

**BYLAWS OF
LAFAYETTE PARTNERS IN EDUCATION
("LPIE")**

March 2, 2021

ARTICLE I

The name of this corporation is Lafayette Partners in Education ("LPIE"). Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and Bylaws, LPIE's activities and affairs shall be managed and all corporate power shall be exercised by the Board or, in its discretion, its appointed committees.

ARTICLE II

Offices

Principal Office. The principal office for the transactions of the business of the corporation shall be fixed at such place in Contra Costa County, California as the Board of Directors (Board) may determine from time to time. The Board may change the principal office from one location to another.

ARTICLE III

Purposes

- A. The purpose of LPIE shall be to support and enrich the education of every child in the Lafayette public schools through a community-based effort.
- B. LPIE shall be educational, non-partisan, non-sectarian and non-commercial and shall not carry on propaganda or otherwise attempt to influence legislation, except to an insubstantial degree, or intervene in any political campaign on behalf of any candidate for office. LPIE shall be operated exclusively for educational and charitable purposes. No part of its income shall inure to the benefit of any individual.
- C. LPIE is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes. This corporation is organized exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.) Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry

on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation that receives contributions which are deductible under Section 170 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

Membership

LPIE shall have no members.

ARTICLE V

Board of Directors

- A. Number of Directors. The Board of Directors (Board) shall consist of no more than thirty-three (33) Directors, which number shall constitute the authorized number of Directors until changed by amendment of these Bylaws.
- B. Number and Designation of Directors and Term of Office
 - i. The Board shall consist of the following:

Directors:

- 1. President
- 2. Vice President
- 3. Treasurer
- 4. Secretary
- 5. Past President (Parliamentarian)
- 6. Burton Valley Chair
- 7. Happy Valley Chair
- 8. Lafayette Elementary Chair
- 9. Springhill Chair
- 10. Stanley Chair
- 11. Acalanes Chair
- 12. Fundraising Chair: Annual Giving Campaign
- 13. Fundraising Chair: Business Partners and Community
- 14. Fundraising Chair: Major Donor Campaign
- 15. Events Chair
- 16. Communications Chair: Publications
- 17. Communications Chair: Digital and Social Media
- 18. Burton Valley PTA Representative (Appointed by Burton Valley PTA)

19. Happy Valley Parents' Club Representative (Appointed by Happy Valley Parents Club)
20. Lafayette Elementary PTA Representative (Appointed by Lafayette Elementary PTA)
21. Springhill Parent Faculty Club Representative (Appointed by Springhill PFC)
22. Stanley PTA Representative (Appointed by Stanley PTA)
23. Acalanes Parents' Club Representative (Appointed by Acalanes Parents Club)
24. Art & Humanities Chair
25. Music & Performing Arts Chair
26. STEM Chair
27. Lafayette School District Representative (Appointed by Lafayette School District)
28. Acalanes Union High School Representative (Appointed by Acalanes Union High School District)
- 29-33. Community at Large Representative (Appointed by President) (up to 5)

- ii. Officers of the organization shall consist of one (1) – five (5) per Article V.i. and shall have the authority to sign checks and financial documents.
- iii. School Chairs Directors six (6) – eleven (11) shall be current school parents at the respective school sites.
- iv. The Executive Committee of the Board shall consist of Directors one (1) - seventeen (17) per this Article V. i. Executive Committee may meet as necessary, with or without a quorum.
- v. All elected or appointed Directors shall serve for a one (1) year term from July 1 through June 30 or until his/her successor is elected or appointed and takes office.

C. Elections.

- i. Elections. The officers and directors shall be chosen annually by the board for a one-year term. All shall be elected at a Spring board meeting or at any meeting of the Board designated for the election. Nominations may be made from the floor at that meeting. The election shall be by ballot or any other method as designated by the President. The person or persons receiving the greatest number of votes shall be elected to the Board and will begin their terms on July 1 of that year.

- ii. Appointments
 - a. The school districts served by LPIE -- the Lafayette School District and the Acalanes Union High School District -- may each appoint one representative to the LPIE Board.
 - b. The Parent Organization (PO) at each school site may also appoint one Parent Organization Representative per school. Representatives from school PO's (Officers 18-23 in section V.B.i) shall be the Vice-Presidents of the PO unless otherwise appointed by the PO.
 - c. The President of LPIE may also appoint up to five "Community at Large" representatives to the Board at his/her discretion to fill such duties and responsibilities as the President may choose to assign.
 - d. These appointed directors have the same rights and responsibilities as elected Directors. Appointed directors have one vote per position.
 - e. The failure to choose any appointed director does not nullify any action of the Board.

