

Foundation Bylaws

for

Tierrasanta Elementary School

5450 La Cuenta Drive

San Diego, CA 92124

Updated May 2026

Article I – Title

1. Full Name. The name of this organization shall be the Tierrasanta Elementary School Foundation.
2. Bylaws Names. In the balance of these Bylaws this organization shall be referred to as the "Foundation" and Tierrasanta Elementary School shall be referred to as "TES" or the "School".

Article II – Purpose

1. Mission and Purpose. The mission of the Foundation is to support and enhance TES educational programs, enrichment programs and facilities through supplemental financial funding.
2. Fund-Raising. The Foundation shall plan and execute fund-raising events, and shall budget, disburse and account for funds raised in those events.
3. Charitable Purpose. The Foundation is organized exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

Article III - Policies and Prohibition

1. Non-Endorsement / Non-Endowment Clause. The Foundation shall be noncommercial, nonsectarian and nonpartisan. No commercial enterprise and no political candidate shall be endorsed by the Foundation or its officers in their official capacities.
 - a) The Foundation cannot act for profit.
 - b) Neither the name of the Foundation nor the names of its officers, in their official capacities, shall be used in any connection with a commercial concern or with any partisan interest or for any purpose other than the regular work of the Foundation.
 - c) No part of the net earnings of the Foundation (including, without limitation, any monetary or other tangible item donated directly to the Foundation or indirectly in connection with any Foundation activity, such as fund-raising events) shall inure to the benefit of or be distributed to its members, directors, trustees, officers or other private persons except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
2. Conflict of Interest Policy.
 - a) The Foundation has approved and adopted the Conflict of Interest Policy fully

incorporated within these Bylaws.

b) The term “organization” used within the attached and fully-incorporated Conflict of Interest Policy shall at all times be defined as “the Foundation”.

Article IV - Membership and Dues

1. Members. The parents or legal guardians of any child attending TES and all members of the staff of TES are members of the Foundation.
2. Dues. There shall be no dues required for membership in the Foundation.

Article V - Executive Board

1. Executive Board. The Board of Directors of the Foundation shall be known as the Executive Board and include elected officers and appointed members.
2. Executive Board Members. The Executive Board consists of: the President, Vice President, Recording Secretary, Treasurer, Internal Auditor, Financial Secretary, Director of Fundraising, Director of Communications, one or two Faculty Representatives, and one to six Members at Large. All members of the Executive Board are voting members. At a minimum, the Executive Board will consist of a President, Vice President, Treasurer and Recording Secretary.
 - a) Elected Officers. The President, Vice President, Recording Secretary and Treasurer are elected positions and shall be elected in accordance with Article VII – Elected Officers.
 - b) Board Members Appointed by the President or Vice President. The Internal Auditor, Financial Secretary, Director of Fundraising, Director of Communications, and Members at Large shall be appointed by the President or Vice President and must be approved by a majority vote of the elected Executive Officers. The President or Vice President may establish and fill new positions as necessary with Executive Board approval.
 - c) Board Members Appointed By the Principal. Faculty Representatives shall be appointed by the school Principal.
3. Foundation Member Attendance. Any Foundation member may attend Executive Board meetings as non-voting participants.
4. Scheduling of Meetings. The Executive Board shall meet monthly or as often as is necessary to conduct the business of the Executive Board or upon call of the President.
5. Expenditure of Funds. Expenditures outside of the proposed budget must be approved by the Executive Board by majority vote.

6. Nonliability of Directors and Certain Officers and Insurance. Pursuant to Section 5239 of the Nonprofit Public Benefit Corporation Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer Director or volunteer President, Vice-President, Secretary, Treasurer or other officer of this corporation caused by the Director's or officer's negligent act or omission in the performance of that person's duties as a Director or officer, if all the following conditions are met:
- a) The act or omission was within the scope of the Director's or officer's duties;
 - b) The act or omission was performed in good faith;
 - c) The act or omission was not reckless, wanton, intentional, or grossly negligent;
 - d) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the corporation, either in the form of a general liability policy or a Director's and officer's liability policy, or personally to the director or executive officer. In the event that the damages are not covered by a liability insurance policy, the volunteer director or volunteer executive officer shall not be personally liable for the damages if the board of directors of the corporation and the person had made all reasonable efforts in good faith to obtain available liability insurance.

