RESTATEMENT OF
BYLAWS
OF
LOS ANGELES UNIFIED SCHOOL DISTRICT
STUDENT HEALTH SERVICES SUPPORT FUND, INC.
A California Non-profit Public Benefit Corporation

ARTICLE I.
Name, Organization And Purpose, Principal Office, Seal

Section 1.1 Name. The name of this corporation is LOS ANGELES UNIFIED SCHOOL DISTRICT STUDENT HEALTH SERVICES SUPPORT FUND, INC. d/b/a Los Angeles Trust for Children's Health (hereinafter referred to as the “Corporation”). The Corporation uses the fictitious business name - Los Angeles Trust for Children’s Health.

Section 1.2 Organization, Purpose and Use of Funds. The Corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California. The public purposes for which the Corporation is organized include but are not limited to, the following: To provide services necessary and appropriate for the establishment, operation and maintenance of the Los Angeles Unified School District’s School Based Health Clinics, wellness networks and other health services. These programs and services include, but are not limited to, the provision of financial assistance to the Los Angeles Unified School District (the “District”) by raising funds from private and public sources to support the School Based Health Clinics, wellness networks and other health services. The activities of the Corporation shall be limited to the activities described in the Articles of Incorporation. No gains, profits, or dividends shall be distributed to any of the Directors or officers of the Corporation; and no part of the net earnings, funds, or assets of the Corporation shall inure to the benefit of any Director or any other private person, firm or corporation excepting only the District.

Section 1.3 Principal Office. The principal office of the Corporation is hereby fixed and located at 333 South Beaudry Avenue, Los Angeles, California 90017. With the prior approval of the District, the Board of Directors is hereby granted full power and authority to change said principal office from one location to another within Los Angeles County. Any such change shall be noted by the Secretary opposite this section, but shall not be considered an amendment to these Bylaws.

ARTICLE II.

Section 2.1 No Regular Members. Pursuant to Section 5310 of the California Corporations Code the Corporation shall have no members within the meaning of Section 5056 of said Code. All action which would otherwise require approval by a majority of all members or approval by members shall require only approval of the Board of Directors of the Corporation. All rights which would otherwise vest in members shall vest in the Directors.
ARTICLE III.

Section 3.1 Powers. Subject to the limitation of the Articles of Incorporation, or the Bylaws, and of the California Nonprofit Public Benefit Corporation Law, and subject to the duties of Directors as prescribed by the Bylaws, all powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. No Director shall be responsible for any error in judgment or for any action taken in good faith. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit:

First – To select and remove all the other officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law or the Articles of Incorporation or Bylaws, fix their compensation and require from them security for faithful service;

Second – To conduct, manage and control the affairs and business of the Corporation and to make such rules and regulations therefor not inconsistent with law or the Articles of Incorporation or Bylaws, as they may deem best;

Third – To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the name of the Corporation, promissory notes, bonds, mortgages, pledges, hypothecations, or other evidence of debt and securities therefor; and

Fourth – To delegate to the Executive Director the duties and responsibilities of administering the Corporation. The District is authorized to provide administration and support services in accordance with the direction of the Board of Directors.

Section 3.2 Number and Qualifications of Directors. As further described in Section 3.3, the authorized number of Directors entitled to vote hereunder shall be not more than twenty-sixtwelve (2612) until changed by amendment of the Articles of Incorporation or by amendment of these Bylaws.

Section 3.3 Selection and Term of Office.

(a) Each member of the Board of Education shall have the authority to appoint one (1) representative to the Board of Directors, subject to Section 3.3(e), which member may remove and replace the member’s representative at any time in the member’s sole discretion. Also, the Executive Director of Corporation and the Executive Director of Student Health and Human Services, Los Angeles Unified School District (“LAUSD”) shall be voting, ex officio members of the Board of Directors, subject to Section 3.3(e)(d).
(b) The Board of Directors of the Corporation shall have the authority to appoint up to seventeen (17) representatives to the Board of Directors in addition to those specified in Section 3.3(a).

