
Section 1 — Board of Directors and Board Members

A. Authority, Duties and Responsibilities of the Board and Board Members**Policies:****1.1 Authority**

The activities and affairs of the Foundation shall be conducted and all corporate powers shall be exercised by or under the direction of the Foundation's board. The board may delegate its authority to committees and individuals but shall retain the ultimate authority for the direction of the Foundation.

1.2 Duties and Responsibilities of Board Members

It shall be the duty of a board member/director to attend meetings of the board, to participate in those meetings in good faith and vote on matters brought before the board, in a manner such director believes to be in the best interests of the Foundation and with the care, including reasonable inquiry, an ordinarily prudent person in a like position would use under similar circumstances.

1.3 Board Actions

With the sole exception of action taken by unanimous consent of every board member, the board may only take valid action by means of a legally called and held meeting.

1.4 Limited Authority

No board member shall represent to any person that the board will take a specific action at a future date.

1.5 Public Benefit

The members of the board acknowledge that the Foundation is formed for public benefit such that the assets and activities of the Foundation are devoted to fulfilling the state purposes of the Foundation and are subject to regulation by the California Attorney General.

1.6 501(c)(3) Tax-Exemption

Each board member and the board acknowledges that the Foundation enjoys a special tax-exemption under Section 501(c)(3) of the Internal Revenue Code which allows donors to claim deductions for charitable contributions to the Foundation, special mailing rates, and other privileges. The board and its individual members shall act so as to preserve the tax-exempt status, by monitoring the Foundation's compliance with the restrictions on its ability to engage in non-tax-exempt functions such as political campaigns.

1.7 No Commingling

The board and its members shall insure that Foundation funds are not commingled with those of ACSA. However, this restriction shall in no way prohibit the Foundation from

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obtaining or contracting with ACSA for services such as management, office space, and equipment.

1.8 Fiscal Year

The fiscal year of the Foundation shall commence July 1 and end June 30.

1.9 Annual Budget

The board shall adopt and maintain an annual operating budget.

1.10 Revisions

The board shall periodically review the provisions of this Policies & Procedures Manual so as to insure that those provisions are current and relevant.

Procedures:**1.11 Amendments to Manual**

The board may revise this manual at any time by adopting new provisions or amending existing provisions.

1.12 Quorum Rule

The quorum is a majority of the number of directors. Except as otherwise provided by the bylaws, the affirmative vote of a majority of the directors present at a meeting is required to accomplish valid board action.

If a quorum is present at the start of a meeting, but directors withdraw and leave less than a quorum — the remaining directors may continue to transact business, if any action taken is approved by at least a majority of the required quorum for the meeting.

Example: Assuming the Foundation has 26 directors, 14 must be present to constitute a quorum. Twenty directors attend the meeting, but 10 withdraw, leaving 10 directors. The quorum has been lost because the quorum is 14. However, the remaining directors may continue to do business, as the board, if the affirmative vote of those remaining equals a majority of the quorum — or in this example — 8.

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B. Authority, Duties and Responsibilities of Officers**Policies:****1.13 Authority/Composition**

The officers of the Foundation shall be the same in title, duties, and identity as the officers of the Association of California School Administrators.

1.14 Duties and Responsibilities

The officers shall perform those duties that are usual to their position and that are assigned to them by the Board of Directors, including those duties that are set forth in the *Policies and Procedures Manual* from time to time. In addition, the president acts as chairman of the board, the president-elect acts in place of the president when the president is not available. The vice-president is the secretary-treasurer (chief financial officer) of the Foundation.

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C. Authority, Duties and Responsibilities of the Executive Committee**Policies:****1.15 Authority/Composition**

The Executive Committee of the Foundation shall be the same in title, duties, and identity as the Executive Committee of the Association of California School Administrators.

1.16 Duties and Responsibilities

The Executive Committee shall have the authority to act on behalf of the board as a "quick response team" between board meetings, provided that it shall not act on matters that are specifically withheld by the full board; and, further provided that it shall report all of its actions to the full board at the next meeting.