

AMENDED AND RESTATED BYLAWS
OF
MARIA CARRILLO HIGH SCHOOL ASSOCIATION

ARTICLE I. NAME AND OFFICE

Section 1. Name. The name of this association is **Maria Carrillo High School Association** (the “Association”).

Section 2. Principal Office. The principal office of this Association is located at 6975 Montecito Boulevard, Santa Rosa, California 95409, Sonoma County, or any other location determined by the Executive Board.

ARTICLE II. POLICIES

Section 1. Nonprofit. The Association is a nonsectarian, nonpartisan and nonprofit association incorporated under the laws of the State of California on December 2, 1996 as a California nonprofit public benefit corporation. No commercial enterprise and no candidate for a public office shall be endorsed by the Association. Neither the Association or its name nor its officers or their names, in their official capacities, shall be used in connection with any commercial or for-profit concern, with any partisan interest, or for any purpose other than the regular business of the Association.

Section 2. Dissolution. In the event of the dissolution of the Association, its assets, if any, shall be liquidated and distributed: first to satisfy any outstanding Association debt or obligations; and if there are any remaining thereafter to be delivered into the care of the acting school Principal to be used for the benefit of Maria Carrillo High School (the “School”) for charitable purposes.

Section 3. Cooperation. The Association may cooperate with other organizations and agencies active in child welfare and education, such as conference groups or coordination councils, provided the Association makes no permanent or contractual commitments.

Section 4. School And Students. The Association shall work with and operate for the benefit of the School in an on-going effort to enhance quality education for all prospective and enrolled students and shall seek to participate, influence, and assist in the School’s decision-making process, recognizing that the legal and official responsibility to govern and make School related decisions resides with the Santa Rosa City School Board of Education and the School’s administration.

Section 5. Exempt Organization. Notwithstanding any other provision of these bylaws, the Association shall not endeavor to carry on any activities not permitted to

be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE III. CHARITABLE PURPOSE & MISSION

Section 1. Charitable Purpose. The charitable purpose of the Association is to enhance all students' educational and social experiences, support the School and its staff, and promote active parent, staff, community, and business involvement in the School. By way of example only, the following is a non-exclusive list of approved Association activities and mission:

To provide equitable support for students' academic, athletic, artistic and social endeavors;

To create an environment of goodwill within the School and within this Association;

To create an environment that promotes involvement and interaction among parents, staff, students, business, and the School's community;

To establish sustained funding, including but not limited to the pursuit of grants and other forms of assistance;

To promote the School's reputation of excellence;

To strive to include all members in the decision-making process;

To build a strong, positive relationship between the School and its community;

To have strong, clear and ongoing communication among all members;

To promote School spirit;

To recognize student achievement and success; and

To provide many and varied opportunities for participation.

Section 2. Dedication Of Assets. This Association's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Association, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Association. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE IV. MEMBERSHIP & DUES

Section 1. Membership. Membership is open to every student, staff member, parent/guardian of a student enrolled in the School and interested members of the community. Membership in this Association shall be open to any individual who subscribes to the policies and goals of the Association.

Section 2. Annual Dues. The annual dues shall be set and adjusted from time to time by the Association's Executive Board.

ARTICLE V. OFFICERS AND THEIR ELECTION

Section 1. Officers. Officers of this Association shall include but are not limited to a President, Vice President, Secretary, Treasurer, Volunteer Coordinator and Membership Coordinator. The officers shall serve at the pleasure of the Executive Board. All officers will be elected by the General Membership. Only the votes of active members in good standing shall be valid and counted for all purposes.

Section 2. Nomination Committee. Nominations for office shall be made by a Nominating Committee of at least three volunteer members of the Association chaired by the Vice President. The Nominating Committee shall be formed at least two months prior to the General Membership meeting where the nominees will be presented to the Association and a vote taken. For the purpose of nominating a candidate for office, a simple majority of those present shall be needed to pass a vote. The consent of each candidate must be obtained before his/her name is nominated.

Section 3. Election. The officers shall be elected by ballot at the General Membership meeting and their term of office shall begin at the close of the meeting in which they are elected. For the purpose of electing a candidate for office, a simple majority of those present shall be needed to pass a vote.

Section 4. Term. All officers are elected for a one year term; all officers may serve a maximum of four consecutive one year terms. No officer may hold more than one position. In the case of a vacancy on the Executive Board or in any position occurring during the elected year, the Executive Committee shall appoint a member to fill the post, except the Presidency, in which case the Vice President automatically becomes the President and a new Vice President is appointed.

