## **BYLAWS OF FRIENDS OF DANA AND CORREIA MIDDLE SCHOOLS**

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**Friends of Dana and Correia Middle Schools,**

**a California Nonprofit Public Benefit Corporation**

**benefiting Dana and Correia Middle Schools**

#### **ARTICLE 1 OFFICES, DEFINITIONS, PURPOSE, MISSION**

**1.1 Offices.** The principal office for the transaction of the business of the Corporation is fixed and located at 4302 Valeta Street, San Diego, CA 92107, or at such other locations as the Board of Directors shall from time to time determine. The Board is granted full power and authority to change the principal office from one location to another. The Board may establish and maintain additional offices at other places as the Board of Directors may determine.

**1.2 Definitions.**

*1.2.1* Name.The “Corporation” shall mean Friends of Dana and Correia Middle Schools, its successors, and assigns.

*1.2.2* Board. The “Board” shall mean the Board of Directors of the Corporation.

**1.3 Purpose.** The purposes of the Corporation, as outlined in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law. The Corporation is to engage in activities designed to utilize parent participation, organize volunteer support to provide specific services, raise funds through financial contributions and donations, and provide all support for the Steven V. Correia Junior High School and Dana Middle School.

**1.4 Mission.** The corporation's mission is to enrich and enhance your student's four-year middle school experience with essential educational programs, supplies, and social and extracurricular activities not provided nor included in regular district funding.

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#### **ARTICLE 2 MEMBERSHIP**

The Corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law as now in effect or as may hereafter be amended. Any action which otherwise would require approval by a majority of all members or approval by the members shall require approval only of the Board of Directors. All rights which otherwise would vest in the members, including, without limitation, the right to elect directors, shall vest in the Board.

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#### **ARTICLE 3 BOARD OF DIRECTORS**

**3.1 Power of Board.** Subject to any limitation in the Articles of Incorporation or these Bylaws, the activities and affairs of the Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee or committees however composed, provided that the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board. Each director shall exercise such powers and otherwise perform such duties in good faith, in the manner such director believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, using ordinary prudence, as a person in a like position would use under similar circumstances, in accordance with Section 5231 of the California Nonprofit Public Benefit Corporation Law.

**3.2 Number of Directors.** The number of Directors constituting the entire Board shall be fixed by the Board of Directors but shall be at least five (5) and no more than thirteen (13). The exact number of directors within the range of this Section 3.2 shall be fixed and may, from time to time, be changed by the Board of Directors. The Board may allow “non-voting” members as needed to the directorship.

**3.3 Election of Directors and Term of Office.**

*3.3.1*. One directorship shall be filled by the principal of Dana Middle School or their delegate and one by the principal of Correia Middle School or their delegate. These directors shall remain in permanent NON-VOTING positions. If a vacancy should occur as to any director designated in this Subparagraph 3.3.1, the vacancy shall be filled by the designation of the principal of the affected school.

*3.3.2* A majority of directors other than those designated at Subparagraph 3.3.1 shall be selected from parents who have a child(ren) attending Dana or Correia Middle School(s) at the time of election or volunteer process, and such directors shall be expected to serve until their successors are elected and qualified. All parents are to be notified in writing prior to the April meeting of the upcoming election at the annual May meeting and may make nominations for any or all five Officer positions or self-nominate. Nominations may be anonymous if preferred and will be submitted either via nominating form or in writing. Additional nominations may be taken from the floor at the April general meeting. If there is only one candidate for an office and no further nominations, the Secretary may be instructed to cast the ballot in favor of the candidate. No director shall serve unless, during their term, they have at least one child in attendance at one of the above schools or unless the then-acting Board of Directors approves their membership on the Board.

*3.3.3* All Directors must complete the San Diego Unified School District Parent / Community Volunteer screening process.

*3.3.4* The Board will elect at least two (2) members from the Active Board of Directors and no more than three (3) of the members from the current Board of Directors to serve for the ensuing year.

*3.3.5* No individual member of the Board or any committee or chairperson shall incur any expense greater than $100 without the approval of the Board of Directors.

*3.3.6* Four (4) members shall constitute a quorum if there are fewer than seven (7) members of the Board. If the Board consists of seven (7) or more members, a quorum is represented by a majority.