(c) The term of office of the Directors appointed pursuant to Section 3.3(b) shall commence on the first day of the next calendar month following election or other date specified by the Board or, with respect to a vacancy, upon the date specified by the Board. The term of office for each Director elected pursuant to Section 3.3(b) shall, as further described herein, be two (2) years, and until their successors are elected to take office, subject to the California Nonprofit Corporation Law and the provisions of these Bylaws with respect to vacancies on the Board of Directors. These Directors may serve for three (3) consecutive two (2) year terms. Following three (3) consecutive two (2) year terms of office, these Directors must have at least one (1) year break in service from the Board of Directors before being eligible to serve again on the Board of Directors. Solely for the purposes of election hereunder, the term of a Director elected pursuant to Section 3.3(b) shall be deemed to commence on the date of the nearest Annual Meeting and all reelections of such Director shall occur at subsequent Annual Meetings. For purposes of creating staggered terms, the first term of a Director serving as of January 1, 2012, as designated by the Board, shall be deemed to have commenced as of the 2007 Annual Meeting; the first term of a Director serving as of January 1, 2012, as designated by the Board, shall be deemed to have commenced as of the 2009 Annual Meeting; and the first term of the remaining Directors serving as of January 1, 2012 shall be deemed to have commenced as of the 2011 Annual Meeting.

(d) The persons holding the following positions, or the functional equivalent of any such position, shall be non-voting, ex officio members of the Board of Directors, subject to Section 3.3(e):

1. Medical Director and Director of Community Partnerships, LAUSD
2. Director of Pupil Services, LAUSD
3. Director of Nursing, LAUSD
4. Director of Health Education, LAUSD
5. Director of Mental Health, LAUSD

The non-voting ex officio members of the Board of Directors designated pursuant to this Section 3.3(d) shall constitute a separate Advisory Committee to the Board of Directors as the Board of Directors may request from time to time.

(e) The terms of office of ex-officio Directors shall coincide with their respective terms of office in such posts; and upon their resignation or removal from such office for any reason whatsoever, their terms of office as Directors of Corporation shall cease and terminate, and their successors in office shall be ex-officio Directors of Corporation in their place and stead. The terms of office of Directors appointed by the members of the Board of Education shall coincide with the terms of office of the appointing member, and, upon the expiration of the
member's term, for any reason whatsoever, the term of office of the appointed Director shall cease and terminate.

Section 3.4 Vacancies and Removal.

(a) Subject to the provisions of Section 5226 of the California Corporations Code, any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

(b) A vacancy or vacancies in the Board of Director shall be deemed to exist in case of death, resignation, or removal of any Director, or if the authorized number of Directors is increased.

(c) The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty arising under Article 3, Chapter 2 or Part 2, of Division 1, of Title 1 of the California Corporation Code (commencing with Section 5230). An officer of a Director appointed pursuant to Section 3.3(b) shall also be declared vacant by the Board when a Director fails to attend three (3) consecutive Board meetings without an explanation satisfactory to the Board; and an office of a Director appointed pursuant to Section 3.3(a) shall also be recommended for replacement by the Board when a Director fails to attend three (3) consecutive Board meetings without an explanation satisfactory to the Board.

(d) Vacancies in the Board of Directors shall be filled by the office holder of the Board of Education of the District if the vacancy occurred in a position appointed by such office. All other vacancies shall be filled by the members of the Board of Directors of the Corporation. Each Director so selected shall hold office until the expiration of the term of the replaced Director and until a successor has been selected and has accepted the office.

Section 3.5 Restriction on Interested Directors. Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person so compensated by the Corporation. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by Corporation.

Section 3.6 Advisory Board.

(a) Each member of the Board of Education shall have the authority to appoint one (1) representative to the Advisory Board, which member may remove and replace the member's representative at any time in the member's sole discretion. The terms of office of the Advisory Board members appointed by the members of the Board of Education shall coincide.
with the terms of office of the appointing member, and, upon the expiration of the member's term, for any reason whatsoever, the term of office of the appointed Advisory Board Member shall cease and terminate. The Advisory Board shall advise the Board of Directors and management on matters the Advisory Board deems appropriate or as requested by the Board of Directors. The members of the Advisory Board shall be Invited Guests (as defined in Section 3.7(b) below) to all meetings or the Board of Directors and any committee meetings such Advisory Board member requests to be able to attend.

Section 3.7 Advisory Council

(a) The persons holding the following positions, or the functional equivalent of any such position, shall be Invited Guests (as defined in Section 3.7(b) below), subject to Section 3.3(e):

1. Medical Director and Director of Community Partnerships, LAUSD
2. Director of Pupil Services, LAUSD
3. Director of Nursing, LAUSD
4. Director of Mental Health, LAUSD

The Invited Guests designated pursuant to Section 3.7(a) shall constitute a separate Advisory Committee to the Board of Directors as the Board of Directors may request from time to time.

