

Article I – Corporate Name

Section 1: Full Name

1. The name of the corporation is Marshall Mustang Organization.

Section 2: Shortened Name

A permissible shortening of the full name, for use in publicity releases shall be “MMO.” For purposes of simplification, in the remainder of this document Marshall Mustang Organization shall be referred to as “Corporation” or "Organization" and Thurgood Marshall Middle School shall be referred to as “School.”

Article II – Principal Office of the Corporation

Section 1: Principal Office

The principal office for the transaction of activities and affairs of this corporation is located at 9700 Avenue of Nations, in San Diego County, California. The executive board may change the location of the principal office.

Article III - General and Specific Purposes; Limitations

Section 1: Purpose

The organization is organized exclusively for charitable, religious, educational and scientific purposes under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The purpose of this organization is to promote the education of students at Thurgood Marshall Middle School and to carry on other charitable, scientific, literary and educational activities associated with this goal as allowed by law. Also in the context of these general purposes, the organization shall furnish the students an enhanced education in academics and citizenship through enrichment programs, by means of personal participation and financial contributions; and to inform participants concerning all aspects of the organization's programs at the school. The organization shall plan and execute fundraising events for the purpose of meeting this objective, and shall budget, disburse and account for funds raised in support of the school.

Section 2: Limitations

In the context of these purposes, the organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purpose of this organization, and the organization shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provision of any future United States Internal Revenue Law.

Section 3: Status/Endorsements

The Organization shall be noncommercial, nonsectarian, nonpartisan and nonprofit (Refer to Section 501(c)(3) of the Internal Revenue Code). The organization shall endorse no commercial enterprise and no candidate or political group.

Article IV - Construction and Definitions

Section 1: Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentences, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Article V - Irrevocable Dedication of Assets

Section 1: Irrevocable Dedication of Assets

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

Article VI – Membership

Section 1: Membership

A parent, legal guardian or relative of any child attending the School, all members of the faculty and staff at the school, and other interested parties are members in the organization. For purposes of simplification, in the remainder of this document a parent, legal guardian or relative of any child attending the school, all members of the faculty and staff at the school, and other interested parties shall be referred to as “general members.”

Section 2: Membership Rights

All general members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the organization's assets, on any merger and its principal terms and any amendment of those terms, and on the election to dissolve the corporation. In addition, those general members shall have all rights afforded members under the California Nonprofit Benefit Corporation Law.

Section 3: No Dues, Fees or Assessments

There shall be no dues required for participation in the organization. There will be a pledge drive fundraiser held at the start of the school year for the purpose of meeting the objectives set forth in Article III, Section 1. Donations will be accepted throughout the school year.

Article VII – Election of Directors and Appointment of Officers

Section 1: Directors and Officers are Members

Each director and officer or board member shall be a member of this organization.

Section 2: Election of Directors

The directors of this organization shall be a president, executive vice president, two vice presidents, recording secretary, treasurer, financial secretary, auditor, and historian. These directors shall be elected annually.

Section 3: Appointment of Officers

The officers of this organization shall be the parliamentarian and any chair of committee who shall be appointed by the president subject to ratification of the executive board.

Section 4: Nominations

- a. Nominations for office shall be made by a nominating committee, which shall be elected by the members.
- b. The nomination committee shall be elected at least two (2) months prior to the annual election meeting. The committee shall serve until the annual election meeting.
- c. The nominating committee shall be composed of five (5) members, who two (2) alternates, all of whom shall be members of this organization. The principal of the school, or a faculty representative appointed by the principal, if not an elected member of the committee, shall serve in an advisory capacity. The president shall not serve ex officio or be elected to the nominating committee. The committee shall elect its own chairman.
- d. Immediately upon its election the parliamentarian shall meet with the nominating committee to set the date of its first meeting.
- e. Alternates shall not attend meetings unless an elected member cannot be present at the first meeting. In that event, the alternate becomes the permanent member, replacing the elected member until such time as the committee is discharged of its duties.
- f. The report of the nominating committee shall be submitted to the membership at least thirty (30) days prior to the annual election meeting. At the annual election meeting in April additional nominations must be called for from the floor.