- iii. Vacancies and Removal of Directors.
 - a. Vacancies. In the event of any vacancy on the Board of Directors (whether by death, resignation, removal or otherwise), the remaining members of the Board may elect a new Director for the remainder of the unexpired term.
 - b. Resignations: Any Officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of the receipt of such notice or any later time specified therein.
 - c. Removal of Directors. The Board may remove any Director from office, with or without cause, by affirmative vote of a two-thirds (2/3) majority of the Board at any regular meeting or at any special meeting called for that purpose.

D. Meetings.

- a. Place of Meetings. Meetings of the Board shall be held at such location designated by the Board with proper notice of the meeting to the Board. Special meetings of the Board may be held either at a place so designated or the principal office.
- b. Participation by teleconference is allowed.
- c. Frequency of Meetings. A minimum of six (6) meetings shall be held per fiscal year.
- d. Special Meetings. Special meetings of the Board may be called at any time by the President or by the Secretary at the request of two (2) Directors. It shall be the duty of the President or Secretary to cause notice to be given by mail, telephone or email to the Directors of the corporation.
- e. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time or place.

- E. Quorum. A simple majority of the Directors shall constitute a quorum for the transaction of business. Except as otherwise provided by these Bylaws, every action taken or decision made by a majority of the Directors present at a duly-held meeting at which a quorum is present shall be the act of the Board.
- F. Voting. Each Director shall be entitled to one vote. Those Directors that share a position are entitled to share a vote. Voting by proxy is not allowed.
- G. Fees and Compensation. Directors may not receive a fee for their services as Directors. Directors may be reimbursed for any expenses actually and reasonably incurred in connection with the performance of their duties as Directors if the same be authorized by vote of the Board. Nothing herein contained shall be construed to preclude any Director from servicing LPIE in any other capacity and receiving compensation thereof.

ARTICLE VI

Committees

- A. Board Committees. The Board, by resolution, may create one or more committees, each consisting of at least one Director and persons who are not Directors, to serve the Board in a designated capacity. Any such committee shall have the authority provided in the Board resolution, except that no committee may take any final action on any matter that, under the California Nonprofit Corporation Law, also requires the approval of a majority of the Directors.
- B. Meetings and Action of Board Committees. Meetings and actions of Board Committees shall be governed by, held and taken in accordance with the provisions of these Bylaws. Minutes shall be kept and filed with the corporate records.
- C. The standing committees that are governed by their respective charters are as follows:
 - a. Audit Committee
 - b. Finance and Investment Committee
 - c. Fundraising Committee
 - d. Human Resources Committee
 - e. Nominating Committee
- D. Advisory Committees. The Board or the President may create one or more committees consisting of Directors and/or persons who are not Directors to advise on matters relating to corporate business.

ARTICLE VII

Insurance and Indemnification

- A. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents of the

corporation, against any liability asserted or incurred by an officer, director, employee or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

- B. Right of Indemnity. To the fullest extent permitted by law, LPIE shall indemnify its Directors, officers, employees and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.
- C. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238(e) whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and if so, the members present at the meeting in person or by proxy shall authorize indemnification.
- D. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this ARTICLE VIII Sections A. and B. above in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE VIII

Records, Reports and Compliance

- A. The corporation shall keep correct and complete records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board, and shall keep at the principal office a record giving the names and addresses of the regular directors entitled to vote. All books and records of the corporation may be inspected by any director, or the director's agent or attorney for any proper purpose at any reasonable time.

B. Annual Financial Statement

The Board shall cause an Annual Financial Statement to be available to the Board within 120 days after the end of the corporation's fiscal year which shall be July 1 through June 30. That report shall contain the following information, in appropriate detail, for the fiscal year:

- i. The cash balances, including the trust funds, of LPIE as of the end of the fiscal year.
- ii. The principal changes in cash balances, including trust funds.
- iii. The revenue or receipts of LPIE, both unrestricted and restricted to particular purposes.
- iv. The expenses or disbursements of LPIE for both general and restricted purposes.
- v. Any information required by Article X of these Bylaws.

C. Tax returns shall be filed annually along with any other filings as required by government agencies.

D. Annual Statements of Certain Transactions and Indemnifications. As part of the annual report, or as a separate document if no annual report is issued, LPIE shall annually prepare and furnish to its Directors a statement of any transaction or indemnification of the kinds described in California Corporations Code Section 5238.

ARTICLE IX

Amendments

New Bylaws may be adopted or these Bylaws may be amended or repealed by a two-thirds (2/3) vote of the Board. The text of any proposed amendment or a summary thereof shall be mailed or distributed to each member of the Board at least ten (10) days prior to any meeting at which said amendment is to be considered.

Certificate of Secretary

I certify that I am the duly elected and acting Secretary of LPIE, LAFAYETTE PARTNERS IN EDUCATION, a California non-profit mutual benefit corporation, that the above Bylaws, consisting of eight (8) pages are the amended and restated Bylaws of this Corporation as adopted by the Directors on March 2, 2021 and that they have not been amended or modified since that date.

Executed _____ at _____

Secretary