



**BYLAWS  
OF  
SMALL SCHOOL DISTRICTS' ASSOCIATION  
a California Nonprofit Mutual Benefit Corporation  
*Amended & Restated September 2025***

**ARTICLE I.  
LOCATION OF OFFICES**

The name of this corporation is the Small School Districts' Association. It is a California nonprofit mutual benefit corporation with principal offices at 925 L Street, Ste. 1185, Sacramento, California 95814.

**ARTICLE II.  
PURPOSE**

This corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The specific purposes of this corporation are to promote the mutual benefit of school districts with less than 2,500 average daily attendance and their superintendents, to improve educational, fiscal, staffing and other issues facing small school districts in California, to promote advocacy and legislation to further the interests of and advocate for small school districts in California, and to engage in any other lawful activities permitted under the California Nonprofit Mutual Benefit Corporation Law.

**ARTICLE III.  
MEMBERSHIP**

**3.1. Members.**

The corporation shall have no members. Any action which would otherwise require approval by a majority of all members shall only require approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the Board of Directors.

**3.2. Associates**



Nothing contained in Section 3.1 of this Article shall be construed to limit the right of the corporation to refer to persons associated with the corporation as “members” even though the persons are not corporate members, and no reference in or outside of these Bylaws shall constitute anyone being a member, within the meaning of Corp. Code § 5056. The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law [Corp. Code §§ 5000 et seq.], on any person or persons who do not have the right to vote for the election of Directors, on a disposition of substantially all of the assets of the corporation, on a merger, dissolution, or changes to the corporation’s Articles or Bylaws, but the person shall not be a member within the meaning of Corp. Code § 5056.

### **3.3 Participation in the Association**

Participation in this corporation is open to superintendents of school districts with less than 2,500 average daily attendance; however, superintendents of school districts with an enrollment of 5,000 students or less may participate as a small school district advocate. Districts larger than 5,000 students may participate in the corporation as small school district advocates, subject to the approval of the executive committee of the board. Districts with enrollment of more than 5,000 students seeking to participate shall submit a formal request for approval to the executive board, outlining their commitment to supporting the purposes and activities of the corporation. The executive board shall review and consider each such request for participation. The executive committee’s decision shall be final and binding.

## **ARTICLE IV. DIRECTORS**

### **4.1. Powers.**

Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the Corporations Code of the State of California, all the activities and affairs of the corporation shall be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the officers, agents, employees, and consultants of the corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation, and in their discretion, require from these officers, agents, and employees security for faithful service.
  
- (b) To make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the corporation’s Articles of Incorporation, and generally to conduct, manage, and control the activities and affairs of the corporation, and to make



rules and regulations not inconsistent with law, the Articles of Incorporation, or with these Bylaws, as they may deem best.

(c) To adopt, make and use a corporate seal and to alter the form of the seal from time to time as they may deem best.

(d) To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

(e) To carry on a business for profit and apply any resulting profit to any activity in which it may legally engage.

#### **4.2. Number of Directors.**

The authorized number of Directors of the corporation shall be not more than 18, with the exact number to be determined from time to time by the Directors until changed by an amendment of the Articles of Incorporation or by an amendment to these Bylaws. The number may be changed by the vote or written assent of a majority of the Directors then in office. The Directors shall be referred to as members of the governing board of SSDA.

#### **4.3. Selection and Tenure of Office.**

Directors shall be elected at each annual meeting of the Directors. Each Director shall serve a four year term and until a successor has been elected and qualified. If an annual meeting is not held, or the Directors are not elected at an annual meeting, the Directors may be elected at any special meeting held for that purpose. An advisory nomination process and election shall be conducted of those Superintendents participating in SSDA by region to provide recommendations to the Directors for any regional vacancy on the Board of Directors. The advisory election for the five (5) at-large directors shall be by all Superintendent participants in SSDA.