This limitation on the personal liability of a volunteer Director or officer does not limit the liability of the corporation for any damages caused by acts or omissions of a volunteer Director or volunteer officer, nor does it eliminate the liability of a director or officer provided in Section 5233 or 5237 of the Nonprofit Public Benefit Corporation Law of the State of California in any action or proceeding brought by the Attorney General.

In order to obtain the full benefit of the limitation of liability set forth above, the corporation and the Directors shall make all reasonable efforts in good faith to obtain liability insurance in the form of a general liability policy for the corporation or a Director's and officer's liability policy.

7. Indemnity for Litigation. The corporation hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, Officer, employee or other agent (as defined in Section 5238 of the Nonprofit Public Benefit Corporation Law of the State of California) of the corporation, to the full extent allowed under the provisions of said Section 5238 relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable, or, if required by Section 5238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.
8. Removal During Term: Declaring an Office Vacant. When an officer fails to attend two (2) consecutive meetings of the entire membership or the Executive Board without adequate excuse, is not fulfilling the responsibilities of the office as prescribed in the Bylaws or standing rules, or engages in conduct injurious to the organization or its purposes, the Executive Board has the authority to declare the office vacant. Such a declaration shall require a two-thirds (2/3) vote of the full voting membership of the Executive Board (See Article V, Section 2 (Executive Board Members)), with at least ten (10) days prior notice provided, prior to the vote to vacate. The Vice President shall serve notice of the vote to

the Executive Board in the event that the declaration of vacancy involves the office of the President.

9. General Duties and Responsibilities of All Officers. All officers shall perform the duties outlined in these Bylaws, and any other temporary duties assigned by the Executive Board or membership. Upon expiration of the term of office, or in case of resignation or termination, each officer shall turn over to the President, without delay, all records, books and other material pertaining to the office and shall return to the Treasurer, without delay, all funds belonging to the Foundation.

Article VI - Duties of Officers/Executive Board Members

1. President. The President's duties shall include:

- a) Working with the Executive Board and school administration to develop annual, mid-term and long-term goals, plans and strategies.
- b) Presiding at all meetings of the Foundation and the Executive Board.
- c) Meeting with Elected Officers regularly.
- d) Having all contracts and/or legally binding documents approved by the Executive Board prior to signing.
- e) Ensure Foundation business is conducted in accordance with Foundation Bylaws and school and district policies.
- f) Performing such other duties as prescribed in these Bylaws or assigned by the Executive Board or by an approved motion at a General or Special Meeting.

2. Vice President. The Vice President's duties shall include:

- a) Assisting the President and performing the duties of the President in their absence.
- b) Acting as a liaison to all appointed positions and overseeing the election process.
- c) Coordinating the work of Executive Board Members and committees of the Foundation in order that the mission of the Foundation may be promoted and achieved.
- d) Reviewing the Bylaws annually. Chair Bylaws Committee as necessary.
- e) Performing such other duties as prescribed in these Bylaws or assigned by the Executive Board or by an approved motion at a General or Special Meeting.

3. Recording Secretary. The Recording Secretary's duties shall include:

- a) Keeping an accurate record of the proceedings of all meetings of the Foundation and the Executive Board in a bound volume which is the legal record of the Foundation.
- b) Working with the Foundation President to distribute agendas prior to meetings.
- c) Maintaining a current contact list of the Foundation Executive Board.
- d) Performing such other duties as prescribed in these Bylaws or assigned by the Executive Board or by an approved motion at a General or Special Meeting.
- e) Check for and verify quorum at all meetings (Reference Article 10, Section 9)

4. Treasurer. The Treasurer's duties shall include:

- a) Keeping such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, disbursements, funds received and deposited and outstanding financial liabilities of the Foundation. Such books of account and records shall at all reasonable times be open to inspection by any Foundation member upon reasonable request.
- b) Signing all checks. All checks shall require two (2) signatures: the Treasurer's signature and the signature of any Executive Board Member, excluding the President, Financial Secretary, Director of Fundraising and Internal Auditor. Check co-signers shall not be related by blood or marriage or reside at the same address as the Treasurer.
- c) Keeping accurate records of receipts and disbursements in a ledger, which is a permanent record of the Foundation. All other financial records must be retained for seven (7) years including the current year.
- d) Providing monthly income and expense statements, account balances and net spendable amounts at every meeting and at other times when requested by the membership or Executive Board.
- e) Completing and forwarding all necessary report forms required for insurance and for filing all tax returns and other forms required by any government agency. The Treasurer may retain an outside agency to file tax returns upon approval of the Executive Board.
- f) Making an annual financial report to the Foundation, which includes gross receipts, disbursements and outstanding financial liabilities for the year.
- g) Presiding as Chairperson of the Budget Committee and preparing the budget for annual review and approval.
- h) Performing such other duties as prescribed in these Bylaws or assigned by the Executive Board or by an approved motion at a General or Special Meeting.

