

# **BYLAWS OF THE LEWIS CENTER FOUNDATION**

## **ARTICLE I – NAME**

### 1.0 Name

The name of this organization shall be the Lewis Center Foundation (hereinafter referred to as "Foundation").

## **ARTICLE II – OFFICE**

### 2.0 Principal Office

The principal office and address of the Foundation shall be that of the Lewis Center for Educational Research ("LCER"): specifically, 17500 Mana Road, Apple Valley, CA 92307.

## **ARTICLE III – PURPOSES**

### 3.0 Purposes

The Foundation has two purposes (1) supporting the mission of the LCER, which is “to ensure that the schools and programs operated by the LCER prepare students for success in a global society through data-driven, innovative and research proven practices in a safe and inclusive culture,” and (2) to provide supplemental financial support to the LCER and any and all schools and programs it operates. By providing such financial support, the Foundation will enable the LCER:

- a. to serve the educational needs of the communities it serves,
- b. to receive and utilize funds acquired through the solicitation of donations, gifts, grants, and bequests, and
- c. to be a careful steward of the resources entrusted to it.

## **ARTICLE IV – ORGANIZATION AND GOVERNANCE**

### 4.0 Organization and Governance

The Foundation is organized as a subordinate standing committee authorized and sponsored by the LCER Board. Its activities are governed by the Lewis Center Foundation Board which is empowered by and reports to the LCER Board. The Foundation shall at all times

operate and conduct its affairs in compliance with the values and Code of Ethics established by the LCER Board for all of its members and committees.

## **ARTICLE V – LEWIS CENTER FOUNDATION BOARD**

### 5.0 Lewis Center Foundation Board

All business of the Foundation shall be exercised by and under the authority of a managing body known as the Lewis Center Foundation Board (hereafter referred to as "Foundation Board").

### 5.1 Duties

The Foundation Board shall be responsible for the following:

- a. Raise restricted and unrestricted contributions for LCER and its schools and programs;
- b. Direct the administration of restricted and unrestricted trusts and endowment funds and other restricted and unrestricted contributions;
- c. Prepare recommendations to the LCER Board as to policies for the administration of existing endowment, restricted and unrestricted funds;
- d. Foster and promote such programs, events or activities that would have a general appeal to the public; and
- e. Ensure donors' restrictions are adhered to.

### 5.2 Number of Foundation Board Members

The authorized number of voting Foundation Board members shall be not more than 15. Ex officio members of the Foundation Board with a vote will be up to 3 designated LCER Board members appointed by the Chair of the LCER Board, and one high school student from each high school (nominated by the ASB and approved by the principal of that school). The remainder of the Foundation Board members will be parent and community members representing the schools and communities served by LCER.

### 5.3 Qualifications of Foundation Board Members.

Each member should have an interest in and dedication to the goals of the Foundation. Each member should have skills that will assist the Foundation Board in managing the Foundation and meeting its goals. Each member should have an interest in and dedication to furthering the mission of the LCER.

#### 5.4 Election of Foundation Board Members

Except for ex officio members, the Foundation Board members shall be elected at any properly noticed and duly constituted meeting of the Foundation Board by majority vote. Election of members to fill vacancies may occur at any meeting of the Foundation Board.

#### 5.6 Resignation

Any member of the Foundation Board may resign at any time by giving written notice to the Foundation Board Chair. Any such resignation shall take effect on the date of receipt or at any later time specified therein; acceptance of such resignation shall not be necessary to make it effective.

#### 5.7 Vacancies

A vacancy or vacancies on the Foundation Board shall be deemed to exist in the event of resignation, disqualification, or death of a member, or removal of a member (see 5.8), or if the authorized number of members is increased. Vacancies in the membership may be filled by majority vote of the remaining members.

#### 5.8 Removal of Foundation Board Members

The Foundation Board may declare vacant the office of any member who has been absent from regularly scheduled Foundation Board meetings three consecutive times or been found by the Foundation Board to be unacceptable or to have an otherwise unresolvable conflict of interest.

### **ARTICLE VI - MEETINGS**

#### 6.0 Brown Act

As a standing committee of the LCER Board, and notwithstanding any other provision in these bylaws, all meetings of the Foundation Board shall be held in compliance with the requirements of the Ralph M. Brown Act as set forth in Section 54950 of the California Government Code.