Section 5: Consent Needed to Receive Nomination; Limitation of Nominations

- a. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to office.
- b. Nominees for the offices of president, treasurer, financial secretary, auditor, or any other elected director or officer authorized to sign checks shall not be related by blood or marriages or reside in the same household.

Section 6: Election by Ballot

Election shall be held by ballot at the annual election meeting in April. If there is but one nominee for any office, the ballot for that office may be dispensed with and the election held by voice vote.

Section 7: Solicitation of Ballots

This organization shall distribute one written ballot to each member entitled to vote on the matter. All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum

requirements; (2) state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted.

Each ballot so distributed shall (1) set forth the proposed action; (2) give the members an opportunity to specific approval or disapproval of each proposal; and (3) provide a reasonable time in which to return the ballot to the organization.

Section 8: Filing Ballots

All written ballots shall be filed with the recording secretary of the organization and maintained in the corporate records for at least three (3) years.

Section 9: Term of Directors and Officers

With the exception of the office of President, directors and officers shall serve for a term of one (1) year or until their successors are elected. In the event that no successor is elected, the position is declared vacant. The executive board-elect or executive board must fill vacant positions as per Article VII, Section 11 and Section 12. No director or officer shall hold more than one (1) elected or appointed office. Directors and officers shall assume their duties of July 1st.

Section 10: President-Elect

The president-elect may call meetings of the officers-elect and the principal of the school, or a representative appointed by the principal, as necessary to ratify the appointments of the appointed officers and chairmen of committees, to fill vacancies on the board-elect and to make plans for the coming year's work.

Section 11: Vacant Offices

If an office remains unfilled after election, it shall be considered a vacant office to be filled by the board-elect.

Section 12: Filling Vacant Offices

The executive board shall elect a person to fill a vacant office for the unexpired term. Election to fill a vacancy shall require a majority vote of the executive board, with at least ten (10) days' previous notice. If notice is not given, the election to fill the vacancy shall require a two-thirds (2/3) vote. In case a vacancy occurs in the office of the president, the executive vice president shall serve notice of the election to the executive board, (Refer to Article X, Section 2e.)

Article VIII – Duties of the Directors and Officers

Section 1: The President

The president shall:

- a. Coordinate the work of the directors, officers and committees of the organization in order that the purposes may be promoted.
- b. Preside at all meetings of the organization and the executive board.
- c. Be a member ex officio of all committees except the nominating committee.
- d. Appoint the parliamentarian, the chairman and members of committees, subject to the ratification of the executive board.
- e. Prepare the list of organization's directors, officers and chairmen required for directory data.
- f. Sign all authorizations for payment as required by the executive board or organization.
- g. Be responsible for preparing the organization's annual report.

- h. Be the official representative of the organization at all Scripps Ranch School Committees or San Diego Unified School District's meetings.
- i. Have all newsletters, flyers and/or notices approved by the principal, prior to distribution.
- j. Have all contracts and/or legally binding documents approved by the organization, prior to signing a contract along with another elected director.
- k. Be authorized to sign checks, and not be related by blood, marriage or reside in the same household as the other authorized signers for the organization's financial accounts.
- l. Perform such other duties as may be prescribed in these bylaws or assigned by the organization.
- m. Shall have one vote in the event of a tie.
- n. Shall serve a term of two (2) years.

Section 2: The Executive Vice President

The executive vice president shall:

- a. Serve as the primary aide to the president.
- b. Perform the duties of the president in the absence or disability of that director to act.
- c. Perform such other duties as may be prescribed in these bylaws or assigned by the organization.
- d. Disperse funds to the departments as according to the executive board's vote.
- e. Shall have one vote.