**3.4 Restriction Regarding Interested Directors. Pursuant to Section 5227 of the California Nonprofit Corporation Law, no more than forty-nine percent (49%) of the Directors serving on the Board may be “interested persons”.** Notwithstanding any other provision of these Bylaws, if a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

**3.5 Compensation.** Directors shall not receive compensation for their services as directors; however, reimbursement of expenses may be paid, as deemed by resolution of the Board of Directors to be just and reasonable.

**3.6 Place of Meetings.** Meetings of the Board of Directors shall alternate between Dana and Correia Middle School OR by a remote telecommunication platform unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at one of the two schools shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by telephone conference or email so long as all directors participating in such meeting can respond to one another. Any action or vote by email will be printed and filed with the minutes of the next meeting.

**3.7 Regular and Annual Meetings.** No notice need be given of any annual or regular meeting of the Board. The general parent meeting is held on the second Tuesday of the month from 6:00 to 7:00 pm as designated in Subparagraph 3.6. The annual meeting is on the second Tuesday in May. The Board shall meet on the first Tuesday of each month. August through June, unless rescheduled by the Board of Directors. Agenda items must be given to the President or his/her delegate at least 10 days before the meeting. Any items requiring action (vote) by the Board must first appear on the agenda. Other items brought to the table at the meeting or being recommended for discussion and/or action less than 10 days before the meeting will be tabled for the next called meeting unless agreed to by a quorum of the Board members present at the meeting. If the directors make no provision for meetings, then at an annual meeting to be held in May of each year, the directors shall be elected by the Board of Directors in accordance with section 3.3. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each Officer shall cast one (1) vote. The term of office for directors elected at the May meeting shall commence at the adjournment of that meeting and does not terminate until the next annual meeting of the Board and until the successor has been elected and qualified, or until his or her death, resignation, or removal.

 **3.8 Special Meetings.** Special meetings of the Board of Directors may be called by any two (2) directors, with one-day advance notice, and such meetings shall be held at one of the designated locations in section 3.6.

**3.9 Notice of Meetings and Contents of Notice.** Notice of meetings not herein dispensed shall specify the place, day, and hour of the meeting. The purpose of any Board meeting, whether regular or special, must be included with the notice. A statement of actions, if any, which will be requested at the meeting (except for action to elect officers & directors), must be included in the notice. The information required for the meeting must be communicated to the President or his/her delegate for the purpose of notifying all Board members.

**3.10 Waiver of Notice and Consent to Hold Meetings.** The transactions of any meeting of the Board, however, called and noticed or wherever held, are as valid *as* though the meeting had been duly held after proper call and notice, provided a quorum as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**3.11 Quorum for Meetings.** A quorum shall consist of a majority of the authorized number of officers and directors. There must be at least one representative from both schools present. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meetings may adjourn from time to time until the time fixed for the next regular meeting of the Board. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 3.9 of this Article. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law or the Articles of Incorporation or Bylaws of the Corporation.

**3.12 Majority Action as Board Action.** The directors present at a duly called and held meeting at which a quorum is present may continue to do business provided there are a minimum of seven (7) or more voting members on the Board. If there are fewer than seven total Board members a quorum will require at least four (4) members of the Board present. Every act or decision done or made by four(4) or more directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to the appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238(e)), require a greater percentage or different voting rules for approval of a matter by the Board.

 *3.12.1* Quorum. At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present. In the event the Board of Directors does not exceed six (6) members, the minimum number of Board members present must equal four (4) members.

*3.12.2* Voting. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker. When the number of directors present is less than five (5), the vote must be unanimous.

