



BYLAWS OF THE TEHAMA COUNTY EDUCATION FOUNDATION

ARTICLE I. NAME, PURPOSE, and OFFICES

1.01 Name. The official name of the corporation shall be the “Tehama County Education Foundation,” hereafter “the Corporation.”

1.02 Purposes.

a. The Corporation is formed exclusively for charitable and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3).

b. The Corporation is to enhance community interaction with schools and industries to prepare youth to be productive, contributing citizens.

c. The Corporation is to raise money from external funding sources and restricted or unrestricted contributions, and allocate those monies for the educational benefit of Tehama County.

1.03 Principal Office. The principal office of the Corporation for its transaction of business is located in the City of Red Bluff and County of Tehama, California. The Corporation Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another within the County of Tehama, California in accordance with Section 3.01. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II. MEMBERS

2.01 Membership. Any person, as defined by Section 5067 of the Corporations Code, is eligible to be a member of the Corporation. There shall be no limit on the number of members of the Corporation. The Corporation shall keep in electronic form a membership roster containing the name and address of each member. The roster shall also contain any fact of termination and the date on which such membership ceased. Such roster shall be maintained at the principal office of the Corporation and shall be subject to the rights of inspection required by law.

2.02 Qualification of Members. Any person is qualified for membership only after such person has acknowledged a commitment to enhance community interaction with schools so as to prepare youth to be productive and contributing citizens.

2.03 Classification of Membership. The Corporation shall have four classes of membership: general, corporate, program partner organization, and community sponsor. No person shall hold more than one membership in the Corporation. The Board of Directors may be elected from the general, corporate, or program partner organization membership.

a. Each general membership, program partner organization membership, and community sponsor membership shall have equal voting and other rights.

b. Corporate membership may be entitled to no more than three votes provided three individual representatives from the corporate entity are present at the time a vote is cast.

2.04 Admission to Membership. On approval by the Board of Directors, any person qualified for membership under Section 2.02 of these Bylaws shall be admitted to membership upon payment of the initial annual dues as specified in Section 2.05 or Section 2.06 of these Bylaws.

2.05 Dues. Dues shall be payable upon admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. Any member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except where the member is, by contract or otherwise, liable for the dues.

a. The annual dues payable to the Corporation by general and corporate members shall be in such amounts as shall be determined by resolution of the Board of Directors, but in no event shall the annual dues exceed the amount of \$100.00.

b. The annual dues payable to the Corporation by program partner organization members shall be equal to 3.1% of either the initial deposit or, in the case of membership renewal, the annual deposits of the previous year to the Corporation by the organization.

c. The annual dues for the year in which the contribution was received by a Community Sponsor will be waived.

2.06 Community Sponsorship. Upon approval by a majority of the Board of Directors, an individual or organization who contributes \$500 or more during a fiscal year will be granted Community Sponsor membership in the Corporation for the year in which the contribution was received. The member will be entitled to voting rights pursuant to Section 2.03. The member will be acknowledged in appropriate materials and advertising of the Corporation as "Community Sponsor."

2.07 Assessments. Membership shall be non-assessable.

2.08 Transferability of Membership. Neither the membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

2.09 Non-liability of Members. A member of the Corporation shall not, solely because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

2.10 Termination of Membership. All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- a. The voluntary resignation of a member;
- b. Where a membership is issued for a period of time, the expiration of such period of time;
- c. The death of a member;
- d. The dissolution of the Corporation;
- e. The termination of all membership or any class of members upon the amendment of these Bylaws permitting the termination, pursuant to Section 4342 of the California Corporations Code;
- f. The nonpayment of dues subject to the limitations set forth in Section 2.11 of these Bylaws;
- g. The petition signed by five (5) percent of the members requesting termination of a specific membership, subject to the limitations set forth in Section 2.12 of these Bylaws.

2.11 Nonpayment of Dues. The membership of any member who fails to pay his or her dues shall automatically terminate, provided such member was given a thirty (30) day prior written notice of the termination. The member may renew the membership provided annual dues are received prior to the end of the thirty (30) day notice.

2.12 Termination Petition. A petition signed by five (5) percent of the members requesting termination of a specific membership may be submitted to the Board of Directors. The petition must state the reasons for the recommended termination. The Board of Directors will notify the member in question and provide the member with an opportunity to be heard on the matter. The notice shall be given personally to such member or sent by U.S. mail to the last address of such member as shown on the membership roster of the Corporation. The opportunity to respond may, at the election of such member, be oral or in writing.

a. Should the member respond in writing, the response must be submitted to the Corporation President and, if mailed, must be postmarked not less than five (5) days before the effective date of termination.

b. Should the member choose to orally respond, the member must contact the Corporation President not less than five (5) days before the effective date of the termination and request a hearing.

c. A committee will be established to either hear or review a member's response. If no response is provided, the termination of membership will take effect.

