



Board Agenda Item: V J: Action Item

Date: June 23, 2022

To: Magnolia Public Schools (“**MPS**”) Board of Directors (“**MPS Board**”)

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

RE: Removal of an Existing Director and Appointment of a New Director to the
Magnolia Properties Management, Inc. Board of Directors

I. Proposed Motion/Recommendation(s)

Staff recommends and moves that the MPS Board of Directors (the “**MPS Board**”) remove Director Haim Beliak from the Board of Directors of Magnolia Properties Management, Inc. and replace him with Dr. Salih Dikbas, Ph.D.

II. Background

Magnolia Educational & Research Foundation dba Magnolia Public Schools (“**MPS**”) is a California nonprofit public benefit corporation and a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (“**IRC**”). Magnolia Properties Management, Inc. is a California nonprofit public benefit corporation (“**MPM**”) and a tax exempt organization under Section 501(c)(3) of the IRC and was formed and is operated exclusively to support MPS. MPS is MPM’s sponsor.

Section 2 of Article III of MPM’s Bylaws provides as follows: “[t]he 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”).” Section 3 of Article III of MPM’s Bylaws provides as follows: “[MPS, the Sponsor], acting through its Board of Directors, shall designate the Directors of the corporation. Each Director designated by the [MPS] shall serve for such term of office as is designated by the [MPS].” Further, Section 5 of Article III of MPM’s Bylaws provides as follows: “[An MPM] Director may be removed at any time for any reason by the Sponsor.”

III. Conclusion / Budget Impact

There is no budget impact to MPS.