

BYLAWS  
KINGS CANYON EDUCATIONAL PARTNERSHIP FOUNDATION

ARTICLE I

PURPOSE

We are dedicated to enhancing specific educational opportunities within a comprehensive educational system. We support innovative educational activities which are not provided through the regular school budget.

ARTICLE II

MEMBERS

This corporation shall have no members.

ARTICLE III

THE BOARD OF DIRECTORS

Section 1.     **POWERS AND DUTIES:** All corporate powers of the FOUNDATION shall be exercised by or under the authority of the Board of Directors.

Section 2.     **NUMBER OF DIRECTORS:** The number of Directors shall be twelve (12), twelve of whom shall be elected.

Section 3.     **MANNER OF SELECTION AND TERM:**

- A. One member of the Board of Education of the Kings Canyon Educational Partnership Foundation shall be designated annually by the President of that Board to serve as school district representative. That school district representative shall serve at the pleasure of the appointing officer, who shall fill any vacancy which may occur in that position.

- B. Except as to the initial appointment, each elected Director shall serve for a term of three years or until a successor is elected. One-third of the Directors shall be elected each year at the Annual Meeting by a majority vote of the Directors then in office. Nominations for Director may be submitted by individual Board members.

Section 4. VACANCIES: Except as otherwise stated in these Bylaws, any vacancy occurring among the elected members of the Board of Directors shall be filled by a majority vote of the Directors then in office. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

Section 5. QUORUM: FIVE (5) Directors shall constitute a quorum for the transaction of business at any meeting of the Board. 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. Directors may not vote by proxy.

Section 6. COMPENSATION: No Director shall receive, directly or indirectly, any compensation for his or her services as Director. The Board may authorize reimbursement of reasonable expenses incurred by Board member, in connection with attendance at Board meetings.

#### ARTICLE IV

##### OFFICERS

Section 1. NUMBER AND QUALIFICATIONS: The officers of the FOUNDATION shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time appoint.

Section 2. ELECTION AND TERM OF OFFICE: The officers of the FOUNDATION shall be elected annually by the Board of Directors, immediately following the election of Directors, at the regular Annual Meeting. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and qualified.

Section 3. PRESIDENT: Subject to control of the Board of Directors, the President shall have general supervision of the affairs of the FOUNDATION. The President shall preside at all meetings of the Board of Directors, serve as the District Representative and shall have such other duties as may be prescribed by the Board. The President shall serve as an ex-officio member of all Committees, with the exception of the Nominating Committee.

Section 4. VICE-PRESIDENT: In the absence of the President, the Vice-President shall perform the duties of the President. The Vice-President shall have such other powers and duties as may be assigned by the Board.

Section 5. SECRETARY: The Secretary shall act as secretary of all the meetings for the Board of Directors. The Secretary shall perform such additional duties as shall be assigned by the Board. In the absence of the Treasurer the Secretary may serve as the Treasurer.

Section 6. TREASURER: The Treasurer shall be responsible for the accounting for all monies of the FOUNDATION, including depositing and /or investing them in accordance with policy adopted by the Board. The Treasurer shall have such additional powers and duties as may be assigned by the Board. In the absence of the Secretary the Treasurer may serve as the Secretary.

#### ARTICLE V COMMITTEES

Section 1. COMMITTEES: Except as otherwise stated in these Bylaws, the President shall appoint the members and designate the chair of any committee established by the board of directors. Committees shall serve at the pleasure of the Board under such rules and regulations as the Board may approve.

Section 2. EXECUTIVE COMMITTEE: There shall be an Executive Committee composed of the officers of the FOUNDATION. The Executive Committee shall meet at the call of the President or any two officers to conduct the affairs of the FOUNDATION between meetings of the Board. All action taken by the Executive Committee shall be subject to ratification by the Board.

Section 3. OTHER COMMITTEES: The Board may create additional committees as needed.

ARTICLE VI

MEETING

Section 1. ANNUAL MEETING: The Annual Meeting of the Board of Directors shall be held in the month of June at such date, time and place as the Board of Directors shall determine.

Section 2. REGULAR MEETINGS: In addition to the Annual Meeting, regular meetings shall be held at least quarterly and shall be called by the President or any two Directors.

Section 3. NOTICE OF MEETINGS:

A. Notice of the Annual Meeting shall be given to the Directors no more than thirty (30) days nor less than ten (10) days before the meeting.

B. Notice of regular meetings shall be given to all the Directors a minimum of four days prior to the meeting if delivered by first class mail or a minimum of forty-eight (48) hours prior to the meeting if notice is delivered personally, by telephone or by email.