5. Internal Auditor. The Internal Auditor's responsibilities shall include:

- a) Meeting with the Treasurer on a monthly basis to review and initial bank reconciliation to monitor the activities of Foundation.
- b) Auditing the books and financial records of the Foundation annually with the final audit at the close of the school year. As needed, the audit shall include recommendations for modifications to Foundation procedures, policies and/or Bylaws and reflect any discrepancies therein.
- c) Submitting a written report regarding the end of the year audit to the Executive Board which will become a permanent record of the Foundation.
- d) Auditing the books whenever a new Treasurer takes office, upon resignation of the Treasurer or at any time deemed necessary.
- e) Auditing the books and assets of the Foundation and render a separate written report at the end of the Auditor's term if the end of such a term is different than the close of the school year. As needed, the audit shall include recommendations for modifications to Foundation procedures, policies and/or Bylaws and reflect any discrepancies therein.
- f) Performing such other duties as prescribed in these Bylaws or assigned by the Executive Board or by an approved motion at a General or Special Meeting.

6. Financial Secretary. The Financial Secretary's duties shall include:

- a) Depositing all funds in the authorized account as soon as practical after they are received. Any total deposit amount over \$250 must be deposited no later than one (1) week after receipt.
- b) Properly counting, handling and controlling cash or other negotiable funds received by the Foundation pending their deposit in the name of the Foundation in a bank approved by the Executive Board.
- c) Ensuring inbound cash and checks remain under the control of at least two (2) authorized persons who independently count and certify, in writing, the amount of funds received and deposited by them in the Foundation safe or the Foundation deposit box. Such certification may be accomplished by a countersigned receipt. For purposes of this section, the two (2) authorized persons shall be designated by the President. One (1) of the two (2) authorized persons designated by the President may be the Financial Secretary. The Treasurer or Auditor may not fulfill any part of the two (2) person requirement.
- d) Providing all deposit slips to the Treasurer.
- e) Performing such other duties as prescribed in these Bylaws or assigned by the Executive Board or by an approved motion at a General or Special Meeting.

7. Director of Fundraising. The Director of Fundraising's duties shall include:

- a) Identifying potential fundraisers and presenting them to the Executive Board.

- b) Developing a master fundraising schedule for the school year and reporting on the status of fundraisers at monthly board meetings.
- c) Acting as a liaison between existing and potential community fundraising partners and the Foundation.
- d) Identifying and supervising Committee chairpersons and Committee members for each fundraising event. Act as a liaison between Committee Chairpersons and the Executive Board.
- e) Ensuring all financial transactions related to fundraising are completed in accordance with Foundation Bylaws.
- f) Performing such other duties as prescribed in these Bylaws or assigned by the Executive Board or by an approved motion at a General or Special Meeting.
- g) Approve or deny Committee fundraising requests in cooperation with administration and Foundation needs. (Reference Article 9, Section 4)

8. Director of Communications. The Director of Communication's duties shall include:

- a) Communicating the business of the Executive Board to the entire Foundation through a monthly newsletter.
- b) Working with Elected Officers and Committee Leads to ensure that complete and accurate information is provided to the TES staff members responsible for publication of the Principal's communications to the school community.
- c) Managing communications from the Executive Board to all designated room parents.
- d) Managing all Foundation social media platforms, e.g., updating Konstella and serving as Administrator of the Tierrasanta PTO Facebook page.

8. Faculty Representatives. Faculty Representative duties shall include:

- a) Attending Foundation Board meetings and serving as a liaison between TES and the Foundation.
- b) Communicating TES needs to the Foundation and providing regular Foundation business updates to TES.
- c) Performing such other duties as prescribed in these Bylaws or assigned by the Executive Board or by an approved motion at a General or Special Meeting.

9. Members at Large. Member at Large, one per grade level, duties shall include:

- a) Attending Foundation Board meetings and serving as a liaison between TES parents / legal guardians and the Foundation.