(b) Invited Guest for purposes of these Bylaws shall mean persons invited to attend meetings of the Board of Directors of the Corporation. Such Invited Guests shall receive notice of the meetings of the Board of Directors, board materials and minutes of prior board meetings and have the right to participate in meetings of the Board of Directors, but shall not be entitled to vote or count for the purposes of establishing a quorum. Such Invited Guests shall leave the meeting when the Board of Directors goes into executive session or when requested to do so by the President.

Section 3.8 Section 3.8-Organization and Annual Meetings. The Board of Directors shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. The Annual Meeting of the Board of Directors shall be held on such date and at such time in the fourth calendar quarter each year as shall be designated by action of the Board of Directors. All meetings shall be held at the Los Angeles Unified School District, 333 South Beaudry Avenue, Los Angeles, California 90017.

Section 3.7 Meetings: Ralph M. Brown Act. All meetings of the Board of Directors and any committee meeting thereof shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the Government Code of the State of California).
Section 3.9 Section 3.8 Quorum. A majority of the Directors currently in office and entitled to vote hereunder constitutes a quorum of the Board of Directors for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. A majority of the Directors present, whether or not a quorum, may adjourn any Directors meeting to another time and place.

Section 3.10 Section 3.9 Fees and Compensation. Directors shall receive no compensation from the Corporation for their services as Directors. However, Directors may receive reimbursement of expenses as the Board may determine by resolution to be is just and reasonable as to the Corporation at the time that the resolution is adopted.

Section 3.11 Section 3.10 Conduct or Meetings. The President or, in the President’s absence, the Vice-President, or a Chairperson chosen by a majority of the Directors present, shall preside.

Section 3.12 Section 3.11 Notice to, and Participation of, Board of Education. Notice of all meetings of the Board of Directors, and any committees thereof, shall be given to the Board of Education in writing in the same manner as notices are given to the Directors of the Corporation. Notices shall be directed to the Board of Education, 333 South Beaudry Avenue, Los Angeles, California 90017; Attention: Executive Officer of the Board of Education. Failure to give such notice shall not in any way invalidate any action taken by the Board of Directors at any such meeting.

Section 3.13 Section 3.12 Members of the Board of Education or their designee shall have the right to attend meetings of the Board of Directors, and committees thereof, and to make recommendations thereto.

Section 3.14 Section 3.13 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the Chair of the Board, or by any three (3) Directors entitled to vote hereunder. Special meetings of the Board of Directors shall be held upon at least four (4) calendar days’ notice.

Section 3.15 Section 3.14 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all voting members of the Board of Directors shall individually or collectively consent in writing to such action—provided, however, that the consent of For purposes of this section, “all members of the Board” does not include any Director who abstains from voting in writing, and to the extent permitted by California Corporations Code Section 5211(b):

(a) has a material financial interest in a transaction to which the Corporation is a party and who is an “interested Director” as defined in section Section 5233(a) of the California Corporations Code shall not be required for approval of that transaction. Such consent-
or consents shall be filed with the minutes of the proceedings of the Board of Directors and shall
have the same force and effect as a unanimous vote of such Directors, or

(b) is a "common director" as defined in Section 5234(b) of the California Corporations Code.

Section 3.16 Section 3.15 Meeting Participation. Members of the Board of Directors may participate in a meeting through use of a conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another. Participation in a meeting as permitted in the preceding sentence constitutes presence in person at such meeting of the person or persons so participating if the following apply:

(a) Each member participating in the meeting can communicate with all of the other members concurrently.

(b) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the Corporation.

(c) The Corporation adopts and implements some means of verifying both of the following:

(1) A person communicating by telephone, electronic video screen or other communications equipment is a Director entitled to participate in the Board meeting.

(2) All statements, questions, actions or votes were made by that Director and not by another person not permitted to participate as a Director.

Section 3.17 Section 3.16 Validity of a Defectively Called or Noticed Meeting. The transactions of any meeting of the Board of Directors, however called and noticed, shall be as valid as though taken at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the voting Directors not present, or who, though present, has prior to the meeting or at its commencement protested the lack of proper notice to him or her, signs a written waiver of notice or consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.18 Emeritus Board.

(a) The Board of Directors may from time to time appoint former board members of the Corporation who have served with distinction and excellence to an Emeritus Board. This Emeritus Board shall be advisory in nature only, has no authority to bind the corporation or expend funds, and shall be a resource for the Board of Directors to help address issues or activities as they arise and as the Board chooses to utilize this committee. Emeritus members shall serve three (3) year renewable terms for as long as they remain active in the work of the Corporation and may end their term at any time. Members of the Emeritus Board may attend board meetings of the Board of Directors, but only if specifically invited by the Chair of the Board and they will have no voting rights.
(b) Any standing member of the Board of Directors may nominate individuals for membership to the Emeritus Board. Nominations must be approved by a majority vote of the standing members’ of the Board of Directors.