C. Waiver of Notice: The notice requirements contained in these Bylaws may be waived in writing by any Director. All waivers shall be made part of the minutes of the meeting.

D. Action in lieu of a meeting: Any Board action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall consent to such action in writing or email. Such written consent shall be made a part of the minutes of the proceedings. Such action by written consent shall have the same force and effects as the unanimous vote of the Directors.

ARTICLE VII

MISCELLANEOUS

Section 1. FISCAL YEAR: The fiscal year shall begin July 1, and shall end June 30.

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Section 2. RULES: Robert's Rules of Order (in its most recent edition at the date of its use) shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by other specific rules of procedures adopted by the Directors of the FOUNDATION.

Section 3. REPORT TO DIRECTORS: The President shall furnish a written report annually to all Directors of the FOUNDATION.

Section 4. AMENDMENTS: These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the Directors present and voting at any meeting at which a quorum is present. No action shall be taken to amend any Bylaw unless written notice of the proposed amendment(s) shall have been given at least ten (10) days prior to the meeting if delivered by first class mail or email or a minimum of forty-eight (48) hours prior to the meeting if the notice is delivered personally or by email.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the Kings Canyon Educational Partnership Foundation, a California non-profit corporation, and the above Bylaws, consisting of five (5) pages, are the Bylaws of this corporation as adopted at a meeting of the Board of Directors held on December 17, 2017.

  
Aide Garza, Secretary

**ARTICLES OF INCORPORATION  
OF  
KINGS CANYON EDUCATIONAL PARTNERSHIP FOUNDATION, INC.**

**ARTICLE I**

The name of this corporation shall be Kings Canyon Educational Partnership Foundation, Inc.

**ARTICLE II**

The purposes for which this corporation is formed are:

(a) The primary purpose of this corporation is to operate for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 and Section 23701 (d) of the Revenue and Taxation Code of California. This corporation is dedicated to the enhancement of specific educational opportunities within a comprehensive educational system by supporting innovative educational activities which are not normally provided through the regular school budget.

(b) The general purposes and powers are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy, or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation nor shall this corporation participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

**ARTICLE III**

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California and does not contemplated pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.

**ARTICLE IV**

The principal office for the transaction of the business of this corporation is located in the County of Fresno, State of California.

## **ARTICLE V**

The general management of the affairs of this corporation shall be under the control and direction of the board of directors. The number of directors, their terms of office, manner of election and duties shall be set forth in the bylaws of this corporation. All officers and management committees shall be set forth within and their duties and responsibilities established by the bylaws.

## **ARTICLE VI**

The authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members shall be as set forth in the bylaws.

## **ARTICLE VII**

The names and addresses of the persons who are to act in the capacity of incorporating directors until the selection of their successors are:

1. Robert Takacs                      1241 N. Stevens Ave.  
Reedley, CA 93654
2. Russell Hose                        P. O. Box 546, 1500 W. Manning  
Reedley, CA 93654
3. Steve German                        P.O. Box 1228, 1423 11th St.  
Reedley, CA 93654

## **ARTICLE VIII**

This corporation is not organized, nor shall it be operated, for the pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof, being organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable purposes meeting the requirements of Section 214 of the Revenue and Taxation Code, and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer or member thereof or the benefit of any private shareholder or individual. Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable and religious purposes and which has established its tax-exempt status under Section 23701 (d) of the Taxation and Revenue Code. this corporation holds any assets in

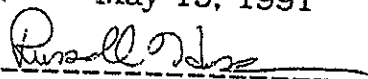
(ARTICLE VIII Cont.) trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court in the county in which this corporation's principal place of business is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation.

#### ARTICLE IX

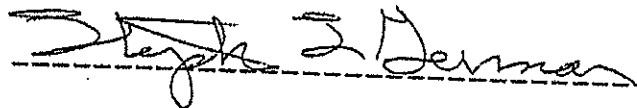
The initial agent for service of process for this corporation shall be Ms. Tomoe Nimori, 675 W. Manning Ave., Reedely, CA 93654

IN WITNESS WHEREOF, the undersigned, being the persons hereinabove named as the first directors, have executed these Articles of Incorporation.

Dated: May 15, 1991

  
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NOTARIZATION OF ARTICLES:

State of California

County of Fresno



On this 5<sup>th</sup> day of June, 1991 be me,  
Dorothy Trujillo personally appeared Robert Takacs,  
Russell Hose and Steve German, known to me to be the persons whose  
names are subscribed on these Articles of Incorporation and  
acknowledged to me that they executed the same.

*Dorothy Trujillo*

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