

ARTICLES OF INCORPORATION
of
San Diego ~~City Schools~~ ***Unified School District***
COMMUNITY SERVICE ASSOCIATION
(A Non-profit Corporation)

~~Know All Men Be These Presents that~~ We the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California, and do hereby Certify that:

First: The name of the corporation shall be:

San Diego ~~City Schools~~ ***Unified School District*** Community Service Association

Second: The specific and primary purposes for which it is formed are:

1. To provide an organizational means by which employees of the San Diego Unified School District (hereinafter called the "District") may contribute to recognized charitable, hospital and educational institutions and organizations through a single channel through the medium of periodic payroll deductions from wages and salaries due to such employees from said District and a subsequent pooling of such deductions into a common fund from which contributions may be made.
2. To acquire by purchase or otherwise, buy, own, possess, hold, use, let, lease, rent, hire, mortgage, hypothecate, grant bargain, sell or otherwise secure real and personal property, including shares of stock, bonds, and securities of other corporations, for the purposes of this corporation; also to lend money and to receive and hold any and all kinds and classes of security for this re-payment of money loaned, including mortgages, deeds of trust and pledges of real and personal property, stocks, bonds, notes and all other kinds of securities, and to satisfy fully and discharge all such mortgages, deeds of trust and pledges: also to borrow money and to hypothecate, mortgage or pledge and or all of its property, stocks, bonds, notes or other securities as security for payment thereof or otherwise; to issue bonds, notes and debentures, and secure the same; to receive property by devise or bequest and to hold, maintain and invest donations, gifts, endowments, and all other moneys and property for the support, maintenance and benefit of this corporation; to have all powers provided for by Section 9501 of the Corporation Code of the State of California; and generally to do and perform any and every act and thing deemed necessary, proper or expedient in operating, conducting, maintaining and protecting the business, property and affairs of said corporation and the attainments of its objects, to the same purpose and with the same effect as can be done by a natural person.

Third: The Corporation is organized pursuant to the provisions of the General Non-profit Corporation Law of the State of California, and does not contemplate

pecuniary gain or profit to the members thereof, and does not contemplate the distribution or profits, earnings, or accumulations to the members.

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Fourth: The County in this state where the principal office for the transaction of the business of the Corporation is to be located is San Diego County.

Fifth: The number of directors shall be ten (10) elected by the members of the Corporation of which five (5) shall be teachers, two (2) shall be administrators, three (3) shall be classified employees. Only members of the Corporation are eligible for election or appointment to the Board of Directors. One citizen at large not employed by the District may be appointed annually by the Board of Directors, to serve the corporate Board of Directors in an advisory capacity. ~~The names and addresses of the persons we are to act in the capacity of directors until the selection of their successors are:~~

	<u>NAME</u>	<u>STREET</u>	<u>CITY</u>	<u>STATE</u>	<u>YEARS</u>
	1. Jane Cassidy	6825 La Jolla Blvd.	La Jolla, California		1
	2. Mary Cunningham	2228 33rd Street	San Diego, California		1
Teacher	3. Merrill D. McLaughlin	625 Sharon Way	San Diego, California		1
	4. Roderick R. Jones	4304 Aldine Drive	San Diego, California		2
	5. Richard B. Woolley	4519 Vista Street	San Diego, California		2
	6. Peter H. Snyder	1333 7th Avenue	San Diego, California		1
Admin.	7. Wayne C. Fry	4790 62nd Street	San Diego, California		2
	8. Josephine Ramsey	4375 Santa Cruz	San Diego, California		1
Classified	9. Patricia McNeill	4337 Louisiana St.	San Diego, California		2
	10. Jess Dawson	4264 Estrella Avenue	San Diego, California		2

Sixth: Term of office of members of the Board of Directors shall be three years and/or until their successors have been appointed, with no director serving more than two consecutive terms.