Section 5. Exclusion. No member of the Board of Trustees of the Santa Rosa City School District may hold office as an officer or on the Executive Committee.

Section 6. Removal. An officer may be removed with or without cause by a majority of the members present at a meeting of the members duly called and held. Any officer may resign at any time by giving written notice to the Executive Board. The

resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. President. The President shall preside at all meetings of the officers, Executive Board and membership, shall exercise general supervision over the affairs and activities of the Association and shall serve as a member ex officio on all standing committees and special events committees. If the President desires to participate in debate, s/he may turn the chair over to the Vice President or other such officer or chair as s/he may designate. The immediate past President may serve as a member of the Executive Board, ex officio, in the year following her/his term.

Section 2. Vice President. The Vice President shall assume all duties of the President in the latter's absence and shall be responsible for scheduling the programs for the general meetings and shall be the chairperson of the Nominating Committee. The Vice President shall provide administrative support for committees assigned by the President.

Section 3. Secretary. The Secretary shall take the minutes of all meetings and electronic correspondence and votes, conduct the business of the Association requiring the receiving and answering of all correspondence and notify the Executive Board members of all meetings. Minutes of all meetings and the Treasurer's report shall be kept on file by the Secretary. The Secretary shall also maintain a file which includes a current copy of these bylaws, the Standing Rules adopted by the Executive Board, and copies of memorandums and all other records required by law or maintained at the Executive Board's request. The Secretary shall be responsible for the conduct of the annual election of officers.

Section 4. Treasurer. The duties of the Treasurer shall include:

- (a) Receive all funds or records of deposits for the Association, which have been deposited in the name of the Association in a bank approved by the Executive Board;
- (b) Keep an accurate record of receipts and disbursements;
- (c) Present a statement of account at every meeting of the Association and at other times when requested by the Executive Board;
- (d) Prepare a budget for the approval of the Executive Board;
- (e) Be one of the four Officers whose signature is required on checks written by the Association (checks issued from the Association shall require the signature of two Officers); and

(f) Shall ensure that all tax returns, forms or reports required by State or Federal governments are duly and timely filed.

Section 5. Volunteer Coordinator. The duties of the Volunteer Coordinator shall include:

- (a) Act as liaison between staff, students and the Executive Board; and
- (b) Recruit parent or community volunteers to fill positions as requested by staff, students, or the Executive Board.

Section 6. Membership Coordinator. The duties of the Membership Coordinator shall include:

- (a) Receive and record each application for membership to the Association;
- (b) Deposit membership funds into approved Association account and give record of deposit to Treasurer;
- (c) Update and maintain accurate membership roster; and
- (d) Communicate Association news to members in a timely fashion.

ARTICLE VII. EXECUTIVE BOARD

Section 1. Members. The Executive Board shall consist of the officers of the Association, the Hospitality Chair appointed by the officers, and the Chairs of Puma Athletic Committee (PAC), Fine Arts Committee (FAC), and Band Boosters who shall be elected by their respective organizations, the Principal of the School (or a representative appointed by the Principal), and all committee chairs.

Section 2. Votes. All Executive Board members, excluding the President and Principal, in good standing shall have an equal vote.

Section 3. Officer Authority. The officers of the Association:

- (a) shall transact necessary business between meetings of the Association and such other business as may be referred to it by the Association;
- (b) may authorize the payment of Association debts and obligations with the signature of two members of the Executive Board;
- (c) shall not disburse funds in excess of the approved budget without a majority vote of members attending a regularly scheduled general meeting;

(d) shall create committees as deemed necessary to promote the goals and to carry out the business of the Association; and

(e) have the authority to call for a vote (in person or electronic) on an item previously proposed at an Executive Board meeting.

Section 4. Oversight. The officers are subject to the direction of the Association and its members and none of their acts shall contravene or conflict with any action taken by the Association or its Executive Board.

ARTICLE VIII. MEETINGS

Section 1. Regular Meetings. General membership meetings may, but need not, be held monthly, September through May, for the purposes of conducting regular business on a date to be specified by the Executive Board. All members of the Association are welcome to attend all general membership meetings.

Section 2. Special Meetings. In addition, the President may call special meetings of the Executive Board at a time and location to be agreed upon among its members.