Annually, with the recommendation of the Board Governance Committee, the Executive Committee of the Board will consider potential candidates and may nominate one (1) or more individuals for a board emeritus position. The Executive Committee will present the nomination(s) along with supporting statements to Board of Directors for its consideration. A simple majority vote of directors present at a meeting at which a quorum is present is sufficient to approve an appointment.

(c) The responsibilities of Emeritus Board members are to:

(1) Serve as advocates for the corporation and its mission.

(2) Provide constructive feedback to the Board of Directors and staff.

(3) Provide advice and technical expertise to the Board of Directors.

(4) Assist in identifying and fostering relationships with others whose interest and support are important and beneficial to the corporation.

(5) Assist and advise the Board of Directors in fund-raising efforts.

In addition, Emeritus Board Members may participate in committees of the Board of Directors, as desired.

ARTICLE IV.

Officers

Section 4.1 Officers. The officers of the corporation shall be a President, a Vice-President, a Secretary, an Executive Director and a Chief Financial Officer. The Corporation may also have at the discretion of the Board of Directors, one or more additional Vice-Presidents, one or more Assistant Secretaries, and such other officers as may be appointed by the Board of Directors. One person may hold two or more offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

Section 4.2 Election. Except as provided in Section 4.7 and Section 4.8 hereof, the officers shall be chosen annually by the Board of Directors and each shall hold office until the officer shall resign, be removed, or otherwise disqualified to serve, or the officer’s successor shall be elected and qualified.

Section 4.3 Removal and Resignation. Any officer may resign by giving written notice to the Corporation. The resignation shall take effect as of the date of the notice received or at a later time specified in the notice, and unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any officer may be removed, with or without cause, by the Board of Directors at any time. Vacancies caused by death, resignation, or removal
of any office may be filled by appointment by the Board of Directors, or by the President until such appointment by the Board of Directors.

Section 4.4 President. The President shall have general direction and control of the affairs of the Corporation in accordance with the direction of the Board of Directors. The President shall preside at all meetings of the Board of Directors.

Section 4.5 Vice President. In the absence or disability of the President, the Vice Presidents in order of their rank as fixed by the Board of Directors, or if not ranked, the 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 by the Bylaws.

Section 4.6 Secretary. The Secretary shall keep at the principal office of the Corporation a book of minutes of all meeting of Directors, with the time and place of holding, how called or authorized, the notice thereof given, and the names of those present at Directors’ meetings.

Section 4.7 Executive Director. The Executive Director of the Corporation shall be designated by the Board of Directors. The Executive Director shall exercise supervision and control over the general business and affairs of the Corporation, and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4.8 Chief Financial Officer. The Chief Financial Officer shall be the Controller of the District, or the functional equivalent of that position with the District, who shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Corporation, and an account of its cash and other assets, if any. Such books of account shall at all reasonable times be open to inspection by any Director and any member of the Board of Education of the District.

The Chief Financial Officer shall deposit all moneys of the Corporation with such depositaries as designated by the Board of Directors, and shall disburse the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President or the Board of Directors, upon request, statements of the financial condition of the Corporation.

Section 4.9 Subordinate Officers. Subordinate Officers shall perform such duties as shall be prescribed from time to time by the Board of Directors or the President.

ARTICLE V.
Committees

Section 5.1 Committees. Except as limited by Section 5.8 of this Article or by law, the Board of Directors may create standing or special committees of the Board of Directors for any purpose, each consisting of two (2) or more Directors entitled to vote hereunder. With the exception of the Executive Committee and the Audit Committee, all other committees shall be advisory and such advisory committee’s recommendations are subject to approval of the Board of
Directors. Except for the Executive Committee and the Audit Committee, each committee may include committee members who are not Board members. Unless otherwise specified by action of the Board of Directors, all committee members shall have the right to vote. Each standing committee shall have the authority to establish a sub-committee from its members to perform a special task on behalf, and subject to the approval, of the standing committee; the Chair of the respective standing committee shall appoint the members of the sub-committee. The Chair and members of each standing and special committee shall be selected by the Chair of the Board, which selections will then be approved by a majority of the Directors then in office at the Annual Meeting of the Board or such later meeting of the Board where such committee selections may be approved. A member of the Board of Directors shall serve as the chair of each committee.