#### 6.1 Regular Meetings

Regular meetings of the Foundation Board shall be held at the principal offices of the LCER unless another place is stated in the notice of the meeting. Regular meeting times will be established annually by the Foundation Board, but may be changed as needed. The time and address of the meeting will be included in the formal posting of the meeting and

its agenda. Notice of time and place of the meeting shall be in accordance with the Brown Act and delivered by telephone, electronic communication or first class mail.

## 6.2 Special Meetings

Special meetings of the Foundation Board may be called at any time for any purpose or purposes by the Foundation Board Chair, the LCER Chair of the Board, LCER President/CEO or by a majority of the Foundation Board members then serving.

## 6.3 Attendance at Meetings

Members may participate in meetings through use of conference telephone or similar communications equipment, so long as Brown Act requirements are met. Such participation counts toward determining a quorum.

## 6.4 Quorum

A majority of the authorized number of Foundation Board members constitute a required quorum for the transaction of business at any meeting of the Foundation Board. If a quorum is not present, the members there present shall have the power to adjourn the meeting from time to time until the number of members required for a quorum shall be present. At any such adjourned meeting, any and all business may be transacted which might have been transacted at the meeting as originally noticed, if within 4 business days. A meeting of members at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute the quorum.

## 6.5 Self-Dealing

In the exercise of voting right by Foundation Board members, no member shall vote on any issue, motion or resolution which directly or indirectly inures to his or her benefit or detriment financially. No member of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's members are members have a material financial interest, shall be interested, directly or indirectly, in the contract or transaction, unless otherwise allowed under the provisions of Government Code Section 1090. In the case of a matter to be voted on, which is not a contractual arrangement with a Board member, but a Board member has a financial interest, the non-interested members of the Board may take action as long as the provisions of the Political Reform Act are followed, namely 1) the interested board member discloses the financial interest at the public meeting; 2) the interested Board member recuses him or herself from the discussion and action and leaves the room during the discussion; and 3) such disclosure.

## 6.6 Compensation of Foundation Board Members

Foundation Board members shall serve without compensation except they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

## 6.7 Meeting Minutes

All actions of the Foundation Board shall be duly recorded in minutes which shall be submitted to the LCER Board at its next regular meeting for information and inclusion in the LCER's official records.

## **ARTICLE VII – OFFICERS**

### 7.0 Foundation Board Chair

Annually, the Foundation Board Chair is nominated by the Foundation Board and appointed by the LCER Board Chair.

### 7.1 Chair's Duties

The Chair shall have the responsibility for general leadership and direction of the Foundation Board. The Chair shall preside at all meetings of the Foundation Board and shall have the general powers and duties of management usually vested in the office of chair of a committee and shall have such other powers and duties as may be prescribed by the LCER Board and Lewis Center Foundation job description

### 7.2 Vice Chair

The Foundation Board shall annually elect a Vice Chair from the other members serving on the Foundation Board. In the absence or disability of the Chair, the Vice Chair shall preside at the meetings of the Foundation Board, shall perform all the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair

## **ARTICLE VIII – COMMITTEES**

### 8.1 Committees

The Foundation Board may, if approved by a majority of the authorized number of members, designate one or more committees to serve at the pleasure of the Foundation (e.g., Annual Fund, Special Events, etc.) Any committee shall have all responsibilities and authority designated by the Foundation Board.

## ARTICLE IX – GIFTS

### 9.0 Generally

The Foundation is authorized to accept gifts to the Lewis Center Foundation. "Gift" includes the transfer of money or other property of any kind, real, personal or mixed, or any interest in property, and whether made by delivery, grant, conveyance, payment, device, bequest or any other method of transfer.

### 9.1 Terms of Gifts

Each donor by making a gift to the Foundation accepts and agrees to all the terms of the LCER Articles of Incorporation and these Bylaws, and provides that the fund so created shall be subject to the provisions for presumption of donor's intent, for modification or restrictions or conditions for amendments and termination, and to all other terms of the LCER's Articles of Incorporation and these Bylaws, each as from time to time amended.

### 9.2 Gifts in Trust

If a gift is made in trust to make income or other payments for a period of a life or lives or term of years, to any individuals or for noncharitable purposes, followed by payments to the Foundation, or in trust to make income or other payments to the Foundation, followed by payments to any individuals or for noncharitable purposes, only the payments to the Foundation shall be regarded as Foundation funds, subject to the LCER Articles of Incorporation and these Bylaws, and then only when the Foundation becomes entitled to their use. The LCER Board may take such actions from time to time as it deems necessary to protect the Foundation's rights to receive such payment.

