

**BYLAWS OF**  
**THE ROOSEVELT ELEMENTARY EDUCATIONAL FOUNDATION, INC.**  
**A California Non-Profit Public Benefit Corporation**

**Date Approved: June 5, 2007**  
**Date Effective: August 27, 2007**

**ARTICLE 1: NAME OF CORPORATION**

**1.1** The name of this corporation shall be **The Roosevelt Elementary Educational Foundation** (hereinafter, the "Corporation").

**ARTICLE 2: PRINCIPAL OFFICE OF THE CORPORATION**

**2.1** The principal office for the transaction of the activities and affairs of the Corporation is located at: **Roosevelt School, 1990 Laguna Street, Santa Barbara, in Santa Barbara County, California 93101.**

**ARTICLE 3: GENERAL AND SPECIFIC PURPOSES**

**3.1** The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public charitable and educational purposes. The specific purpose of the Corporation is to enrich the experience of students by seeking resources (such as funds, materials and services) that will help support the social, emotional and academic development of students at Roosevelt School, a public elementary school in Santa Barbara, California. These resources shall be directed toward educationally-focused goals that further the interests of students, staff, parents and community. Specific activities funded by the Corporation may include, but are not limited to, providing funding for instructors and other related personnel; educational materials, supplies, equipment, and furniture; facilities improvement, repair, and maintenance; extracurricular activities for students; enhancement of school safety; and other expenditures related to the legitimate purposes of the Corporation and as allowed by law.

**3.2** The Corporation is organized exclusively for charitable and educational purposes, within the meaning of Internal Revenue Code section 501(c)(3), or the corresponding provisions of any future United States internal revenue law. Despite any further provision in these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of the Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3), or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2), or the corresponding provision of any future United States internal revenue law.

#### **ARTICLE 4: CONSTRUCTION AND DEFINITIONS**

**4.1** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

#### **ARTICLE 5: DEDICATION OF ASSETS**

**5.1** The Corporation’s assets are irrevocably dedicated to public benefit and charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code Section 501(c)(3).

#### **ARTICLE 6: MEMBERS**

**6.1** **Members.** All parents, guardians, teachers and staff who are registered with Roosevelt Elementary School shall be eligible to be Members; however, only those persons who have completely filled out and signed the membership application shall be a Member with voting rights and shall have the right to vote, as set forth in these bylaws, on:

- (a) the election of directors;
- (b) the general annual budget and all budget amendments presented throughout the year;
- (c) all amendments to these bylaws; and
- (d) any election to dissolve the corporation.

In addition, Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE 7: GENERAL AND SPECIFIC POWERS OF THE BOARD**

**7.1 General Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law, and any other applicable laws, and subject to any other limitations of the Articles of Incorporation or Bylaws, the Corporation's activities and affairs shall be managed by or under the direction of the Board.

**7.2 Specific Powers.** Without prejudice to the General Powers set forth in Article 7.1 of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following:

(a) Prescribe powers and duties for specific Board directors as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service.

(c) Borrow money and incur indebtedness on the Corporation's behalf, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(d) Adopt and use a corporate seal; prescribe forms of membership certificates, and alter the forms of the seal and certificates.

(e) Propose amendments to these Bylaws and assure adequate notice is given of the proposed changes in the notice of the meeting at which such action is taken.

(f) As Members of the Corporation themselves, vote on all action items enumerated in section 6.1 above.

## **ARTICLE 8: NUMBER AND QUALIFICATIONS FOR DIRECTORS; ELECTIONS; TERM OF SERVICES; RESTRICTIONS**

**8.1 Number of Directors; Principal of Roosevelt School as Non-voting Advisory Director.** The Board shall consist of at least five (5), but no more than fifteen (15) directors, unless changed by amendment to these Bylaws. The seats shall be numbered one (1) through fifteen (15). The Principal of Roosevelt School may sit on the Board as a non-voting advisory director in an unnumbered seat, and shall be entitled to all notices of meetings of the Board as set forth in these Bylaws. In addition, the teaching staff at Roosevelt School may elect a Teacher Liaison who may serve on the Board as a non-voting advisor. The number of directors authorized by this Article and Paragraph shall be exclusive of the Principal and Teacher Liaison. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board.

**8.2 Qualifications.** The qualifications for a director are as follows: A director must:

- (a) be at least eighteen (18) years of age;
- (b) support the goals and objectives of the Corporation, as set forth in these Bylaws; and
- (c) be a registered Member of the Roosevelt School community; and
- (d) not otherwise be excluded from serving as a director of the Corporation by these Bylaws, or by state or federal law.

