BYLAWS

OF

CERRITOS ELEMENTARY EDUCATIONAL FOUNDATION (CEEF)
a California Nonprofit
Public Benefit Corporation
Incorporated November 1, 2005

FEIN: 203717265
Corporation Number: 2808355
CA Charitable Trust RCT Registration Number: CT0294170

ARTICLE I

The name of this corporation shall be:

Cerritos Elementary Educational Foundation

ARTICLE II

OFFICES

The principal office for the transaction of the business of the corporation ("principal office") shall be at a place designated by the Board of Directors within the boundaries of the local school district. The principal office of the Corporation for its transaction of business is located in the City of Cerritos and County of Los Angeles, California, at Cerritos Elementary School, 13600 E. 183rd St.

ARTICLE III

OBJECTIVES AND PURPOSES

The objectives and purposes of this corporation shall be to promote and support the educational needs of the students, teachers, and staff at Cerritos Elementary School. Priority of funding for programs and/or staff salary will be given to those that directly affect the education and enrichment of the majority student body. To accomplish these purposes, the corporation shall:

Conduct fundraising, accept contributions, donations, grants, bequests and gifts of money, real and personal property from individuals, foundations, or other public or private organizations.

Not to "bank" or hold monies from individuals, foundations, or other public or private organizations that are not a direct, vested, or sponsored interest of the corporation.

ARTICLE IV

DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to the purposes set forth hereinabove. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation.

The decision for the allocation of funds held by this corporation will be decided by the Board of Directors. The staff may be surveyed via paper or electronic voting on how they see fit to use funds. The Board of Directors must take this into consideration when allocating funds for programs and/or staff salaries, however they do not have to adhere to the outcome of the surveys of the staff.

If monies are transferred to the general account of Cerritos Elementary or ABCUSD, then it must be documented in the minutes by the Secretary on how the funds are being used by the school.

If the Board of Directors votes to dissolve this corporation, then a committee of five (5) Cerritos Elementary staff members and/or current CEEF board members will be asked to oversee the disbursement of the remaining funds that were held by the corporation. The Board of Directors that votes to dissolve the corporation must leave explicit written instructions for the disbursement of the funds. The Board must appoint all members of the dissolution committee. If one member of the dissolution committee resigns, then the remaining committee members must appoint a replacement.

If during the dissolution the committee finds four (4) people who meet the officer criteria, then a new board may be formed and the dissolution halted.

ARTICLE V

MEMBERSHIP

Section 1. Qualifications. In accordance with the Articles of Incorporation of the corporation and with Section 5310 of the California Nonprofit Public Benefit Corporation Law, the corporation shall have no members within the meaning of Section 5065 of that law. All action which would otherwise require approval by a majority of all members or approval by members shall require only approval by the corporation's Board of Directors, and all rights which would otherwise vest in members shall vest in the directors.

To qualify for membership in the Board of Directors, a person must

1) be a parent or legal guardian of a child at Cerritos Elementary or
2) be a staff member at Cerritos Elementary

Section 2. Persons Associated with the Corporation. The Board of Directors may create any councils, committees, advisory committees, honorary memberships or other bodies which it deems to be appropriate and in furtherance of the purpose and objective of the corporation. The Board of Directors may vote:

(a) for the election of a director or the filling of a vacancy on the board or for the election of any officer, or
(b) on the disposition of all or substantially all of the assets of the corporation; or
(c) on a voluntary dissolution of the corporation; or
(d) on amendments to the corporation's Articles of Incorporation or Bylaws

Section 3. Removal from the Corporation Board of Directors, officers, members, and committee members may be dismissed for the following reasons:

(a) If a person slanders, bullies, harasses another director, officer, member, committee member, staff of Cerritos Elementary, or any other person. Means of the slander, bullying, harassment may be verbal, written, or by electronic means. A written statement must be presented to the Board. They will then discuss and vote on removal. A 2/3 vote is needed for removal. All actions must be recorded in the minutes.
(b) Directors, officers, members, committee members shall not use the corporation for political backing of a person or measure (city, county, district, school district, state or federal). The corporation's website, social media, letterhead, or platform may not be used to support a political candidate or measure.
(c) When Directors, officers, members, committee members fail to attend three (3) consecutive meetings without adequate excuse or when the person is not fulfilling the responsibilities of the office as prescribed in the Bylaws, or engages in conduct which the executive board determines to be injurious to the organization or its purposes, the executive board may by a two-thirds (2/3) affirmative vote, of the entire executive board, take such action as it determines appropriate, which may include asking for the resignation or removal of the person.

Those who have committed any of the preceding will be dismissed from the board by writing. The dismissal must be recorded in the minutes.

ARTICLE VI

DIRECTORS

Section 1. Powers.