Section 3. Quorum. For purposes of conducting business at an Executive Board meeting, a quorum shall consist of five members of the Executive Board.

Section 4. Votes. For purposes of conducting business at a general membership meeting, a simple majority of those present shall be needed to pass a vote.

Section 5. Action Without A Meeting. Any action required or permitted to be taken by the Executive Board may be taken without a meeting if all members of the Board consent in writing to that action and that action is filed with minutes of the proceedings. For purposes of this section, written consent may include, but is not limited to: electronic, PDF, Internet, facsimile, e-mail or any other agreed upon means of communication.

ARTICLE IX. COMMITTEES

Section 1. Composition. There shall be two or more committees created by the Executive Board as may be required to carry on the work of the Association (including but not limited to a Nominating Committee and an Executive Committee). The quorum for committee meetings shall be a majority of its members. A committee may be comprised of members and officers or a combination thereof. A committee must be comprised of at least three members but there is no limit on the number of committee members. At least one officer or an Executive Board member must be a member of each committee. Each committee shall nominate a chair who shall, on behalf of the committee, report directly to the Executive Board.

Section 2. Chair. Each committee chair shall present plans of work and progress reports to the Executive Board for review and approval. No work shall be undertaken and no funds shall be committed without the advanced approval of the Executive Board.

Section 3. Financial Reports. Financial reports shall be compiled annually or at the request of an officer by all committee chairs and submitted to the Secretary for filing with the corporate records and books of the Association.

ARTICLE X. RULES OF ORDER

The Executive Board will use Robert's Rules of Order (revised) in governing the Association in cases where they are applicable and not in conflict with these Bylaws.

ARTICLE XI. AMENDMENT OF BYLAWS

These Bylaws may be amended by a simple majority vote of the membership attending any regular meeting of the Association, provided the proposed amendment has been presented, in writing, at the previous month's regular meeting. Only the votes of active members in good standing shall be valid and counted for all purposes.

ARTICLE XII. FISCAL YEAR

Section 1. Fiscal Year. The meeting year of this Association shall begin and end with installation of new officers. The fiscal year of the Association shall begin on July 1 and end on June 30.

Section 2. Annual Financial Records. At the conclusion of the fiscal year, the financial records of the Association shall be verified by a qualified person selected by the Executive Board with the approval of the general membership at the May meeting. In addition, a bookkeeping verification shall also be conducted at any time a new Treasurer is appointed or elected. A signed report of the findings of that verification shall be presented to the general membership.

Section 3. Continuing Financial Obligations. The Association shall not assume any financial obligation in any one fiscal year that will be carried over into the succeeding term without the approval of the Executive Board of the Association.

ARTICLE XIII. INDEMNIFICATION

Section 1. Officers, Directors, Members. To the fullest extent permitted by law, this Association shall indemnify and defend its directors, officers, committee members, members, representatives, agents, and all other such persons described in Section 5238 (a) of the California General Corporations Code, including persons formerly occupying such position, against all Association related expenses, judgments, fines, settlements, (actual or threatened) and other amounts actually and reasonably incurred by

them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the Association by reason of the fact that the person is or was a person so described and so acting. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 5238 (a) of the California General Corporations Code.

Section 2. Authorization. On written request to the Executive Board by any persons seeking indemnification under Section 5238(b) or Section 5238(c) of the California General Corporations Code, the Executive Board shall promptly determine under Section 5238(e) of the California General Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met, and, if so, the Executive Board shall authorize indemnification.

Section 3. Reimbursement. To the fullest extent permitted by law and except as otherwise determined by the Executive Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article VIII in defending any proceeding covered by those sections shall be advanced by the Association before final disposition of the proceeding, on a receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Association for those expenses.

ARTICLE XIV. RECORDS AND REPORTS

Section 1. Record Keeping. The Association shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Written minutes of the proceedings of its Executive Board.

Section 2. Inspection Rights. Every member of the Executive Board shall have the absolute right at any reasonable time to inspect the Association’s books, records, documents of every kind, and physical properties. The inspection may be made in person or by the Executive Board member’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

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CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of **Maria Carrillo High School Association**, a California nonprofit public benefit corporation, that the above Amended and Restated Bylaws, consisting of eight pages, are the Bylaws of this Association as adopted by the members on _____, 2009, and that they have not been amended or modified since that date.

Executed on _____, 2009 at Santa Rosa, California.

(signature)

_____, Secretary
(print name)