**8.3 Interested Persons.** No more than forty-nine (49) percent of the persons serving on the Board may be “interested persons.” An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law, of such person. However, any violation of this Paragraph 8.3 shall not affect the validity or enforceability of transactions entered into by the corporation.

**8.4 Nominating Committee.** The President shall appoint a committee to nominate qualified candidates for election to the Board at least sixty (60) days before the date of any election of directors. The nominating committee shall make its report at such other time as the Board may set, and the Secretary shall announce the list of all candidates nominated by the committee as well as any other candidates who indicate a desire to serve.

**8.5 Communications by Nominee.** The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate in writing to Members the nominee’s qualifications and the reasons for the nominee’s candidacy and a reasonable opportunity for all Members to choose among the nominees by written ballot.

**8.6 Elections.** All directors shall be elected by written ballot of the Members in the late spring each year, except in 2007 when the directors shall be elected in early fall. The Members shall have the right to cast one vote for each available director seat. A simple majority is needed for a director to be elected into office. The ballots shall be collected and tabulated and the new directors shall be officially announced at the last Corporation meeting held in the late spring.

**8.7 Term of Office.** The term of office of each director shall commence at the beginning of the academic year (July 1) and extend for two years (24 months). Directors elected to fill a vacancy shall finish out the term of office of the director being replaced. Half of the board shall be elected each year. The term for even-numbered seats

shall commence in even numbered years, and the term for odd-numbered seats shall commence in odd-numbered years. (For example, odd-numbered seats commence on July 1, 2007 for the 2007-08 academic year.)

## **ARTICLE 9: VACANCIES, REMOVALS, AND RESIGNATIONS OF DIRECTORS; REDUCTION IN NUMBER OF DIRECTORS**

**9.1 Vacancies.** A vacancy or vacancies on the Board shall occur in the event of (a) the death, removal, or resignation of any director; (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the increase of the authorized number of directors; or (d) the failure of the directors, at any meeting at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting.

**9.2 Resignation.** Except as provided below, any director may resign by giving written notice to the President of the Board or the Secretary of the Board. The resignations shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the California Attorney General, no director may resign if the Corporation would be left without a duly elected director or directors.

**9.3 Removal.** Any director may be removed, with or without cause, by the vote of the majority of the Members of the Corporation attending a special meeting called for that purpose, or attending a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in the notice.

Any director who does not attend three (3) successive board meetings will be automatically removed from the Board without Board resolution unless (a) the director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting; (b) the director suffers from an illness or disability that prevents him or her from attending meetings, and the Board, by resolution, waives the automatic removal procedure of this sub-article; or (c) the Board, by resolution of a majority of Board directors, agrees that a director who has missed three meetings may be reinstated.

**9.4 Reduction in Number of Directors.** Any reduction in the authorized number of directors shall not result in any director being removed before their term of office expires.

**9.5 Not Applicable to Principal.** Notwithstanding the provisions of this Article, the Principal of Roosevelt School shall not be removed from her capacity as a non-voting advisory director except by amendment of these Bylaws.

## **ARTICLE 10: MEETINGS OF THE BOARD**

**10.1 Place and Format of Board Meetings.** It is the intent of the Corporation that it serve as the open forum for all members of the Roosevelt School community to meet and discuss pertinent issues in a public and transparent fashion and to conduct other forms of communication that further these purposes. Therefore, meetings of the Board shall be held at the principal business office (Roosevelt Elementary School), unless due to an emergency, at which time adequate notice shall be provided to all Members. Meetings shall be open to all Members of the Corporation and no official business of the Corporation shall be conducted without a quorum of the Board of Directors and without being open and noticed to all Members. Members who may be in attendance shall be permitted a reasonable opportunity to ask questions of and express opinions to the Board.

**10.2 Notice Requirements.** Every effort shall be made to keep Members informed about business, discussions and decisions of the Corporation. Notice of the time, date, place and proposed agenda of all meetings shall be given to all Members by (a) a sign posted in a prominent location on the school campus; (b) electronic mail to all Members who have provided an email address; and (c) other electronic means, if applicable. Notices shall be posted at least five (5) days prior to each meeting, except notices shall be sent and posted at least fourteen (14) days prior to any meeting at which proposed amendments to these Bylaws will be decided and/or the annual budget is adopted.