- b) Performing such other duties as prescribed in these Bylaws or assigned by the Executive Board or by an approved motion at a General or Special Meeting.

Article VII - Elected Officers

1. **Eligibility for Office.** To be eligible to run for office, Executive Board Members must be the parent, grandparent or legal guardian of a child attending TES or a TES faculty or staff member.
 - a) The Foundation President shall not be a School faculty member, School staff member or School employee.
 - b) Authorized co-signers of Foundation disbursement checks shall not be related by blood or marriage or reside at the same address.
 - c) The Treasurer, Financial Secretary and the Foundation Auditor shall not be related by blood or marriage or reside at the same address.
2. **Nominating Procedures.**
 - a) Nominations for President, Vice President, Recording Secretary and Treasurer shall be made by a Nominating Committee which shall be appointed by the Vice President and approved by a majority of the Executive Board at the Executive Board Meeting held in the month of March. The Nominating Committee shall serve until the annual election meeting. The Nominating Committee shall nominate one (1) or two (2) members for each elective office.
 - b) The Nominating Committee shall be composed of a minimum of three (3) members. The Nominating Committee shall elect its own chairperson. The Principal, if not an appointed member of the Nominating Committee, may serve in an advisory capacity.
 - c) No member shall serve on the Nominating Committee for two (2) consecutive years.
 - d) The report of the Nominating Committee shall be submitted to the membership at the Executive Board Meeting held in the month of April (See Article X, Section 6). Additional nominations may be made from the floor at the annual election meeting.
 - e) Only those persons who are eligible and who have signified their consent to serve if elected shall be nominated or elected to office.
3. **Term of Eligibility.** For purposes of determining eligibility for office, any person who has served in an office for more than six (6) months of a full term shall be deemed to have served a full term in such office.

4. Installation of New Officers. All new officers shall assume their duties as a group. The installation of new officers will take place after the last meeting of the general membership for the school year.
5. Filling a Vacancy. A mid-term vacancy occurring in any office shall be filled by a person selected by a majority vote of the Executive Board.
6. Authority of the Executive Board-Elect. Upon installation, the newly elected President may call meetings of the Executive Board-Elect as necessary to ratify appointments, select committee chairpersons and to make plans for the coming year's work.
7. Unfilled Offices. If an office remains unfilled after election, it shall be considered a vacant office to be filled by the Executive Board-Elect.

Article VIII - Terms of Office

1. Term. The term of office for the Executive Board is one (1) year, unless such officer or board member is filling a vacated position, in which case such officer or board member shall serve the remainder of the vacated term, unless earlier removed.
2. Removal During Term. See Article V, Section 8.
3. Limitation of Successive Terms. No Executive Board member shall hold the same office for more than two (2) consecutive terms. Additional term(s) can be approved by a majority vote at the annual election meeting if determined to be in the best interest of the Foundation. No Executive Board Member shall hold more than one (1) elected and/or appointed office during any term.

Article IX – Committees

1. Standing Committees. The following shall be standing committees of the Foundation: Budget Committee, Nominating Committee, and Fundraising Committee. Other standing committees may be established by a majority vote of the Executive Board as is deemed necessary to execute the work of the Foundation as defined in these Bylaws.
2. Budget Committee. The Budget Committee shall include the current President, Vice President, Treasurer, Director of Fundraising, Principal, one Faculty Representative, one Member At Large and other members as appointed by the Budget Committee Chairperson. In addition, once officers for the following school year have been elected at the annual election meeting, the President – Elect, Vice President – Elect, and Treasurer – Elect will be appointed to serve on the Budget Committee for the purpose of assisting with the preparation of the proposed budget for the upcoming year for which they were elected.
 - a) The Treasurer shall be the Budget Committee Chairperson.
 - b) Annually, prior to the Executive Board meeting held in the month of May, the Budget Committee shall prepare a budget to be approved by a majority of the

Executive Board, and subsequently approved by a majority of members present at the first General Meeting of the Foundation for the following year.

3. Nominating Committee. See Article VII, Section 2.
4. Special Committees. Special Committees may be established by the Executive Board to address specific financial/resource planning needs for emergent issues as identified by the Executive Board or the general membership.
5. Committee Fundraising. The Director of Fundraising shall oversee all fundraising approved by the Executive Board for the year.
 - a) Committees must get all fundraisers approved by both school administration and the Director of Fundraising, by way of the District's "Request for Approval of Fundraising Activity" form.
6. Committee Chairpersons. The President shall appoint members to chair each committee; appointments shall be ratified by a majority vote of the Executive Board. Each chairperson shall select and appoint members to his/her committee and will organize the work of the committee.