Section 3: The Additional Vice Presidents

The additional vice presidents shall act as aides to the president and executive vice president and shall, in their designated order, perform the duties of the president in the absence or disability of that director to act.

The first vice president shall serve as Pledge Chairman.

The second vice president shall serve as Fundraising Chairman.

Each Vice President shall have one vote. If there are Co-chairs sharing a Chairman position they shall share one (1) vote.

Section 4: Recording Secretary

The recording secretary shall:

- a. Keep an accurate record of the proceedings of all meetings of the organization and the executive board in a minute book, which is the legal record of this corporation.
- b. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual; general, or special, and if special, how authorized; notice given; the names or persons present at board; and the number of members present or represented at members' meetings.
- c. Be prepared to refer to minutes of previous meetings.
- d. Prepare a list of all unfinished business for the use of the president.
- e. With the president, sign all authorizations for payment authorizing the expenditure of funds following approval of the organization or executive board in accordance with these bylaws.
- f. Record all expenditures in the minutes.
- g. Keep a current signed set of the articles of incorporation, bylaws and standing rules.
- h. Conduct all necessary correspondence of the organization upon authorization of the president, executive board or organization.
- i. Notify directors of their election, officers of their appointments and chairmen of their appointments.
- j. Send out notices of executive board meetings.
- k. Perform such other duties as may be delegated to the recording secretary.
- l. Shall have one vote.

Section 5: The Treasurer

The treasurer shall:

- a. Keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts and disbursements of the organization, the donations collected from the members and other donations received.
- b. Chair the budget committee and prepare the budget for adoption by the organization.
- c. Contact the bank to secure signatures of all authorized signers on all checking and savings account signature cards and file with the bank immediately upon taking office.
- d. Receive monies from the financial secretary for the organization, giving a receipt therefore, and deposit immediately in the name of the corporation in a bank approved by the executive board.
- e. Receive and retain a copy of the deposit slip for any deposit made.
- f. Secure two (2) signatures on all checks. Any two of the following are authorized to sign: president, treasurer, executive vice president and financial secretary. The authorized signers shall not be related by blood or marriage or reside in the same household.
- g. Individuals counting cash/checks shall not be related by blood, marriage or reside in the same household.
- h. Keep an accurate record of receipts and disbursements in a ledger, which is a permanent record of this corporation. All other financial records must be retained for seven (7) years, including the current year.
- i. Keep the membership informed of expenditures as they related to the budget adopted by organization.
- j. Present a treasurer's report at every meeting of the organization and the executive board and at other times when requested by the organization.
- k. Be responsible for filing all tax returns and other forms required by governmental agencies. This includes employee-reporting forms, if this organization pays employees; and independent contractor reporting forms, if this organization hires independent contractors.
- l. Make an annual financial report to the organization, which includes gross receipts and disbursements for the year.
- m. The books of accounts shall be open to inspection by any director or officer at all reasonable times.
- n. Shall have one vote.

Section 6: The Financial Secretary

The financial secretary shall:

- a. Give a receipt for monies received for the organization and deposit immediately in a bank approved by the executive board and give a copy of the deposit slip to the treasurer.
- b. Prepare all authorizations for payment as required by the executive board or the organization.
- c. Keep an accurate record of all receipts and authorizations for payment for filing with the treasurer's financial records of the organization.
- d. Present a monthly report at every meeting of the organization and the executive board and at other times when requested by the organization.
- e. Make an annual report to the organization.
- f. Perform such other duties as may be delegated to the financial secretary.
- g. Shall have one vote.

Section 7: The Auditor

The auditor shall:

- a. Audit the books and financial records of the organization semiannually.
- b. Prepare a midyear audit to be completed in January. The year-end audit shall be completed in July. The outgoing auditor performs the audit at the end of a term.
- c. Present a written report to the executive board at the February and September meetings.