**10.3 Annual Meetings.** The annual meeting of the Board shall be held each year in September at which time new Board directors shall be announced and the annual budget for the academic school year shall be presented by the chair of the Budget Committee and adopted by vote of all current Members.

**10.4 Quorum.** A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. In no case shall a quorum be constituted of fewer than five directors. 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 an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of, and appointments to, committees of the Board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken, or decision made, is approved by at least a majority of the required quorum for that meeting.

## **ARTICLE 11: COMPENSATION AND REIMBURSEMENT FOR DIRECTORS AND OFFICERS**

**11.1** Directors and officers may receive such compensation, if any, for reimbursement of expenses only.

## **ARTICLE 12: COMMITTEES OF THE CORPORATION**

**12.1 Creation and powers of committees of the Board.** The Board may form committees consisting of either Board directors and/or non-Board directors. Committees shall serve at the pleasure of the Board and shall report to the Board. Committees shall take no actions which bind the Board without prior board approval. For every committee, there must be a director of the Board overseeing it.

**12.2 Budget Committee.** A Budget Committee shall be a standing committee of the Board. The Budget Committee shall be appointed by the Board and shall include the Board Treasurer, as chairperson, the principal or her representative, the president of the Board or his/her representative, and at least three (3) Members. The committee shall:

- (a) advise Board directors to submit suggestions;
- (b) meet to prepare the budget for the following academic year;
- (c) review past budgets, income and expenditures;
- (d) survey priority needs and desires of the Members;
- (e) estimate probable income from all sources;
- (f) balance probable income with probable expenses;
- (g) allow a reserve fund to cover unbudgeted items and emergencies;
- (h) present a proposed budget to the Board of directors for its consideration and for recommendation to the Members at a meeting in late spring.

**12.3 Nominating Committee.** A Nominating Committee shall be a standing committee of the Board and shall abide by and administer nominating and elections procedures established by the Board.

## **ARTICLE 13: OFFICERS OF THE CORPORATION**

**13.1 Officers; Offices Held.** The officers of the Corporation shall be a President, a Secretary, and a Treasurer. All officers shall be directors, and no non-directors shall be officers. The Corporation, at the Board's discretion, may also elect one or more Vice Presidents, one or more assistant secretaries, one or more assistant

treasurers, and such other officers as may be appointed under these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President of the Board.

**13.2 Election of Officers.** The officers of the Corporation, except any appointed under this Article, shall be chosen annually by the Board, and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

**13.3 Appointment of Officers.** The Board may appoint any other officers that the Corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties, specified in the Bylaws or established by the Board. Other Board officers MAY include:

(a) Parliamentarian – keeper of the rules and may assist President in preparing all meeting agendas and conducting voting and discussion on motions and amendments;

(b) Event Liaison – provides board liaison to event committee chairs and assures that REEF financial procedures, insurance considerations and other policies are handled appropriately;

(c) Financial Secretary – works closely with the Treasurer helping to organize and implement all financial procedures;

(d) Corresponding Secretary – responsible for writing mailings, letters and newsletters to Members and Roosevelt School community;

(e) Membership Secretary – coordinates annual membership drive and maintains the master Members registry throughout the year;

(f) Volunteer Coordinator – coordinates volunteer outreach, including designation of class homeroom parents, and assists committee chairs to find the help they need; and

(g) Auditor – responsible for preparing annual audit to ensure financial integrity of REEF financial records.

**13.4 Resignation of Officers.** Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received, or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

**13.5 Removal of Officers.** Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause.

### **13.6 Responsibilities of Officers.**

(a) President. The president, subject to the control of the Board, shall preside at board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. The President shall be the general manager of the Corporation, and shall supervise, direct, and control the Corporation's activities, affairs, and officers. The President shall have such other powers and duties as the Board or the Bylaws may require.

(c) Vice Presidents. If the President is absent or disabled, the Vice Presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a Vice President designated by the Board, shall perform all duties of the President. When so acting, a Vice President shall have all powers of, and be subject to all restrictions on, the President. The Vice Presidents shall have such other powers, and perform such other duties, as the Board or the Bylaws may require.