#### **4.4. Qualifications**

The Board of Directors shall be active California district or county Superintendents and shall consist of the following:

- 4.4.1 One Director that is an active Superintendent of a school district that is located in each of the eleven (11) regions represented on Exhibit A to these Bylaws;
- 4.4.2 One active county Superintendent;
- 4.4.3 One active Superintendent of a California dependent or independent charter school;



- 4.4.4 Three active district or county Superintendents representing the State of California at-large;
- 4.4.5 No more than two (2) Emeritus Directors, as that title is defined in Section 4.21

#### **4.5. Vacancies.**

Any Director may resign effective on giving written notice to the President, or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of the resignation, and in accordance with the following:

- (a) If the resignation is to take effect at some future time, a successor may be selected before that time, to take office when the resignation becomes effective;
- (b) Vacancies in the Board of Directors shall be filled in the same manner as the Director or Directors whose office is vacant was selected, provided that vacancies to be filled by election by Directors may be filled by a majority of the remaining Directors as provided above in article 4.3, although less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been named and qualified;
- (c) A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased;
- (d) 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, in the case of a corporation holding assets in charitable trust, has been found by a final order or judgment of any court to have breached any duty arising under the law governing assets in charitable trust [Corp. Code § 7238]; and
- (e) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

#### **4.6. Removal of Directors.**

A Director may be removed from office if any of the following has been found to have occurred:

- (a) the Director misses 3 or more consecutive board meetings without cause;



- (b) the Director becomes physically incapacitated or his or her inability to serve is established in the minds of a majority of the Board of Directors;
- (c) a conflict of interest is found to exist between the Director and the corporation;
- (d) the Director is found to have engaged in activities that are directly contrary to the interests of the corporation;
- (e) the Director is found to be engaged in the misrepresentation of the corporation and its policies to outside third parties, either willfully, or on a repeated basis; or
- (f) a majority of Directors who meet the qualifications set forth in Section 4.5 determine that the Director has not continued to meet those qualifications, provided, however, that such Director shall be entitled to serve as a Director for the remainder of the fiscal year in which such Director ceases to meet those qualifications.

Before the removal occurs, the Director will be advised of the allegation and the basis for the allegations, and will be given an opportunity to present any contrary evidence or explanation he or she may have to the Board of Directors. Removal must be by a majority vote of all the Directors.

#### **4.7. Place of Meetings.**

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special or adjourned) of the Board of Directors of the corporation may be held at any place within or without California that has been previously designated for that purpose by resolution of the Board of Directors or by the written consent of all the members of the Board of Directors. Regular and special meetings of the Board of Directors may be held via video conference or via teleconference so long as notice of such means has been included in the notice of the meeting as provided below in article 4.10.

#### **4.8. Regular Meetings.**

Regular meetings of the Board of Directors shall be held at a place, date, and time of the Board's choosing, and the Board of Directors shall further determine the place, date, and time of each regular meeting during the Corporation's yearly retreat. Following the Corporation's Yearly Retreat, notice of the place, date, and time of regular meetings shall be delivered personally or sent by registered mail or by email, fax, telegraphic or other facsimile or electronic transmission to all Directors. The Board of Directors shall meet no less than once per fiscal year.



#### **4.9. Special Meetings.**

Special meetings of the Board of Directors may be called at any time by order of the Executive Director, President, or the Secretary.

#### **4.10. Notice of Special Meetings.**

Special meetings of the Board of Directors shall be held on four days' notice by first class mail or a forty-eight-hour notice given personally 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. The notice shall be addressed or delivered to each Director or at the Director's address as it is shown on the records of the corporation, or as may have been given to the corporation by the Director for purposes of notice or, if the address is not shown on the records, or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held.

#### **4.11. Quorum.**

Except as otherwise provided herein, a majority of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents a majority, whereupon a majority of the Directors in office shall constitute a quorum, provided a majority shall constitute either one third of the authorized number of Directors or at least two Directors, whichever is larger, or unless the authorized number of Directors is only one. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws, and the California Nonprofit Mutual Benefit Corporation Law may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

#### **4.12. Participation in Meetings by Conference Telephone.**

Members of the Board of Directors may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment, as long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and the corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the board meeting, and that all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.



#### **4.13. Waiver of Notice.**

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to the Director. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

#### **4.14. Adjournment.**

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjourn to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

#### **4.15. Action Without Meeting.**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to the action. The consent or consents shall have the same effect as a unanimous vote of the Board of Directors and shall be filed with the minutes of proceedings of the Board of Directors.