Seventh: One-third of the members of the Board of Directors shall be elected for a three-year term each year, except that all initial elections shall be made simultaneously with the first mentioned members listed below for a one-year term and the next mentioned members listed below for a two-year term and the next mentioned members listed below for a three-year term. The members of the Board of Directors shall be elected for the initial election (1968) in the following manner: One classified member and three teacher members for a one-year term; one classified member, one administrator member, and one teacher member for a two-year term; one classified member, one administrator member and one teacher member for a three-year term.

Eighth: When a vacancy occurs on the Board of Directors, the Board of Directors shall appoint a new member representative of the same group of employees.

Ninth: An employee of the **San Diego City School System District** may become a member of this Corporation in either one of the following ways;

- (a) Through an authorized payroll deduction.
- (b) Through a direct cash contribution.

Tenth: Duties of the Board of Directors:

- (a) The Board of Directors shall solicit each of the employees of the District, pursuant to such plan or campaign as may be agreed upon, to authorize and direct the District to deduct from each such employee's wages or salary a sum as directed by the employee each month for so long as such authorization and direction shall remain in effect and to hold all such sums so deducted in the manner and for the purposes hereinafter set forth.

1. The aforementioned authorization of payroll deduction shall be deemed revoked when an employee in writing shall so direct the Board of Directors; except that such a payroll deduction shall not cease and the revocation shall not become effective until 30 days from the date the written notice is received by the Board of Directors.

- (b) The sums referred to in section (a) of this article shall constitute in the aggregate and shall be known as San Diego ~~City Schools~~ ***Unified School District*** Community Service Association Common Fund (hereinafter called the “Common Fund”). The Common Fund shall be deposited in an account with such depository or depositories as may be approved by the Board of Directors.

The Common Fund shall be maintained and disbursed, provided however that no disbursement of the Common Fund accumulated, or any portion thereof shall be made except over the signature of at least two members of the Board of Directors, one of which shall be the ~~chairman~~ ***chairperson***.

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- (c) ~~The Board of Directors shall not authorize or direct any disbursement to be made except only by way of and for the following purposes, and the Corporation shall be under no obligation to make any disbursements for any other purpose:~~

~~1. Ninety-seven percent (97%) of said total Common Fund as received shall be earmarked for disbursement and shall be disbursed, as is consistent with these articles of incorporation, to any corporation, trust, association, community chest, fund or foundation organized not for profit or operated solely for charitable, scientific, literacy or educational purposes or for the prevention of cruelty to children or animals, or as a contribution to assist in the relief of any civilian disaster or calamity provided such contribution is within the scope of section 23 of the Internal Revenue Code: and~~

~~2. Three percent (3%) of said total Common Fund shall be earmarked as a contingency for expenses of operation and audit. This fund to be known as the Contingency Fund. The Contingency Fund accumulated monies shall never exceed an amount equal to three percent (3%) of the total Common Fund contributions for the previous year. Any monies exceeding the above percentage shall be transferred to the Common Fund.~~

That expenses of the Corporation should be a reasonable percentage of total funds collected.

It shall be required of the Board to employ an auditor to audit the books at least once a year. The Board may hire casual hourly or salaried workers to enable it to carry out the work of the Corporation.

Eleventh: The Board of Directors shall function and shall have the rights, powers, obligations, discretions, and authorities as follows:

- (a) The ~~chairman~~ **chairperson** and a vice-~~chairman~~ **chairperson** should be elected by the Board of Directors from its members.
- (b) The Board of Directors may elect such other officers as may be necessary or advisable in carrying out the functions of the Corporation.
- (c) The Board of Directors shall have the power to accept contributions made to the Common Fund by any person. Such contributions to the Common Fund may be mingled with other assets of the Common Fund and used for the purposes set forth in Article Ten (c) above.

