

**STANDING RESOLUTION
OF THE BOARD OF DIRECTORS
OF
UNITED ADMINISTRATORS OF SAN FRANCISCO
REGARDING THE OPERATION
OF THE
BOARD AND BOARD COMMITTEES**

Adopted at the November 14, 2013 meeting of the Board of Directors

WHEREAS, it is necessary for United Administrators of San Francisco ("UASF") to establish reasonable and flexible working rules for the Board of Directors, and

WHEREAS, the Board has found it cumbersome to have all the practical working details of the Board specified in the UASF ByLaws, and

WHEREAS, the Board believes the appropriate procedure is to establish these working rules in a "Standing Resolution" of the Board that can be changed in the future, if necessary, by a simple majority vote of the Board, as opposed to a formal amendment of the UASF ByLaws;

NOW, THEREFORE, IN LIGHT OF THE ABOVE RECITALS, AS WELL AS THE GOALS AND OBJECTIVES OF UASF, IT IS HEREBY RESOLVED THAT:

The Working Rules for the UASF Board of Directors shall be as follows:

1. Composition of the Board of Directors.

The Board of Directors will consist of up to SEVENTEEN (17) UASF Members who shall serve for a two-year term of office. The actual composition of the Board of Directors shall be as follows:

(a) Of the 17 members, four will be the elected officers of UASF consisting of the President, Vice President, Secretary and Treasurer; in addition, the officers shall include the Immediate Past President, provided he/she is still a member of the certificated supervisory bargaining unit). In order to be eligible to run for one of the enumerated offices, a person must have served at least one year in good standing as a member of the UASF Board of Directors. Each board member will serve for a two-year term of office. The four terms of the elected officers will run concurrently.

(b) The other members of the board shall equitably represent the various evolving constituencies of the membership by including persons who work in the various divisions covered by the supervisory bargaining unit (e.g., High School, Middle School, Elementary School, K-8, Early Childhood Education, Supervisory/Central Office, as well as any other distinct constituencies that may arise in the future).

Elections may be staggered appropriately so a portion of the Board of Directors is elected in each election cycle.

2. Meetings of the Board of Directors.

(a) The Board of Directors will meet monthly except for the months of July

and December, and at such other times as the Board deems necessary. The Secretary will distribute to each Director in timely manner an agenda for each Board meeting.

(b) The Officers shall endeavor to meet with the Executive Director(s) in anticipation of each upcoming Board meeting so they can plan the agenda for the meeting and other actions as needed.

(c) Special meetings may be called as provided in the By-laws.

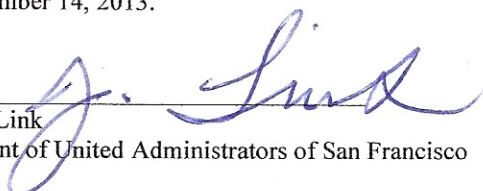
3. Committees of the Board of Directors.

The Board of Directors may establish and staff various committees which shall have functions based on need and specified by the Board. The Chair of each committee shall be a sitting Board Member appointed by the President, subject to confirmation by majority vote of the Board of Directors.

CERTIFICATE OF PRESIDENT

The undersigned hereby certifies that:

- (1) I am presently elected and acting President of the United Administrators of San Francisco, a California nonprofit corporation, and
- (2) The above Standing Resolution, consisting of 2 pages including this page, is the Standing Resolution of United Administrators of San Francisco per ByLaw 4.01(c), duly adopted by the UASF Board of Directors on November 14, 2013.



Janice Link

President of United Administrators of San Francisco