**3.13 Conduct of Meetings.** Meetings of the Board of Directors shall be presided over by the President or, in his/her absence, by one of the Vice Presidents or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board provided that, in his/her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

**3.14 Action by Majority Written Consent without Meeting.** Any action required or permitted to be taken by the Board of Directors under any provisions of law may be taken without a meeting if a minimum of four members of the Board shall individually or collectively consent in writing or email to such action. Such written consent shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the majority vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by majority written consent of the Board of Directors without a meeting and that the Bylaws of the Corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

*3.14.1* Participation by Audio or Video. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of conference telephone, electronic video screen, or similar communications equipment allowing all persons participating in the meeting to hear and/or see each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**3.15 Vacancies.** Vacancies on the Board of Directors shall exist (a) on the death, resignation, or removal of any director, and (b) whenever the number of authorized directors is increased. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of the court, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following the California Nonprofit Public Benefit Corporation Law. Directors may be removed without cause by a vote of at least two-thirds (2/3) of the directors then in office. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Corporation would then be left without a duly elected Board of Directors in charge of its affairs, except upon notice to the Attorney General provided in Section 5226 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (a) the unanimous written consent of the directors then in office, (b) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with these Bylaws, or (c) a sole remaining director. A person elected to fill a vacancy provided by this Section shall hold office for the unexpired term of the director whom such person is replacing or until such person's death, resignation, or removal from office.

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#### **ARTICLE 4 COMMITTEES**

**4.1 Executive Committees.** The Board of Directors may, by a majority vote of Officers, designate two (2) or more of its members (who may also be serving as officers of the Corporation) to constitute a Chairperson or Committee (such as the *Budget Committee*) and delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

a.) The filling of vacancies on the Board or on any committee which has the authority of the Board;

b.) The fixing of compensation of the directors for serving on the Board or on any committee;

c.) The amendment or repeal of Bylaws or the adoption of new Bylaws;

d.) The amendment or repeal or any resolution of the Board which by its terms is not able to be amended or repealed;

e.) The appointment of committees of the Board or the members thereof; after there are more people nominated for director than can be elected;

f.) The expenditure of corporate funds to support a nominee for director or in any way not sanctioned by the Articles of Incorporation, the Bylaws or under Section 5230 and following the California Nonprofit Public Benefit Corporation Law;

g.) The approval of any transaction to which the Corporation is a party and in which one (1) or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

*4.1.1* Committee Action. By a majority vote of its members then in office, the Board may at any time revoke or modify any or all the authority so delegated, increase or decrease but not below two (2) the number of Committee members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

**4.2 Advisory Committees.** The Corporation may also have committees which may include or consist of persons who are not voting members of the Board. These additional committees shall serve in an advisory capacity only to the Board and shall be clearly titled "advisory" committees.

**4.3 Meetings and Action of Committees**. Meetings and actions of committees shall be governed by the Board, held, and taken in accordance with the provisions of these bylaws. If meetings of the Board of Directors, with such changes in the context of said bylaw provisions are necessary to substitute the committee and its members,

it must be handled by resolution of the Board of Directors or by the committee. The time for all meetings of committees may also be fixed by the Board of Directors. The directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

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#### **ARTICLE 5 OFFICERS**

**5.1 Officers.** The officers of the Corporation shall be a President, two Vice-Presidents (one per school), a Secretary, and a Treasurer. Both schools should be represented in the Vice President positions. Priority should be given to ensure balanced representation among both schools among the Officers. Any number of offices may be held by the same person, except the same person may not be both President and Secretary.

**5.2 Election.** The officers of the Corporation, except as such officers as may be appointed in accordance with the provisions of Section 5.3 or Section 5.5 of this Article, shall be elected annually by the Board of Directors, and each shall hold his/her office until he/she shall resign or shall be removed or otherwise disqualified to serve, or his/her successor shall be elected. The officers shall be elected at the May meeting each year and shall assume their responsibilities immediately upon their election to the position.

 **5.3 Subordinate Officers.** The Board of Directors may appoint and may empower the President to appoint such other officer(s) as the business of the organization may require. Each of the subordinate officers appointed shall hold office for periods of one (1) year or less and shall have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

**5.4 Removal and Resignation of Officers.** Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors. Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a signatory on behalf of the organization.

**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 appointments to such office.

**5.6 President.** The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and officers of the Corporation. He/she shall preside at all meetings of the Corporation and at all meetings of the Board of Directors. He/she 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 president by the Board of Directors or the Bylaws.

**5.7 Vice President(s).** In the absence of the President or in the event of his/her inability or refusal to act it shall then be the responsibility of the Vice President(s) to perform all the duties of the President and in doing so shall have all authority and powers of and shall be subject to all the restrictions on, the President by the Board of Directors or the Bylaws.