#### **4.16. Rights of Inspection.**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which the person is a Director, for a purpose reasonably related to the person's interest as a Director.

#### **4.17 . Official Board of Directors Committees.**

##### **4.17.1 Executive Committee of the Board of Directors.**

The SSDA Executive Committee shall be comprised of the elected officers of the Board of Directors. The Executive Committee shall consist of the President, the President-Elect, the Treasurer, the Secretary and the Immediate Past President. The Immediate Past President shall provide historical context and continuity and support with the leadership transition efforts. The Board of Directors shall appoint a fifth Director to the Executive Committee consisting of an active California County Superintendent that shall serve as a liaison to the California County



Superintendents (“CCS”). The Executive Director shall be a non-voting member of the Executive Committee.

The Executive Committee shall meet as needed to approve the business activities of the Corporation. The Executive Committee may be called by the Executive Director, President or the Secretary with no less than 2 hours notice to the members of the Executive Committee. The Executive Committee shall have the authorities and powers as delegated by the Board of Directors.

#### **4.17.2 Other Committees of the Board of Directors**

##### **4.17.2.1 Legislation & Advocacy Committee**

The SSDA shall have a standing Legislation & Advocacy Committee comprised of no more than 16 members. The membership shall consist of one representative from each geographical region, a representative from a charter organization and a representative from a county office of education. The members of this committee shall be appointed by each of the regional representatives, charter representative and county representative board members. In addition, a charter authorizer appointed by the Board President and the SSDA Board charter representative shall be a standing member of the Committee. The members of the Legislation & Advocacy Committee shall not be required to be current superintendents and may consist of other school or county office of education employees that would provide substantive expertise to support the work of the Committee. The Vice President of the Governing Board of Directors shall serve as the Chair of the Committee. The Legislation & Advocacy Committee shall direct the positions of SSDA on legislation so long as those positions are consistent with the SSDA Board approve Legislative Priorities. The Board President and Chair of the Legislation & Advocacy Committee may establish subcommittees, as needed, to focus on challenging or high-impact bills. Subcommittees may be convened to develop strategy, draft amendments or letters, and coordinate closely with its legislative advocate to ensure timely and effective advocacy. A majority of the committee members shall constitute a quorum.

##### **4.17.2.2**

Other Committees of the Board of Directors may be created and appointed by resolution passed by a majority of the whole Board of Directors. Committees shall be composed of two or more members of the Board of Directors, and shall have the powers of the Board of Directors as may be expressly delegated to it by resolution of the Board of Directors, except with respect to:

- (a) the filling of vacancies on the Board of Directors or on any committee;



(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 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 other committees of the Board of Directors or the members thereof; or

(f) the approval of any self-dealing transaction, as these self-dealing transactions are defined in Corp. Code § 7233(a).

The Board of Directors shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board of Directors or the committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provision of this Article applicable to meetings and actions of the Board of Directors. Minutes shall be kept of each meeting of each committee.

#### **4.18. Fees and Compensation.**

Directors (as such) shall not receive compensation for their services as Directors. Notwithstanding the forgoing, however, Directors may serve the organization in some other capacity for which compensation is paid, such as an officer, employee, or other agent.

#### **4.19. Expenditure Authorization.**

Officers may incur expenses on behalf of the Corporation and in furtherance of their duties as further described in Article V for an amount not to exceed \$10,000 without prior approval of the Board of Directors.

**4.20. Emeritus Directors.** The Board of Directors may, at its sole discretion, elect or permit the continued service of up to two “Emeritus Directors,” who may attend Board meetings, but who shall not have the right to notice or vote. Each such Emeritus Director shall serve indefinitely. The other provisions of these Bylaws relative to vacancies and removal of directors shall be applicable. Unless otherwise specified in these Bylaws, all references to “Directors” relate to voting directors, as that term is defined in Cal. Corp. Code § 5047, and not to “Emeritus Directors.” Emeritus Directors shall be further subject to the following benefits and obligations:



- (a) Entitled to Summer Retreat/Goals Setting meeting attendance, inclusive of lodging and transportation costs;
- (b) Upon the Board's request, shall provide to the Board of Directors a presentation describing the corporation's accomplishments during Summer Retreat/Goals Setting meetings;
- (c) Shall not be entitled to reimbursement for lodging and transportation costs except where expressly provided herein;
- (d) Entitled to waiver of registration fees for Annual Conference and workshop attendance and attendance at other workshops where such attendance is specifically requested by the Board of Directors;
- (e) The Board of Directors may further modify, add to, or remove the benefits and obligations of Emeritus Directors by resolution and subject to its sole discretion.