(a) General Corporate Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.
(b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power and authority to:

(1) Select and remove all officers, agents and employees of the corporation, prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws.

(2) Change the principal executive office or the principal business office in the State of California from one location to another within the boundaries of the local school district.

Section 2. Number and Qualification of Directors. The authorized number of directors shall be a minimum of **four (4)** until changed by an amendment to this Bylaw. The director positions that must be primarily filled are: President, First Vice President or Second VP of Fundraising, Secretary, and Treasurer. All directors must meet the qualifications as outlined in Article V, Section 1 of this document.

Section 3. Election and Term of Office. The Board of Directors shall be composed initially of no less than four (4) directors serving a 2 year term. The term of president and secretaries (2) shall expire on all even years and the treasurer, vice-president and chairman terms will expire on all odd years. Each director, in addition to a chairperson, shall hold office until the expiration of the term for which elected and/or until a successor has been elected and qualified or until his earlier resignation or removal or his office has been declared vacant in the manner provided in these Bylaws.

(a) Nominations for open offices shall begin one month prior to the annual election meeting. Elections shall be held by ballot at the annual election meeting in April. If there is but one nominee for any office, the ballot for that office may be dispensed with and the election held by voice vote.

(b) Officers shall assume their duties with their term beginning on July 1st and ending on June 30th following our fiscal calendar.

Section 4. Vacancies.

(a) Events Causing Vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director, (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached any duty under Section 5230 et seq. of the California Nonprofit Public Benefit Law, (iii) the vote of a majority of the members of the Board of Directors to remove a director.

(b) Resignation. Any director may resign effective thirty (30) days from submission of written notice to the Board of Directors of the corporation. Email is considered a written notice.

(c) Vacancies Filled by Board. Vacancies on the Board of Directors may be filled by a majority of the remaining directors. Each director so elected shall hold office until the expiration of the term of the office which he has been chosen to fill and until a successor has been elected and qualified.

Section 5. Place of Meetings. Regular meetings of the Board of Directors shall be held at Cerritos Elementary School, via electronic transmissions or through electronic video screen communication or at an alternate location agreed upon by the Board of Directors. Special meetings of the Board shall be held at the principal executive office, via electronic transmissions or through electronic video screen communication or at any place within the County of Los Angeles or County of Orange as may be designated from time to time by the Board of Directors or by written consent of the directors. If no principal office has yet been designated or if larger meeting facilities are needed, the meetings of the Board of Directors, regular or special, may from time to time, be held at meeting facilities provided by the local school district as an accommodation to the corporation or via electronic transmissions or through electronic video screen communication.

Section 6. Annual Opening Meeting. The annual opening meeting of directors shall be held at the principal office of the corporation, via electronic transmissions or through electronic video screen communication or at an alternate location agreed upon by the Board of Directors prior to the start of the school year. (At such meetings, officers and directors shall begin business for the school year and any other proper business may be transacted.) Notice of this meeting shall not be required.

Section 7. Annual Wrap Up Meeting. The annual wrap up meeting shall be a meeting attended by all officers at the principal office of the corporation, via electronic transmissions or through electronic video screen communication or at an alternate location agreed upon by the Board of Directors no later than June 30th. All business for the school year must be closed. The treasurer shall give the final actual accounting of business for the school year. Officers, directors, and committee members for the following school year shall be elected or appointed. The term for new officers and/or directors shall begin on July 1. Notice of this meeting shall not be required.

Section 8. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice, provided the notice of any change on the time of any such meetings shall be given to all of the directors. Notice of a change in the determination of the time shall be given to each director in the same manner as notice for special meetings of the Board of Directors.

Section 9. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the chairman of the Board or the president or any three directors.

Notice of the time and place of special meetings shall be delivered to each director. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered by email or by telephone, it shall be delivered at least forty-eight (48) hours prior to the time of the holding of the meeting.

Section 10. Quorum. A quorum constitutes a majority of the Board of Directors for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. It includes (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required quorum for such meeting, it would be considered legally binding.

Section 11. Attendance by Others. At open meetings, other district employees, committee members, and the general Cerritos Elementary community may attend meetings; however, they shall have no vote on any such meetings.

Section 12. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 13. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing, or email, or by text message to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 14. Fees and Compensation of Directors. Directors and members of committees may receive such compensation, if any, for reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

ARTICLE VII

COMMITTEES OF THE BOARD

Section 1. Committees. The Board of Directors may designate one or more committees, each consisting of one (1) or more directors, and one (1) or more chairmen, to serve at the pleasure of the Board. Any such committee does not have the authority with respect to:

(a) the approval of any action which, under the Nonprofit Public Benefit Corporation Law of California, required Board approval or approval by a majority of the Board of Directors;

(b) the filling of vacancies in the Board of Directors or in any committee without the Executive Board's approval;

(c) the amendment or repeal of Bylaws or the adoption of new Bylaws;

(d) the amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

(e) the appointment of any other committees of the Board of Directors or the members thereof.