Section 5.2 Standing Committees. Standing committees shall consist of the Executive Committee, the Audit Committee and such other standing committees as the Board of Directors may authorize. The Executive Committee shall consist of the President, Vice-President, Secretary, Executive Director, and up to four (4) additional members approved by the Board of Directors. Subject to the limitations set forth in the remainder of this Section 5.2, the Executive Committee shall have power to transact all business of Corporation during the period between meetings of the Board of Directors, subject to any prior limitations imposed by law or by the Board. All decisions and actions taken by the Executive Committee are subject to ratification by the full Board at the next regularly scheduled Board meeting, provided however, the Executive Committee has the authority to make final decisions with respect to items or circumstances without ratification by the full Board as specifically authorized by the Board.

Section 5.3 Special Committees. Upon the recommendation of the Board, special committees, and a chair and vice chair thereof, may from time to time be appointed by the President for the purpose of performing or discharging some special project or task not properly assignable to or within the field of activity of any standing committee. A member of the Board of Directors shall serve as the chair of any such special committee. Once any such special committee has performed its duties or completed the work or mission assigned to it, it shall be deemed dissolved.

Section 5.4 Term of Office. The Chair and each member of each standing committee shall serve until (i) the next Annual Meeting of the Board or such later Board meeting where new committee members have been approved by the Board of Directors if not approved at the Annual Meeting, (ii) such committee is sooner terminated, if terminated before the next Annual Meeting of the Board or next approval of committee members by the Board if not approved at the Annual Meeting, or (iii) until such person is removed, resigns, or otherwise ceases to qualify as a chair or member, as the case may be, of the committee. Chairs and members of special committees shall serve for the life of the committee unless they resign or are sooner removed, replaced, or cease to qualify as a Chair or member, as the case may be, of such committee.

Section 5.5 Vacancies. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

Section 5.6 Meetings: Quorum. Each committee shall meet as often as necessary to perform its duties, at such times and places as directed by its Chair or by the Board of Directors. A majority of the members of a committee shall constitute a quorum of such committee. The
chair of each committee shall preside at such committee's meetings; in the absence of the chair, the designated Board member will preside at such meetings. Each committee shall keep accurate minutes of its meetings, the chair designating a secretary of the committee for this purpose, and shall make periodic reports and recommendations to the Board of Directors. Except as otherwise provided in this Article V, meetings of committees shall be governed by, and held and taken in accordance with the provisions of Article III, with such changes in the context therein as are necessary to substitute the committee and its members for the Board of Directors and its members.

Section 5.7 Expenditures. Any expenditure of Corporation’s funds by a committee shall require prior approval of the Board of Directors.

Section 5.8 Limitation on Delegation. In accordance with the California Nonprofit Corporation Law, the Board of Directors may not delegate to any committee the following powers:

(a) The filling of vacancies on the Board of Directors or in any committee which has the authority of the Board of Directors.

(b) The fixing of compensation of the Directors for serving on the Board of Directors or on any committee.

(c) The amendment or repeal of the 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 committees of the Board of Directors or the members thereof.

(f) The expenditure of corporate funds to support a nominee or applicant for Director.

(g) The approval of any self-dealing transaction except as provided by law.

Section 5.8 Emeritus Board.

(a) The Board of Directors may from time to time appoint former board members of the corporation who have served with distinction and excellence to an Emeritus Board. This Emeritus Board shall be advisory in nature only, has no authority to bind the corporation or expend funds, and shall be a resource for the Board of Directors to help address issues or activities as they arise and as the Board chooses to utilize this committee. Emeritus members shall serve three (3) year renewable terms for as long as they remain active in the work of the corporation and may end their term at any time. Members of the Emeritus Board may attend board meetings, but only if specifically invited by the Chair of the Board and they will have no voting rights.
(b) Any standing member of the Board of Directors may nominate individuals for membership to the Emeritus Board. Nominations must be approved by a majority vote of the standing members of the Board of Directors.

Annually, with the recommendation of the Board Nominating Committee, the Executive Committee of the Board will consider potential candidates and may nominate one (1) or more individuals for a board-emeritus position. The Executive Committee will present the nomination(s) along with supporting statements to the Board of Directors for its consideration. A simple majority vote of directors present at a meeting at which a quorum is present is sufficient to approve an appointment.

(e) The responsibilities of Emeritus Board members are to:

1. Serve as advocates for the corporation and its mission.

2. Provide constructive feedback to the Board of Directors and staff.

3. Provide advice and technical expertise to the Board of Directors and staff.

4. Assist in identifying and fostering relationships with others whose interest and support are important and beneficial to the corporation.