## **ARTICLE V. OFFICERS**

### **5.1. Officers.**

The officers of the corporation shall be a President, President-Elect, Immediate Past President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, other officers as may be appointed in accordance with the provisions of Section 5.3 of this Article. One person may hold two or more offices, except that no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers.

### **5.2. Election.**

The officers of the corporation, except those officers as may be appointed in accordance with the provisions of Section 5.3 or Section 5.5 of this Article, shall be chosen annually by, and shall serve at the pleasure of, the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

### **5.3. Subordinate Officers.**

The Board of Directors may appoint, and may empower the President to appoint, other officers as the business of the corporation may require, each of whom shall hold office for the period, have authority, and perform duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.



#### **5.4. Removal and Resignation.**

Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board of Directors, or except in case of an officer chosen by the Board of Directors, by any officer on whom the power of removal may be conferred by the Board of Directors.

Any officer may resign at any time, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party, by giving written notice to the Board of Directors, or to the President, or to the Secretary of the corporation. The resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

#### **5.5. Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to the office, provided that the vacancies shall be filled as they occur and not on an annual basis.

#### **5.6. Inability to Act.**

In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of the officer to any other officer, or any director or other person whom the Board of Directors may select.

#### **5.7. President.**

The President shall be subject to the control of the Board of Directors, have general supervision, direction, and control of the activities and Officers of the corporation in conjunction with the Executive Director. The President shall preside at all meetings of the Board of Directors. The President shall be ex-officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

#### **5.8. President-Elect.**



In the absence or disability of the President, the President-Elect 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 on, the President. The Vice President shall have other powers and perform other duties as from time to time may be prescribed by the Board of Directors. The President Elect will work with the Executive Director and with the Legislative Advocates to improve membership.

### **5.9. Immediate Past President**

The Immediate Past President shall serve as an advisor to the President and the Board of Directors, providing continuity and guidance based on prior service as President. The Immediate Past President shall continue to serve on the Board of Directors for a period of two years following his or her tenure as President. The Immediate Past President shall be a member of the Executive Committee and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

### **5.10. Secretary.**

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or other place as the Board of Directors may order, of all meetings the Board of Directors and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present at the members, the Board of Directors and committees' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California and the original and a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and any committees of the Board of Directors required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have other powers and perform other duties as prescribed by the Board of Directors.

The Secretary shall also keep, or cause to be kept, a book of minutes at the principal office or other place as the Board of Directors may order, of all meetings with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting, the names of those present at meetings, and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the Directors required by these Bylaws.

### **5.11. Treasurer.**

The Treasurer shall provide general oversight of the association's finances and perform duties as directed by the Board of Directors. The Executive Director shall be responsible for maintaining the association's financial records, preparing expense reports, managing disbursements, and ensuring accurate bookkeeping.



To support oversight and transparency:

- The Executive Director shall prepare and submit monthly expense reports to the President and Treasurer for review and sign-off prior to reimbursement or processing.
- The Treasurer shall meet quarterly with the Executive Director to review all financial activity and expense reports for the preceding quarter.
- The Executive Director shall review the association's financial status with the Treasurer prior to each Board of Directors meeting.

The Treasurer and President serve as oversight only; the Executive Director holds primary responsibility for financial management and reporting.

## **ARTICLE VI. OTHER PROVISIONS**

### **6.1. Endorsement of Documents; Contracts.**

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this corporation and any other person, when signed by any one of the President, President-Elect, and any one of the Secretary, or Chief Financial Officer of this corporation shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

### **6.2. Construction and Definitions.**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

### **6.3. Amendments.**

These Bylaws may be amended or repealed in whole or in part, and new Bylaws adopted by the Board of Directors.