Section 2. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws and:

(a) must approve an action plan and remain in constant communication with the committee chairperson as to their progress or changes.

Section 3. **Advisory Committee.**

(a) The Principal of Cerritos Elementary School ensures that CEEF's mission and goals are working and aligned to the strategic plan of the school. As such, the Principal is the direct liaison between the CEEF and the school's teachers and staff and shall serve as a permanent member of the Advisory Committee.

(b) The Advisory Committee members, including one (1) or more staff members, shall attend any Board or Committee meeting as requested by the Board of Directors.

The Advisory Committee members will act as informal liaisons between the school community and the foundation.

Section 4. **Application of this Article.** This Article does not apply to any committee which does not exercise the authority of the Board of Directors.

ARTICLE VIII

OFFICERS

Section 1. **Officers.** The officers of the corporation shall be a chairman of the Board, a president, a secretary, a treasurer, and an advisor (if a member is eligible for this position). The corporation may also have, at the discretion of the Board of Directors, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, one or more advisors, and such other officers as may be appointed. No two offices may be held by the same person.

Section 2. **Election of Officers.** The officers of the corporation, except such officers as may be appointed, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. The officers shall be chosen according to Article VI Section III, from among the members of the Board of Directors.

Section 3. **Resignation.** Any officer may resign at any time by giving thirty (30) days written notice to the corporation.

Section 4. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 5. Chairman of the Board. The chairman of the Board, shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the Bylaws. If there is no president or vice president, the chairman of the Board shall, in addition, be chief executive officer of the corporation.

Section 6. President. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the chairman of the Board, if there be such an officer, the president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and the officers of the corporation. He shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 7. First Vice President. In the absence of the president, the first vice president, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a vice president designated by the Board of Directors, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws, the president or the chairman of the Board.

Section 8. Second Vice President/Fundraising Chairperson. In the absence of the president and first vice president, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, the second vice president designated by the Board of Directors, shall perform all the duties of the president and first vice president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president and first vice president. The second vice president shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws, the president, first vice president or the chairman of the Board.

The primary position will be the Fundraising Chairperson, who will provide the Board with fundraising ideas and implementation strategies; implement individual fundraisers, with the Board's approval, or arrange for the Board member who will; work with the specific fundraising activity chair to ensure that all monetary transactions are properly recorded; communicate clearly with the Board so they know the key points of any and all fundraisers before it begins.

Section 9. Recording Secretary. The secretary shall keep or cause to be kept, at the principal executive office of the corporation, a book of minutes of all meetings of directors and committees of directors, with the time and place of holding, and the names of those present at directors and committee meetings, and the proceedings thereof.

Section 10. Corresponding Secretary. The Corresponding Secretary shall conduct the official correspondence of the Foundation including thank you notes for donations and memorials as directed by the president or Executive Board. This officer publicizes all activities and special events of the Foundation as directed by the Executive Board, via flyers, website, newspaper, newsletters, posters, bulletin boards, social media, etc.

Section 11. Treasurer. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit all monies in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. They shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the president and directors, whenever they request it, an account of all of his transactions.

Section 12. Advisor. The advisor must have previously served a minimum of two (2) years as a President, Vice President, or Treasurer. Advisor(s) will assist the board with planning of fundraisers and events, review the annual budget and counsel the board on allocations of funds, and provide general counsel directly to officers or to the board as a whole. Advisor(s) may serve no more than two (2) consecutive terms.

Section 13. Hospitality Chair. Acts as official host in creating a welcoming atmosphere at meetings and events. Works with committee and other chairman to organize and set up refreshments, food, decorations, registration, greeters for meetings and staff events.

Section 14. Volunteer and Family Liaison Chair. Coordinate volunteer assignments at the school. Collaborates with other board members, teachers and administrators to assess and identify how parents/guardians and community members can get more involved at school as volunteers. Oversees volunteer recruitment, training and assignments. Promotes CEEF mission, goals and activities. Develop a general list of volunteer opportunities to publicize widely in the school community. Manage new family welcoming and general inclusion efforts.

Section 15. Community Engagement Chair. Plans and organizes community engagement outreach, programs and activities for the school community as determined by the Board.

Section 16. Historian. Captures, assembles and preserves record of activities and achievements of organization via creation of annual school yearbook.

Section 17. Art Chair. Inform and educate the school community and community at large about the importance of an integrated arts curriculum in the education of the whole child by organizing art events for students.

