, including supervision of the Assistant Secretaries, if any. The Secretary shall keep or cause to be kept at the principal office in the State of California:

- (i) The original or a copy of this corporation's Articles of Incorporation and Bylaws, as amended to date;
- (ii) The seal, if any, of this corporation in safe custody (affixing it to such papers and instruments as may be required in the regular course of business); and,
- (iii) The records of this corporation

Section 4.09 Chief Financial Officer and Disbursements. The Chief Financial Officer shall receive and safely keep all funds of this corporation and deposit them in the bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the corporation and signed by the President, the Executive Vice-President, the Chief Financial Officer, or the Corporate Secretary. The Board of Directors may by resolution duly adopted designate such other officers who may be authorized to sign such checks. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of this corporation. The Chief Financial Officer shall supervise the activities of the Assistant Treasurer(s), if any, and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

## ARTICLE V AMENDMENT OF BYLAWS

Section 5.01 By Board. These Bylaws may be amended or repealed and new Bylaws adopted by the vote of and resolution duly adopted by a majority of the Board of Directors.

Section 5.02 By Members. The Members at the annual Members' meeting or any special meeting called for that purpose may by majority vote of those present (where a quorum exists) amend these Bylaws.

## ARTICLE VI INDEMNIFICATION OF AGENTS

Section 6.01 Statutory Indemnity. This corporation shall and hereby does indemnify its Directors, Officers and employees to the fullest extent permitted by the California Nonprofit Corporation Law, including without limitation the provisions of section 5238 of the California Corporations Code which are incorporated into these Bylaws.

Section 6.02 Indemnity of Fiduciaries. This corporation shall have the power to indemnify any trustee, investment manager or other fiduciary of an employee benefit plan to the extent permitted by Section 207(f) of the California General Corporation Law.

ARTICLE VII  
**CORPORATE OBLIGATIONS AND ACTIONS**

Section 7.01 Authority to Bind the Corporation. (a) Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between this corporation and any other person, when signed by the following Officers shall be valid and binding on the corporation, in the absence of actual knowledge on the part of the other person that the signing Officer lacked authority to execute such instrument:

- (1) The Chairman of the Board or the President;
- (2) The Executive Vice-President and the Corporate Secretary (or Assistant Secretary);
- (3) The Chief Financial Officer and the Corporate Secretary (or Assistant Secretary); or
- (4) Any two (2) Vice-Presidents and the Corporate Secretary.

(b) Any such instrument may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized in writing by the Board, no Officer, agent or employee shall have any power or authority to bind this corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 7.02 Representation. The Chairman of the Board or President, or such other Officers as the Board of Directors may authorize for that purpose, are each authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority ranted in these Bylaws to any Officer to vote or represent this corporation arising from any shares held by this corporation in any other corporation or corporations may be exercised either by the Officer in person or by any person authorized so to do by proxy or power of attorney duly executed by such officer.

[End of Bylaws]

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