Article X – Meetings

1. General Meetings. A minimum of two (2) General Meetings of the entire membership shall be held during the school year, one in the Fall and one in the Spring. Meetings of the entire membership are required in the following instances:
 - a) Annually every Fall to vote on the proposed budget presented by the Executive Board.
 - b) Annually every Spring to vote on the election of Foundation officers for the following school year.
 - c) To vote on proposed Bylaw amendments/revisions.
 - d) To dissolve the Foundation.
2. Executive Board Meetings. The Executive Board shall meet monthly throughout the school year. The entire Foundation membership is invited to attend all Executive Board Meetings, unless otherwise specified by the board. Special meetings of the Executive Board may be called by the Board or the President.
3. Special Meetings of Membership.
 - a) The Executive Board, by a majority vote, or 5% or more of the members of the Foundation may schedule a Special Meeting of the entire membership. Written notice shall be sent at least ten (10) days prior to the date of the Special Meeting, in accordance with Article XI, Section 1.

- b) No business may be transacted at a Special Meeting other than that for which the Special Meeting was called and which was announced in the written notice proclaiming the meeting.
- 4. Committee Meetings. Committees may meet, whenever they deem necessary, to accomplish their business.
- 5. Place of Meetings. Meetings of the entire membership and/or the Executive Board will ordinarily be held at TES but may be held elsewhere when ordered by the Executive Board. Committee meetings may be held at a location determined by the Committee Chairperson.
- 6. Annual Election. The final meeting of the general membership at the end of the school year shall be the annual election meeting at which time officers shall be elected.
- 7. Motions and Debating. Any Foundation member present at any meeting may make a motion and/or debate.
- 8. Voting.
 - a) General Meetings. Any Foundation member present at one of the specified meetings set forth in Article X, Section 1 may vote on the budget, elected officers, any amendments/revisions to the Bylaws and any proposed Foundation dissolution.
 - b) Executive Board Meetings. Only Executive Board Members (elected and appointed) may vote at Executive Board Meetings.
- 9. Quorum.
 - a) A majority of the Executive Board plus three (3) members shall constitute a quorum for the transaction of business in any meeting of the entire membership of the Foundation (General or Special).
 - b) A majority of the Executive Board shall constitute a quorum for the transaction of business in any meeting of the Executive Board.

Article XI – Notices

- 1. Means of Notice. Notice must be given for all meetings involving the entire membership, whether General or Special, by written or digital communication, including the meeting date and time and specific agenda items.
- 2. Election and Appointment. The elective officers shall be elected by written ballot at a General Meeting each Spring. A majority of votes, cast by those members attending the meeting, shall be required and is sufficient to elect the new officers. Election shall be by voice vote instead of written ballot when there is only one nominee for an office.

Article XII - Rules of Order

1. Governing Rules. "Robert's Rules of Order, Revised" (the latest edition) shall govern the conduct of business at all meetings of the Foundation to the extent the provisions therein are not inconsistent with these Bylaws.

Article XIII - Amendments and Dissolution

1. Vote Necessary. Approval by a majority of the Executive Board and approval of a majority of members present at a meeting of the entire membership (provided a quorum is present) are required to amend these Bylaws or to dissolve the Foundation.
2. Notice Required. Two (2) weeks written or digital notice to all members of the Foundation is required before any motion to amend these Bylaws or to dissolve the Foundation may be voted upon.
3. Disbursement of Funds at Dissolution.
 - a) In the event that a majority vote to dissolve the Foundation has been made, all outstanding obligations of the Foundation shall be immediately paid by the Treasurer.
 - b) A reserve fund shall be approved by the Executive Board and set aside by the Treasurer to cover all contingent liabilities.
 - c) Upon dissolution of the Foundation and after payment or adequate provision for the debts and obligations of the Foundation have been made, the remaining funds and material assets shall be turned over to the Principal of TES to be used for the benefit of the students of TES.
 - d) Should the Principal of TES decline to accept the Foundation funds and assets remaining at dissolution, the remaining funds and material assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational and/or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). This organization shall be determined by majority vote of the remaining executive board.