(d) Secretary. The Secretary shall keep, or cause to be kept, at the Corporation's principal office, or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, including committee reports to the Board. The minutes of the meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; and the names of the persons present at Board and committee meetings. The Secretary shall keep, or cause to be kept, at the principal California office of the Corporation, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall keep, or cause to be kept, at the Corporation's principal office a record of the Corporation's officers and directors, showing each officer's or director's name, address, and title, and each Member's name, address and email address. The Secretary shall give, or cause to be given, notice of meetings of the Board, and of committees of the Board, that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody, and shall have such other powers, and perform such other duties, as the Board or the Bylaws require.

(e) Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties, and transactions. The Treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

The Treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (ii) disburse the Corporation's funds as the Board may order; (iii) render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and (iv)

have such other powers and perform such other duties as the Board or the Bylaws may require.

If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on their death, resignation, retirement, or removal from office.

#### **ARTICLE 14: CONTRACTS WITH DIRECTORS AND OFFICERS**

**14.1** No director of the Corporation nor any other corporation, firm, association, or other entity in which one or more of the Corporation's directors are directors, or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with the Corporation, unless (a) the material facts regarding that director's financial interest in such contract or transaction, or regarding such common directorship, officership, or financial interest are disclosed in good faith, and noted in the minutes, or are known to all directors of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose, without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board considers and, in good faith, decides, after reasonable investigation, that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation, for its own benefit, enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction was entered into.

**14.2** This Article does not apply to a transaction that is part of an educational or charitable program of the Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (b) results in a benefit to one or more of the directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of the Corporation.

#### **ARTICLE 15: LOANS TO DIRECTORS AND OFFICERS**

**15.1** The Corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of their duties, if that director or officer would be entitled to reimbursement for such expenses by the Corporation.

## **ARTICLE 16: INSURANCE; INDEMNIFICATION**

**16.1 Insurance.** The Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity, or arising from the officer's, director's, employee's, or agent's status as such.

**16.2 Indemnification.** To the fullest extent provided by law, the Corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 5328(a), including persons formerly occupying such positions, 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 Article, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code section 5238(c), the Board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification.

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 in defending any proceeding covered by this Bylaw 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 that the person is entitled to be indemnified by the Corporation for those expenses.

## **ARTICLE 17: CORPORATE RECORDS**

**17.1 Maintenance of Records.** The Corporation shall keep the following:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of the Board and reports of committees of the Board;
- (c) A record of each director and officer's name and address; and
- (d) A record of each Member's name, address and email address.

**17.2 Right to Inspect.** Every Member shall have the absolute right at any reasonable time, and under the supervision of a Board director, to inspect the

Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary, if any. The inspection may be made in person, or by the director's agent or attorney. The right to inspection includes the right to copy and make extracts of documents.

### **ARTICLE 18: REQUIRED REPORTS**

**18.1 Annual Report.** The Board shall cause an annual report to be sent to the directors within one hundred twenty (120) days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation, as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The Corporation's expenses and disbursements for both general and restricted purposes;
- (e) A written statement from the appointed audit committee that a satisfactory audit was prepared from the Corporations books and records; and
- (f) Any other information required by these Bylaws.

The requirements of an annual report shall not apply if the Corporation receives less than \$25,000.00 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors.

**18.2 Annual Statement of Certain Transactions and Indemnifications.** As part of the annual report to directors, or as a separate document if no annual report is issued, the Corporation shall, within one hundred twenty (120) days after the end of the Corporation's fiscal year, annually furnish to each director a statement of any transaction or indemnification of the following kind:

- (a) Any transaction (i) in which the Corporation, or its parent or subsidiary, if any, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000.00, or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000.00. For this purpose, an "interested person" is any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest).

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that, if the transaction was a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnification or advances aggregating to more than \$10,000.00 paid during the fiscal year to any officer or director of the Corporation under Article 17 of these Bylaws, unless that indemnification has already been approved by the directors under Corporations Code section 5238(e)(1).

#### **ARTICLE 19: HEADINGS**

**19.1 Headings:** The headings used in these Bylaws are intended for convenience only, and shall not affect the construction and interpretation of these Bylaws.

#### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of The Roosevelt Elementary Educational Foundation, Inc., a California nonprofit public benefit corporation; that these Bylaws, consisting of fifteen (15) pages, including this page, are the bylaws of the Corporation as adopted by the Board of Directors on \_\_\_\_\_; and that these Bylaws have not been amended or modified since that date.

Executed this \_\_\_\_\_ day of \_\_\_\_\_, at Santa Barbara, California.

\_\_\_\_\_  
Signature of Secretary of the Corporation

\_\_\_\_\_  
Printed name of the Secretary of the Corporation