**5.8 Secretary.** The Secretary shall keep, or cause to be kept, at the principal executive office and such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place held, whether regular or special and, if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings and the proceedings thereof. The Secretary shall keep, or cause to be kept, a copy of the Bylaws at the principal office. At the request of the President, the Secretary shall give, or cause to be given, notice of all the meetings of the Board and of any committees thereof required by these Bylaws or by law to be given.

 **5.9 Treasurer.** The Treasurer shall keep and maintain, or cause to be kept and maintained in accordance with generally accepted accounting principles, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, tax filings, capital and earnings (or surplus). The books of account shall at all reasonable times be open to inspection by any director. The Treasurer, or other designated director, shall deposit all monies and other valuables in the name, and to the credit of The Friends of Dana and Correia Middle Schools with such depositories as may be designated by the Board of Directors. He/she or other designated director shall disburse the funds of the organization as may be ordered by the Board of Directors or as may be appropriate under the budget; shall render to the President and directors, monthly or whenever they request an account of all of his/her transactions as Treasurer and of the financial condition of the organization; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

5.9.1 Budget Committee. He/She shall chair the Budget Committee, composed of the Treasurer, the incoming and outgoing President, two members of the Board appointed by the President, and the immediate past Treasurer when there is a newly elected Treasurer.

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#### **ARTICLE 6 NON-LIABILITY**

To the extent allowed pursuant to Section 5239 of the California Nonprofit Public Benefit Corporation Law, the directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

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#### **ARTICLE 7 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

**7.1 Right of Indemnity.** To the fullest extent permitted by law, this Corporation shall indemnify its officers, directors, employees, and other persons described in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding, and including any action by or in the right of the Corporation by reason of the fact that the person is or was a person as described in the Non-Profit Corporation act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

**7.2 Approval of Indemnity.** On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Public Benefit Corporation Law, the Board shall promptly determine under Section 5238(e) of the California Nonprofit Public Benefit Corporation Law whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met, and, if so, the Board shall authorize indemnification.

**7.3 Advancement of Expenses.** To the fullest extent permitted by law and except *as* otherwise determined by the Board of Directors, any expenses incurred by a person seeking indemnification under Sections 7.1 and 7.2 above of these Bylaws *in* defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that this person is entitled to be indemnified the Corporation for those expenses.

**7.4 Insurance for Corporate Agents.** The Board of Directors shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation (including a director, officer, employee, or other agent) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

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#### **ARTICLE 8 CORPORATE RECORDS AND REPORTS**

**8.1 Records.** The Corporation shall maintain adequate and correct accounts, books, and records of its business and properties and shall maintain minutes of the proceedings of the Board of Directors. All such books, records, and accounts shall be kept at its principal executive office in the State of California, as fixed by the Board of Directors from time to time.

**8.2 Inspection of Books and Records.** The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be kept at the organization's principal office and shall be open to inspection by the Directors of the Corporation, at all reasonable times during office hours, as provided in section 5160 of the California Nonprofit Public Benefit Corporation Law.

**8.3** **Checks & Drafts.** All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation/ Organization or in special accounts of the Corporation/ Organization shall be signed by such person or persons as the Board of Directors shall authorize to do so.

**8.4 Authority to Execute Contracts.** The Board of Directors may, at its discretion, determine the method and designate a minimum of two signatory officers or other person or persons, to execute any corporate instrument to documents or to sign the corporate name without limitation, except when otherwise provided by law and such execution or signature shall be binding upon the Corporation/ Organization.

**8.5 Financial Statements.** A copy of any annual financial statement and any income statement of the Corporation for each monthly period of each fiscal year, and any accompanying balance sheet of the Corporation as of the end of each such period, that has been prepared by the Corporation shall be kept on file in the principal executive office of the Corporation for twelve (12) months and each such statement shall be exhibited at all reasonable times to any director demanding an examination of any such statement or a copy shall be mailed to any such director. The directors have such rights to review the financial statements of the Corporation at the principal office of the Corporation at reasonable times or to receive a copy of such

statements, as provided in Section 6334 of the California Nonprofit Public Benefit Corporation Law. The monthly income statements and balance sheets referred to in this Section shall be accompanied by the report if any, of any independent accountants engaged by the Corporation or the certificate of an authorized officer of the Corporation that the financial statements were prepared without audit from the books and records of the Corporation.

