

ARTICLES OF INCORPORATION  
of  
San Diego Unified School District  
COMMUNITY SERVICE ASSOCIATION  
(A Nonprofit Corporation)

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 Unified School District Community Service Association

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

- (a) 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.
- (b) 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; 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.
- (c) This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

Third:           The Corporation 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.

- Fourth: 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
- Fifth: Term of office of members of the Board of Directors shall be three years and/or until successors have been appointed, with no director serving more than two consecutive terms.
- Sixth: 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.
- Seventh: 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.
- Eighth: An employee of the 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.
- Ninth: 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 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 chairperson.

- (c) 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.

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

- (a) The chairperson and a vice-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 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 approval.
- (e) Meetings of the Board of Directors may be held upon the call of the 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 approve or authorize or ratify any act, except an 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) Directors and authorizations for the purpose of disbursement of all or a portion of the Common Fund pursuant to approval(s) by the Board of Directors shall include a copy of the 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 Chairperson, together with a statement so certified that such 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 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.
- (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.

Eleventh: 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.

Twelfth: These articles may be amended by approval of the Board of Directors with the vote or written consent of a majority of members 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.

Thirteenth: The corporation elects to be governed by all provisions of the new law not otherwise applicable to it under Part 5 of Division 2 of Title 1 of the California Corporations Code.

Jim Felix  
Chairperson

Linda Hippe  
Vice Chairperson

Barbara Asaro  
Secretary/Treasurer

1. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
2. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

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 own knowledge.

DATE: November 9, 2017

Jim Felix  
Jim Felix, President

Barbara Asaro  
Barbara Asaro, Secretary/Treasurer