### **6.5. Record of Amendments.**

Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

## **ARTICLE VII. INDEMNIFICATION OF AGENTS OF THE CORPORATION**

### **7.1. Definitions.**

For purposes of this section, “agent” means any person who is or was a Director, Officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes, without limitation, attorney’s fees and any expenses of establishing a right to indemnification under Section 7.4 or 7.5(b) of this Article.

### **7.2. Indemnification in Actions by Third Parties.**

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this corporation to procure judgment in its favor, an action brought under Corp. Code § 5233, made applicable pursuant to Corp. Code § 7238, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the conduct was unlawful.

### **7.3. Indemnification in Actions by or in the Right of the Corporation.**



This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation or brought under Corp. Code § 5233, made applicable pursuant to Corp. Code § 7238, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust to procure a judgment in its favor by reason of the fact that the person is or was an agent of this corporation, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) in respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to this corporation in the performance of the person's duty to this corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court shall determine;

(b) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

#### **7.4. Indemnification Against Expenses.**

To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 7.2 or 7.3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

#### **7.5. Required Indemnification.**

Except as provided in Section 7.4 of this Article, indemnification under this Article shall be made by this corporation only if authorized in the specific case, on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 7.2 or 7.3, by:

(a) a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or



(b) the court in which the proceeding is or was pending, on application made by this corporation or the agent, attorney, or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

**7.6. Advance of Expenses.**

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

**7.7. Other Indemnification.**

No provision made by the corporation to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of the Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than the Directors and Officers may be entitled by contract or otherwise.

**7.8. Forms of Indemnification Not Permitted.**

No indemnification or advance shall be made under this Article, except as provided in Sections 4 or 5(b) in any circumstances where it appears that:

(a) it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**7.9. Insurance.**

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in the capacity or arising out of the agent's status as an agent whether or not the corporation would have the power to indemnify the agent against the liability under the provisions of this Article; provided, however, that this corporation shall have no power to purchase and maintain insurance to indemnify any agent of the corporation for a violation of Corp. Code § 5233, made applicable by Corp. Code § 7238.



**7.10. Nonapplicability to Fiduciaries of Employee Benefit Plans.**

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though the person may also be an agent of the corporation as defined in Section 1 of this Article. The corporation shall have power to indemnify the trustee, investment manager, or other fiduciary to the extent permitted by Corp. Code § 207(f).

**ARTICLE VIII.  
RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS**

**8.1.** The corporation shall receive all monies, other properties, or both, transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the corporation as shown by these Articles.

**8.2.** The corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

**8.3.** No disbursement of corporation money or property shall be made until it is first approved by the President of the corporation or by the Treasurer or by the Directors. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of the corporation from time to time to make disbursements to implement the appropriations.

**8.4.** All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by the officer or officers, agent or agents, as the Board of Directors may from time to time by resolution designate.

**ARTICLE IX.  
CORPORATE RECORDS AND REPORTS**

**9.1. Records.**



The corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All the books, records, and accounts shall be kept at its principal place of business in California, as fixed by the Board of Directors from time to time.

**9.2. Inspection of Books and Records.**

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation, and also of its subsidiary organizations, if any.

**9.3. Certification and Inspection of Bylaws.**

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the Directors of the corporation at all reasonable times during office hours.

**9.4. Fiscal Year.**

The fiscal year of these bylaws shall be July 1, 2019 to June 30, 2022

**ARTICLE X. DISSOLUTION**

On dissolution of this corporation, the Board of Directors shall cause the corporation's assets to be distributed to another corporation with purposes similar to that identified in the Articles of Incorporation, and Article 2 of these Bylaws.

**CERTIFICATE OF SECRETARY**

I, the undersigned, being the Secretary of the Small School Districts' Association, hereby certify that the above Bylaws consisting of 18 pages were adopted as the Bylaws of this corporation pursuant to the unanimous vote of the Directors in a regularly called meeting, effective July 22, 2024 . These Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this corporation.

IN WITNESS WHEREOF, I have set my hand this *September 27, 2025*

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Melanie Matta  
Secretary  
Board of Directors  
Small School Districts' Association