**8.6 Annual Statement of General Information.** Annually, the officers of the Corporation shall prepare and file with the California Secretary of State a statement setting forth the information as requested by and in compliance with Section 6210 of the California Nonprofit Public Benefit Corporation Law.

**8.7 Annual Report.** Except as provided in Section 6321 of the California Nonprofit Public Benefit Corporation Law, the Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation fiscal year to all directors and to any member who requests it in writing, which report shall contain the following information in appropriate detail.

a.) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

b.) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year,

c.) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;

d.) Any information required by Section 6322 of the California Nonprofit Public Benefit Corporation Law.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

**8.8 Annual Statement of Specific Transactions to Members.** The Corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

Any transaction in which the Corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

a.) Any director or officer of the Corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

b.) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent, or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty Thousand Dollars ($50,000) or in which one (1) of a number of transactions with the same persons, involving, in the aggregate, more than Fifty Thousand Dollars ($50,000). Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than Ten Thousand Dollars ($10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section. 5238(e) (2) of the California Nonprofit Public Benefit Corporation Law. Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction, and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated. If the Corporation has any Members and provides all members with an annual report according to the provisions of Section 8.6 of this Article, then such annual report shall include the information required by this Section.

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#### **ARTICLE 9 FISCAL YEAR**

The fiscal year of the Corporation shall begin on July 1 and shall end on June 30 of each year.

**ARTICLE 10 PROPERTY OF CORPORATION**

**10.1 Property Used Exclusively for Charitable Purposes.** During the existence of the Corporation, the assets and property of the Corporation, including all personal property and all real property wherever situated, shall be irrevocably dedicated, held, used, and applied exclusively to promote and further the general charitable purposes and objectives of the Corporation, as set forth in its Articles of Incorporation.

**10.2 Distribution of Assets Upon Dissolution.** Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving of the corporation.

The organization to receive the assets of the Corporation hereunder shall be selected by the discretion of a majority of the managing body of the Corporation and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Corporation by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of California. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it that has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of California to be added to the general fund.

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#### **ARTICLE 11 AMENDMENTS TO BYLAWS**

**11.1 By Directors.** Except as otherwise provided in these Bylaws the Board of Directors may, by a vote of four(4) members or a majority of the Board depending on the number of members of the full Board, amend or repeal any of these Bylaws or may adopt additional Bylaws; except that these Bylaws may not be amended altered or modified in any manner which would alter the general charitable purposes of the Corporation or which would jeopardize the tax-exempt status of the Corporation as a charitable organization under Section 501 (c)(3) of the Internal Revenue Code and Section 23701(d) of the California Revenue and Taxation Code. Further, notwithstanding any other provisions of these Bylaws to the contrary, amendments of the Bylaws may only be considered at a meeting of the Board of Directors no less than ten (10) days in advance, and the substance of the proposed amendment must be set forth in such notice.

**11.2 Record of Amendments.** Whenever an amendment or new bylaw is adopted, it shall be copied in the book of Bylaws 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 to written assent was filed, shall be stated in said book.

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#### **ARTICLE 12 MISCELLANEOUS**

**12.1 Construction and Definitions.** Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the general provision of the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

#### **12.2 Rules of Order.** At all meetings of the Corporation, unless specifically excluded by the President, *Robert’s Rules of Order, Revised*, shall be the authority on Parliamentary Law, except when in conflict with the Articles of Incorporation or these Bylaws.

CERTIFICATE OF SECRETARY OF the Corporation A California Nonprofit Public Benefit Corporation I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Corporation FRIENDS OF DANA AND CORREIA MIDDLE SCHOOLS, a California Nonprofit Public Benefit Corporation; and

2. That the foregoing Bylaws, comprising seventeen pages, constitute the Bylaws of said Corporation as duly adopted by action of the Board of Directors duly taken on Tuesday, June 6, 2023.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affirm the agreement and approval of the Corporation

Date: June 6, 2023

Printed Name: Jennifer Wilbur

Signature: