



Board Agenda Item: IV G: Action Item

Date: June 24, 2021

To: Magnolia Public Schools ("**MPS**") Board of Directors (the "**Board**")

From: Alfredo Rubalcava, Chief Executive Officer and Superintendent
Patrick Ontiveros, General Counsel & Director of Facilities

RE: Removal of Magnolia Properties Management Inc. Board Member Haim Beliak and Appointment of his Replacement

I. Proposed Motion/Recommendation(s)

Staff moves and recommends that the MPS Board approve and adopt the resolutions attached as Exhibit A.

II. Background

Rabbi Haim Beliak resigned from the MPS Board effective as of June 8, 2021. Rabbi Beliak is a member of the Board of Directors of Magnolia Properties Management, Inc. Magnolia Properties Management, Inc., a California nonprofit public benefit corporation ("MPM"), was formed and is operated exclusively to support MPS. The MPS Board desires to remove Rabbi Beliak from the MPM Board of Directors and replace him with the person named in the resolutions attached as Exhibit A.

III. Budget

The proposed action has no budget impact.



Exhibit A

June 24, 2021 Resolutions

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF MAGNOLIA EDUCATIONAL & RESEARCH
FOUNDATION DBA MAGNOLIA PUBLIC SCHOOLS**

June 24, 2021

WHEREAS: Magnolia Educational & Research Foundation dba Magnolia Public Schools ("**MPS**") is a California nonprofit public benefit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986.

WHEREAS: Magnolia Properties Management, Inc., a California nonprofit public benefit corporation ("**MPM**"), was formed and is operated exclusively to support MPS.

WHEREAS: Section 2 of Article III of MPM's Bylaws provides as follows:

The authorized number of Directors shall be not less than 3 nor more than 7, until changed by amendment to these Bylaws. The exact number of authorized Directors shall be fixed within these limits from time to time by Magnolia Educational & Research Foundation, a California nonprofit public benefit corporation (the "Sponsor").

WHEREAS: Section 3 of Article III of MPM's Bylaws provides as follows:

The Sponsor, acting through its Board of Directors, shall designate the Directors of the corporation. Each Director designated by the Sponsor shall serve for such term of office as is designated by the Sponsor.

WHEREAS: Section 2 of Article III of MPM's Bylaws further provides as follows:

No more than 49 percent of the persons serving on the Board may be interested persons. An interested person is (a) any person currently being compensated by the 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 Director, and (b) 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 such a person.

WHEREAS: Government Code § 1091.5(a)(8) provides as follows:

(a) An officer or employee shall not be deemed to be interested in a contract if his or her interest is any of the following:

(8) That of a noncompensated officer of a nonprofit, tax-exempt corporation, which, as one of its primary purposes, supports the functions of the body or board or to which the body or board has a legal obligation to give particular consideration, and provided further that this interest is noted in its official records.

For purposes of this paragraph, an officer is “noncompensated” even though he or she receives reimbursement from the nonprofit, tax-exempt corporation for necessary travel and other actual expenses incurred in performing the duties of his or her office.

WHEREAS: Director Haim Beliak’s resigned from the MPS Board of Directors as of June [], 2021, and in conjunction therewith the MPS Board desires to remove Director Beliak from the MPM Board of Directors effective as of [] and replace him with [].

WHEREAS: [] is a Board Member of MPS but is not a “interested person” as defined in MPM’s Bylaws.

NOW, THEREFORE BE IT RESOLVED: that the Board hereby approves, confirms, and ratifies the removal of Director Haim Beliak from the MPM Board of Directors and the designation of [] as a director of MPM to replace him and to serve until removed or replaced as provided in the Bylaws of MPM.

RESOLVED, FURTHER: that the appropriate officers of MPS are hereby authorized and directed to take such additional actions, to execute and deliver such additional instruments, and to make such further determinations as may be necessary or appropriate to carry into effect the foregoing resolutions.

RESOLVED, FURTHER: that MPS ratifies and confirms the acts of its officers, agents or employees taken on behalf of MPS and that all actions heretofore taken by the CEO & Superintendent, CFO, or any other officer of MPS, in connection with or otherwise in contemplation of the foregoing actions, and they hereby are, ratified, confirmed and approved as the acts and deeds of MPS.

RESOLVED, FURTHER: the Secretary or Assistant Secretary of MPS, acting singly or together, be and hereby is and are authorized and directed to execute, acknowledge and deliver a certified copy of these resolutions to any person or agency which may require copies of these resolutions and that the certification of the Secretary or Assistant Secretary as to the signatures of the officers, agents or employees will be binding on MPS.

* * *

CERTIFICATE OF SECRETARY

I, _____, do hereby certify that I am the duly appointed and acting Secretary of Magnolia Educational & Research Foundation dba Magnolia Public Schools ("**Magnolia**"), a California nonprofit public benefit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, and do hereby further certify that attached hereto is a full, true and correct copy of certain resolutions of the Board of Directors, duly and regularly passed on June 24, 2021, by the majority vote of the Board of Directors then in office at a meeting duly held on such date in compliance with the bylaws of Magnolia and California law.

I further certify that said resolutions are still in force and effect and have not been amended or revoked.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of Magnolia this 24th day of June 2021.

_____, MPS Board Secretary