2.13 Termination Hearing. The hearing, conducted at the principal office, shall be presided over by the President of the Corporation who shall perform the following duties:

- a. Establish a Hearing Committee comprised of no less than three (3) and no more than five (5) additional members of the Corporation in good standing. One member of the Hearing Committee must also currently serve as a Director;
- b. Read the reasons for recommended termination of the membership;
- c. Require the testimony of the person or persons filing the petition for termination;
- d. Hear any other witnesses against the subject member;
- e. Allow the subject member to cross-examine each witness following the testimony of that witness;
- f. Allow the subject member to make a statement on his or her behalf;
- g. Allow the subject member to call witnesses on his or her own behalf; and
- h. Allow the members of the committee conducting the hearing to question the witnesses after they have been questioned by the subject member.
- i. By a majority vote, the committee shall have the exclusive power and authority to decide that the proposed termination not take place.

ARTICLE III. MEETINGS

3.01 Place. Meetings of all members, including those of the Board of Directors, shall be held at the principal office of the Corporation or at such location within the County of Tehama, State of California as may be designated from time to time by resolution of the Board of Directors. Meetings will be presided over by the President of the Corporation or his/her designee.

3.02 Call of Meetings. Meetings may be called by the President, the President Elect, the Secretary, any two (2) members of the Board of Directors, or by petition to the Board of five (5) percent or more of the members of the Corporation.

3.03 Notice of Meetings. Notice of every meeting of members, including those of the Board of Directors, shall be electronically delivered, or at the request of a member mailed by first-class U.S. Postal Service to the address given by the member for the purpose of notice, not less than ten (10) days nor more than thirty (30) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat. Notice shall also be given at the principal office of the corporation.

Notice of Special Meetings shall be delivered not less than seventy-two (72) hours before the date of the meeting.

Should a meeting be adjourned prior to completion of required action with agreement to reconvene at another time and/or place, the meeting must occur within forty-five (45) days for the initial record date and notice to remain in effect. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

3.04 Contents of Notice. The notice shall state the place, date, and time of the meeting. The notice of any meeting at which the Board of Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

3.05 Conduct of Meetings. The President or, in his or her absence, a designated Director shall preside at meetings. 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 may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting but may not be used to establish quorum.

3.06 Annual Meeting. An Annual Meeting of all members shall be held on a day specified by resolution of the Board of Directors. Directors shall be elected at the Annual Meeting. A regular meeting of the Board shall be held, without call or notice, immediately following the Annual Meeting.

3.07 Special Meetings. Special Meetings of all members, including those of the Board of Directors, may either be called by the Board of Directors or by five (5) percent or more of the members of the Corporation at the time of notice for any lawful purpose.

3.08 Waiver, Consents, and Approvals. The transactions of any meeting of members, including those of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present in person and if, either before or after the meeting, each of the persons entitled to vote but not present in person signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

3.09 Quorum. Ten (10) percent of the voting power of the Corporation, as defined in Section 3.11, will constitute a quorum at any meeting of members.

3.10 Adjournment for Lack of Quorum. In the event quorum is lost during the conduct of any meeting, including those of the Board of Directors, members may be adjourned from time to time by the vote of a majority of the members remaining, but no other official business may be transacted.

3.11 Voting of Member. The record date for the purpose of determining the members entitled to vote at any meeting of members is thirty (30) days before the date of the meeting of members. Cumulative voting shall not be authorized for the election of Directors or for any other purpose. Members shall not be permitted to vote or act by proxy. Any amendment of this provision creating or expanding proxy rights shall be adopted with approval by the members. For purposes of this provision of these Bylaws, "approval of the members" shall assume the same definition set forth in Section 5034 of the Corporations Code.

a. Each general membership, program partner organization membership, and community sponsor membership is entitled to one (1) vote on each matter submitted to a vote of the members.

b. Corporate membership may be entitled to no more than three votes provided three individual representatives from the corporate entity are present at the time a vote is cast.

c. Where a membership stands of record in the names of two (2) or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, or otherwise, or if two (2) or more persons have the same fiduciary relationship respecting the same membership, unless the Secretary of the Corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effects: if only one (1) member votes, such act shall bind all members; and if more than (1) member votes, the act of the majority so voting shall bind all members.

ARTICLE IV. BOARD OF DIRECTORS

4.01 Composition. The number of Directors of the Corporation shall be not less than eleven (11) or more than thirteen (13). The exact number of Directors within these limits shall be determined as follows:

a. Ten (10) members of the Board shall be duly elected by the Board to serve three-year terms.

b. The Tehama County Superintendent of Schools shall automatically fill one of the seats on the Board.

c. The President Elect may appoint annually, with the approval of the Board of Directors, up to eight (8) members to serve one-year terms. The appointed Directors shall be designated as follows:

1) Two (2) appointed At-Large

2) Up to six (6) representing Program Partner Organization members or TCEF approved programs

4.02 Qualifications. The Directors of the Corporation shall be residents of the State of California, and shall have demonstrated an interest in the purpose of the Corporation and a willingness to serve those purposes. The Directors shall be members in good standing of the Corporation and hold membership in accordance with Section 2.03 of these Bylaws.