Section 18. Student Programs Liaison Chair. Supports and coordinates CEEF-sponsored student programs at school (including but not limited to Track Team, Student Leadership Group, STEM Olympic and Reading Olympics). This role works closely with school staff mentors of each program to ensure these programs run smoothly and provide meaningful, engaging experiences for students. Oversee and manage expenditures for assigned student programs, ensuring compliance with the CEEF-approved budget for each program.

Section 19. Birthday Book Club Chair. The Birthday Book Club Chair oversees the planning and implementation of the Birthday Book Club program, which provides students the opportunity to celebrate their birthday by donating a book to the school library.

The Officers and Committee Chairmen who collect or expend funds or incur financial obligations in the name of the Foundation shall be strictly supervised as directed by the Treasurer.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 1. Definitions: For the purposes of this Article:

(a) "Agent" means any person who is or was a director, officer, employee, or other agent of this corporation.

(b) "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative: and

(c) "Expenses" includes, without limitation, attorneys' fees and any other expenses actually and reasonably incurred in the defense of any claims or proceedings against an agent.

"Indemnification" is defined by Black's Law Dictionary as "a collateral contract or assurance by which one person engages to secure another against an anticipated loss or to prevent him from being damnified by the legal consequences of an act or forbearance on the part of one of the parties or some third person."

Section 2. Actions other than by or on behalf of the corporation. This corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by reason on the fact that such person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interest of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful.

Section 3. Actions by or on Behalf of the Corporation. This corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation or brought on the ground of self-dealing or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that that person is or was an agent of this corporation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if that person acted in good faith, in a manner that person believed to be including reasonable inquiry as an ordinary prudent person in a like position would use under similar circumstances.

(a) In respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to this corporation in the performance of that person's duty to this corporation, unless and only to the extent that the court in which that action was brought shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnify for the expenses which the court shall determine;
(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

ARTICLE X

RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal executive office an original or copy of the articles and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 2. Maintenance and Inspection of other corporate records. The accounting books and records and minutes of proceedings of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation.

Section 3. Quarterly Reports. The Treasurer of the Board shall cause a quarterly report to be prepared and sent to each director of the corporation, with an additional copy filed in the school office in a conspicuous location where it may be viewed by any person eligible to become a member of the Board of Directors as defined in Article V, section 1.

The quarterly report should include:

(a) current assets and liabilities

(b) the principal changes in assets and liabilities;

(c) the revenue or receipts of the corporation;

(d) the expenses or disbursements of the corporation.

ARTICLE XI

DISBURSEMENT & RESERVE

Section 1. At least three elected officers, two of whom must be the president and the treasurer, shall be approved to sign checks and have their signatures on file at the bank. The authorized check signers must not be related by blood or marriage or reside in the same household (unless approved by two-thirds majority of the Board). All checks disbursed by the corporation shall be signed in duplicate by officers of the corporation. One signature must belong to a treasurer of the corporation, with the other signature provided by the president or authorized check signer of the corporation. Under no circumstances may the recipient of a check sign their own check even as an authorized check signer.

Section 2. No electronic debits shall be permitted.

Section 3. Whenever possible the corporation shall maintain a financial reserve in order to provide mission continuity despite uncertainty in future fundraising. This cash reserve shall be maintained in a savings account and shall only be made available for expenditures in the case that the board votes to amend the bylaws to reduce or eliminate the reserve requirement. The reserve size shall be $10,000.

ARTICLE XII

AMENDMENTS

Subject to the provisions of Section 5150 of the California Nonprofit Public Benefit Corporation Law, Bylaws may be adopted, amended, or repealed by the Board of Directors.

HISTORICAL NOTES:
ESTABLISHED & INCORPORATED: By Founders and Incorporators November 1, 2005

REVISIONS TO BYLAWS: Approved by Board of Directors August 26, 2011
REVISIONS TO BYLAWS: Approved by Board of Directors September 10, 2012
REVISIONS TO BYLAWS: Approved by Board of Directors September 12, 2014
REVISIONS TO BYLAWS: Approved by Board of Directors June 28, 2017
REVISIONS TO BYLAWS: Approved by Board of Directors August 11, 2019
REVISIONS TO BYLAWS: Approved by Board of Directors June 20, 2024
REVISIONS TO BYLAWS: Approved by Board of Directors March 12, 2025
REVISIONS TO BYLAWS: Approved by Board of Directors May 29, 2025
REVISIONS TO BYLAWS: Approved by Board of Directors February 4, 2026
REVISIONS TO BYLAWS: Approved by Board of Directors May 6, 2026

CERTIFICATE OF SECRETARY & PRESIDENT

We, the undersigned, do hereby certify that:

1. We are the duly elected and acting Secretary and President of the Cerritos Elementary Educational Foundation.

2. The Bylaws to which this certificate is attached, constitute the Bylaws of the Foundation.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our knowledge.

May 6, 2026

Karolyn Tran, Recording Secretary

Cathy Cheng, President