5. Assist and advise the Board of Directors in fund-raising efforts.

In addition, Emeritus Board Members may participate in committees of the Board of Directors, as desired.

ARTICLE VI.
Miscellaneous

Section 6.1 Execution of Documents. The Board of Directors may authorize any officer or the Executive Director to enter into any contract and to employ or retain the services of individuals or organizations or execute any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, its Executive Director or other person shall not have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 6.2 Inspection of Bylaws and Records; Appointment of Committees. The Corporation shall keep in its principal office the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Directors and members of the Board of Education of the District at all reasonable times during office hours. The Directors, and members of the Board of Education or their designee, shall also have the right to inspect the books and records of the Corporation at all reasonable times during office hours. The Directors shall also have the authority to appoint committees composed of-
members of the Board of Directors for the purpose of carrying out the purposes of the Corporation:

Section 6.3 Annual Report. The Board of Directors shall cause an annual report to be prepared and distributed in accordance with Corporations Code Section 6321.

Section 6.4 Fiscal Year. The fiscal year of the Corporation shall begin July 1 and end June 30 of each year. Within 120 days of the end of each fiscal year, the Executive Director shall prepare or cause to be prepared an audited financial statement of the Corporation.

Section 6.5 Dissolution. In the event of dissolution of the Corporation in any manner and for any cause, after payment or adequate provision for the payment of all of its debts and liabilities, all of the remaining funds, assets and properties of the Corporation shall be paid or distributed to the Los Angeles Unified School District less any administrative costs incurred by the Schools and County Office in the dissolution of the Corporation.

Section 6.5 Section 6.6 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Non-profit Nonprofit Public Benefit Corporation Law of the State of California, shall govern the construction of these Bylaws. If any section, subsection, sentence, clause or phrase of these Bylaws, or the application thereof, is contrary to the Non-profit Nonprofit Public Benefit Corporation Law of the State of California, the provisions of that law shall prevail. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a corporation as well as a natural person.

Section 6.6 Section 6.7 Notice. Any notice required under these Bylaws may be given by first-class mail or delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, or electronic transmission by the Corporation. Any such notice shall be addressed or delivered to each Director at such Director’s address as is shown upon the records of Corporation or as may have been given to Corporation by the Director for purposes of notice, or if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, to the recipient or to a person at the office of the recipient who the person giving notice has reason to believe will promptly communicate it to the recipient. As used herein, “electronic transmission by Corporation” means a communication (a) delivered by facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with Corporation, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to this Section, and (c) that creates a record that is capable
of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

ARTICLE VII.
Indemnification Of Agents Of The Corporation; Purchase Of Liability Insurance

Section 7.1 Indemnity of Agents. As to the Board of Directors and Executive Officers, Corporation shall, and as to all other agents Corporation may, to the maximum extent permitted by the California Nonprofit Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of this corporation. For purposes of this Article VII, an “agent” of Corporation includes any person who is or was a director, officer, employee or other agent of Corporation or is or was serving at the request of Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; or was a director, officer, employee or agent of the predecessor corporation, of Corporation, or of another enterprise at the request of such predecessor corporation. For the purposes of this Article VII, “Executive Officers” shall mean the officers defined in Section 4.1.

Section 7.2 Advance of Expenses. As to the Board of Directors and Executive Officers, Corporation shall, and as to all other agents Corporation may, to the extent permitted by law, advance expenses incurred or to be incurred by an agent in connection with any proceeding arising by reason of the fact that such person was or is an agent of Corporation, provided such advance is authorized by the Board of Directors and permitted by law.

Section 7.3 Insurance. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of Corporation against any liability which may be asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not Corporation would have the power to indemnify the agent against that liability under the provisions of this Article.

Section 7.4 Provisions Not Exclusive. The indemnification and advancement of expenses provided by this Article VII of these Bylaws shall not be deemed exclusive of any rights to which those seeking indemnification or expense advancement may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, or employee and agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VIII.
Amendments

Section 8.1 Power of Directors. New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of the Board of Directors; provided, however, these Bylaws shall not be amended or repealed without the consent of the Board of Education of the District. The Board of Education of the District hereby authorizes the Executive Director of Student Health and Human Services, LAUSD, to act on behalf of the Board of Education of the District.
for all purposes under these Bylaws, including without limitation any amendment of these Bylaws pursuant to this Section 8.1.

THE END
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