4.03 Nomination. Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board of Directors or by any other method authorized by law.

4.04 Election. Directors shall be elected by a majority vote at the Annual Meeting of the members pursuant to Section 3.06.

4.05 Terms of Office.

a. Each elected Director shall serve a staggered three-year term or until he or she becomes unable or unwilling to serve. Directors shall begin their respective term of office at the Annual Meeting in which they were elected.

b. Each appointed Director shall serve a one-year term.

4.06 Vacancies on the Board. Should a vacancy on the Board occur prior to expiration of that term, a member may be appointed by the President to fill the vacancy for the duration of the unexpired term.

4.07 Compensation. Directors shall serve without compensation.

4.08 Quorum. A majority of the elected and appointed Directors then in office constitutes a quorum of the Board of Directors for the transaction of business except as otherwise provided.

4.09 Transactions of Board. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, every act or decision 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. From time to time, the Board of Directors may delegate to officers of the Corporation such powers and duties as it may see fit in addition to those implied by the position or provided in these Bylaws.

4.10 Ad Hoc Committees. The Board of Directors may create ad hoc committees to address issues, activities, functions, or events of the Corporation. An ad hoc committee may be comprised of Directors, members, or community representatives and shall exist until such time as the purpose for which it was created has been completed.

4.11 Attendance. Directors who fail to attend seventy-five (75) percent of the Board meetings held within a one (1) year period will be automatically removed from office. The Board may make exceptions upon individual conditions.

4.12 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 must be given prior to the time of the adjournment meeting to the Directors who were not present at the time of the adjournment.

4.13 Action Without A Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of all Directors then in office individually or collectively consents in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action, by written consent, shall have the same force and effect as the vote of such Directors.

4.14 Conflict of Interest. Any Director who has an interest in any matter to be voted on by the Board, as defined in Section 5233 of the Corporations Code and not otherwise exempted by Section 4234 et seq. of the Corporations Code, shall abstain from voting on such matters.

ARTICLE V. OFFICERS

5.01 Positions. The officers of the Corporation shall be a President/Secretary, a President Elect, a Chief Financial Officer (Treasurer), a Past President, and such other officers with such titles and duties as shall be stated in these Bylaws or determined by the Board and as may 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 the Chief Financial Officer may not serve concurrently as the President.

5.02 Term of Office. The officers shall be selected by the Board of Directors for a one-year term of office at its first meeting following the Annual Meeting and begin serving in that capacity immediately. Officers serve at the pleasure of the Board, subject to the rights, if any, of an office under any contract of employment. 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.

5.03 Vacancies. If a vacancy occurs in an officer position, it shall be filled by a majority vote of the Board of Directors at the next regular or special meeting.

5.04 Executive Committee. The officers of the Corporation and the Tehama County Superintendent of Schools shall annually serve as the Executive Committee of the Board of Directors of the Corporation. The Executive Committee shall have the authority to take action for the Board of Directors in either emergency or time sensitive situations where the Board of Directors cannot be assembled. Such actions taken by the Executive Committee shall be considered and acted upon by the Board of Directors at their next regular meeting. Executive Committee meetings may be convened by the President, as necessary.

ARTICLE VI RECORDS, REPORTS AND SEALS

6.01 Fiscal Year. The fiscal year of the Corporation shall end on the last day of June in each calendar year.

6.02 Records. The Corporation shall keep adequate and correct records of accounts and minutes of the meetings of its members, Board of Directors, and any standing committees established by the Board. The minutes shall be kept in written form or in a form capable of being converted into written form.

6.03 Annual Report. The Board shall cause an annual report to be made no later than one hundred twenty (120) days after the close of the Corporation's fiscal year. It shall be kept at the Corporation's place of business and sent to any member upon request. The report shall contain all the information required by Section 6321(a) of the Corporations Code and shall be accompanied by any report thereon of independent accounts, or if there is not such report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall be furnished to all Directors.

6.04 Statement of Certain Transactions and Indemnifications. The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Section 6322(d) and 9(e) of the Corporations Code, if such a transaction or indemnification took place. Such an annual statement shall be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

6.05 Corporate Seal. The Board of Directors shall adopt a Corporate Seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization, and the word "California." The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE VII MISCELLANEOUS PROVISIONS

7.01 Amendments. The Board of Directors shall have the power and authority to amend, alter or repeal these Bylaws or any provision thereof, and may from time to time make additional Bylaws, in accordance with the provisions of Section 5150 of the Corporations Code.

7.02 Staff. The Board of Directors may accept the services and assistance of non-members for the purpose of carrying out the work of the Corporation.