- (d) The Board of Directors shall authorize and direct disbursements made from the Common Fund for the purposes set forth in Article Ten above ~~in accordance with resolution or resolutions duly adopted, in identical form,~~ at each of two meetings, at each of which a quorum is present, and acting, held at intervals of not less than seven days. The affirmative vote of three-fifths (3/5) of all members of the Board of Directors shall be required at each of such two meetings for ~~the adoption of such resolution or resolutions~~ **approval.**
- (e) Meetings of the Board of Directors may be held upon the call of the ~~Chairman~~ **Chairperson** or upon the call of any three members of the Board of Directors on at least 24 hours written notice given to all of the members of the Board of Directors, provided that any meeting may be held at any time upon the written consent of all the members of the Board of Directors given either before or after the meeting. A three-fifths (3/5) majority of the members of the Board of Directors who shall have been duly appointed and shall have duly accepted such appointment shall constitute a quorum.
- (f) At all meetings of the Board of Directors each Board member present shall be entitled to one vote, and an affirmative vote of a majority of a quorum shall be sufficient to ~~adopt any resolution~~ **approve** or authorize or ratify any act, except a ~~resolution~~ **approval** to authorize the withdrawal from deposit of any portion of the Common Fund and except as otherwise provided in Article Eleven, Section (b) and Article Thirteen.

- (g) The Board of Directors may approve expenditure of funds to cover expenses incurred by a board member while carrying out Community Service Association business.
- (h) Direction or authorizations for the purpose of disbursement of all or a portion of the Common Fund pursuant to ~~resolution or resolutions adopted~~ **approval(s)** by the Board of Directors shall include a copy of the ~~resolution or resolutions~~ **minutes of the Board meeting and/or other corporate documents** certified by at least two members of the Board of Directors, one of whom must be the ~~Chairman~~ **Chairperson**, together with a statement so certified that such ~~resolution or resolutions have been adopted~~ **was approved** at two meetings pursuant to Article Eleven (d) hereof. Such authorization or directions shall also include the names of two members of the Board of Directors pursuant to Article Ten who shall be authorized to sign drafts or checks for the disbursement of money from the Common Fund pertaining to this particular purpose.
- (i) The Board of Directors shall account and report ~~quarterly~~ **annually** to the members of the Corporation as to its administration of the Common Fund and shall annually obtain a report from an independent auditor as to such administration. Each of such accounts and reports shall be made in District and/or employee organization publications.

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- (j) An annual meeting of the membership shall be called by the Board of Directors at which time the financial statements of the Corporation shall be read and appointments by the Board of Directors announced.
- (k) The Board of Directors may make and adopt such reasonable rules and regulations for its conduct and the exercise of its functions as shall not be inconsistent with these Articles.

Twelfth: All meetings of the Board of Directors shall be open to all members of the Corporation, but only members of the Board of Directors shall have the power to vote.

Thirteenth: These articles may be amended by ~~resolution~~ of the Board of Directors with the vote or written consent **of a majority** of members ~~holding not less than a majority of the voting power of the membership~~ **in good standing who must return written authorization within 45 days after annual meeting, or through other reasonable means approved by the Board of Directors**. By-laws may be enacted or amended under the general provisions of these articles by a three-fifths vote of the total membership of the Board of Directors;

except that the authorized number of Directors may never be adopted, amended, or repealed by the Board of Directors itself.

In Witness Whereof, we have hereunto set our hands this 16th day of March, 1956 **and amended on or about September 20, 2007, and on November 7, 2007, as presented to membership for vote.**

Jane Cassidy

Mary W. Cunningham

Merrill D. McLaughlin

Roderick R. Jones

Richard B. Woolley

Peter H. Snyder

Wayne C. Fry

Josephine Ramsey

Patricia McNeill

Jess Dawson

William J. Blankartz

Chairperson

Michele Brown

Vice Chairperson

Michele Fettig

Secretary/Treasurer

Duplicated 1/1/65

Amended and re-typed 1/15/1969

Re-typed 4/16/02

Amended and re-typed 10/1/2007