The Foundation may act as Trustee of Trusts in which LCER has an interest.

### 9.3 Restricted Gifts

Any donor may, with respect to a gift made by such donor to the Lewis Center Foundation and subject to these Bylaws, give directions in the instrument of gift or transfer as to:

- a. Specific charitable purposes or particular charitable organizations to be supported;
- b. Manner of distribution, including amounts, times, and conditions of payments and whether from principal and/or income; and
- c. A name as a memorial or otherwise for a fund given, or addition to a fund previously held or anonymity for the gift.

#### 9.4 Segregation of Gifts

No gift shall be required to be separately invested or held unless the donor so directs, or it is necessary in order to follow any other direction by the donor as to purpose, or in order to prevent tax disqualification, or it is required by law. Directions for naming a fund as a memorial or otherwise may be satisfied by keeping under such name accounts reflecting appropriately the interest of such fund in each common investment.

#### 9.5 Interpretation of Restrictions

- a. Each fund of the Foundation shall be presumed to be intended:
  - i. To be used only for charitable purposes;
  - ii. To be productive of a reasonable return of net income over a reasonable period of time.
  - iii. To be used only for such of those purposes and in such manner as not to disqualify the gift from deduction as a charitable contribution, gift or bequest in computing any federal income, gift or estate tax of the donor or his estate and not to disqualify the Foundation from exemption from federal income tax as a qualified charitable organization described in Section 501(c)(3) of the Internal Revenue Code.
- b. If a direction by the donor, however expressed, would, if followed, result in use contrary to the intent so presumed, or if the LCER Board is advised by legal counsel that there is substantial risk of such result, the direction shall not be followed, but shall be varied by the LCER Board so far as necessary to avoid such result; provided, however, that if the donor has clearly stated that compliance with the direction is a condition of the gift, then the gift shall not be accepted unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed. Reasonable charges and expenses of counsel for such advice and proceedings shall be proper expenses. For purpose of these Bylaws, "charitable purposes" include charitable, educational and scientific purposes, contributions for which are deductible under Sections 170(c) (1) and 170 (c) (2) (B) of the Internal Revenue Code, and "qualified charitable organization" means an organization which is described in Section 170(c) (1) or (2) of the Internal Revenue Code.

#### 9.6 Powers of Foundation Board

Notwithstanding any provision in these Bylaws or in any instrument of gift or transfer creating or adding to a fund of the Foundation, the Foundation Board shall have the power, subject to approval by the LCER Board, to modify any Foundation designated restriction or

condition on the distribution of funds for any specified charitable purposes or on the manner of the distribution of such funds, if in the judgment and discretion of the Foundation, the restriction or condition is unnecessary, incapable of or not reasonably susceptible of fulfillment, or not in the best interest of advancing the charitable purposes of the Foundation.

## **ARTICLE X – MISCELLANEOUS PROVISIONS**

### 10.0 Amendment of the Bylaws

These Bylaws shall become effective upon adoption by the Lewis Center Foundation (after affirmative vote of a majority of the Foundation Board) and approval by the LCER Board. New Bylaws may be adopted or these Bylaws may be amended or repealed by the same process.

### 10.1 Parliamentary Authority

The most recent edition of Robert's Rules of Order Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws.

### 10.2 Checks, Drafts, and Notes

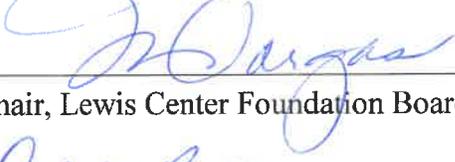
All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Foundation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by the LCER Board .

### 10.3 Segregation of Gift Annuity Reserve Funds

The Foundation shall at all times maintain a reserve fund adequate to meet the future payments under its outstanding annuity contracts.

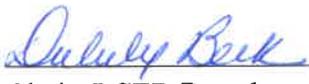
Approval Signatures

These Bylaws were adopted by the Lewis Center Foundation Board on October 15, 2019, and were approved by the LCER Board on November 12, 2019

  
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Chair, Lewis Center Foundation Board

12/12/19  
Date

  
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Chair, LCER Board

12/2/19  
Date