- d. Present a written report for adoption by the organization at the April and October meetings. (These months agree with the months stated in Article IX, Section 1 from page 8.)
- e. Audit the books upon resignation of the treasurer, financial secretary or any check signer at any time deemed necessary.
- f. Not be related by blood or marriage or reside in the same household as the financial directors and/or authorized signers of checks.
- g. Be responsible for verifying on the Audit Report Form and all tax returns and other forms required by state and federal governmental agencies have been completed and filed by the due date.
- h. Shall have one vote.

Section 8: The Historian

The historian shall:

- a. Assemble and preserve a record of the activities, achievements and volunteer hours of the organization.
- b. Act as custodian of records and other materials pertinent to the history of the organization.
- c. Assist the president with the preparation of the organization's annual report.
- d. Shall have one vote.

Section 9: The Parliamentarian

The parliamentarian shall:

- a. Attend all meetings of the organization and of the executive board and give necessary advice in parliamentary procedure when requested.
- b. Call the first meeting of the of the nominating committee, conduct election of a chairman and give instructions in procedure, and may be contacted for additional information, if needed; and shall attend meetings of the nominating committee only if elected to serve as a member of the committee.
- c. Chair the bylaws committee and review the bylaws and standing rules annually.
- d. Be entitled to all rights and privileges of membership including the right to make motions, debate and vote.
- e. Shall have one vote.

Section 10: Filing of Directors' and Officers' Reports

Two copies of directors' and officers' reports shall be compiled annually by all officers and filed in the procedure book for the incoming director or officer, and filed with the historian.

Section 11: Removal of Directors or Officers for Failing to Attend Three Consecutive Meetings

When a director or officer fails to attend three consecutive meetings without adequate excuse or when an director or officer is not fulfilling the responsibilities of the office as prescribed in the bylaws or standing rules, or engages in conduct which the executive board determines to be injurious to the organization or its purposes, the executive board may by a two-thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include asking for the resignation of the director or officer.

Section 12: Other Duties of Directors and Officers

All directors and officers shall perform the duties prescribed in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED in addition to those outlined in these bylaws and those assigned from time to time. Upon the expiration of the term of office or in case of resignation or termination, each director and officer shall turn over to the president, without delay, all records, books and other material pertaining to the office and shall return to the treasurer, without delay, all funds belonging to the organization.

Article IX – Organization General and Special Membership Meetings

Section 1: General Membership Meetings

Organization meetings are meetings of the general membership and shall be held on the first Wednesday of October, April and June of the school year unless ordered by the organization or the executive board. With the exception of the annual meeting, notice of any change in time or date of regularly scheduled meetings must be give in writing to the entire membership at least ten (10) days in advance. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than ten (10) days nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote at such meeting. The notice shall contain the place, date and time of the meeting and the general nature of the business that the board, at the time of the notice, intends to present for action by the members but any proper matter may be presented at the meeting for action.

Whenever a members' meeting adjourned to another time or place, notice need not be given of the adjourned meeting of the time and place thereof are announced at the meeting at which the adjournment is taken. No meeting may be adjourned for more than forty-five (45) days. At the adjourned meeting the organization may transact business, which might have been transacted at the original meeting.

Section 2: Annual Election of Directors

The organization meeting in April shall be the annual election meeting at which time directors shall be elected. At least thirty (30) days prior, written notice of the annual election meeting must be given.

Section 3: General Membership Approves Programs, Budgets and Expenditures

The year's proposed program and budget, which includes all programs, projects and expenditures, require approval by the general membership. The year's proposed programs and budget shall be presented to the organization for approval at the first organization meeting of the year. All approved programs, projects and expenditures MUST be recorded in the corporate minutes, the legal record of this organization.

Section 4: Special Meetings

- a. The president may call special meetings.
- b. The president must call a special meeting upon the written request of five (5) members of the executive board or by five percent (5%) or more of the general members of the organization. Special meeting requested by the executive board must be held within fourteen (14) days of receipt of written request.
- c. All organization members must be notified of any special meetings at least ten (10) days prior to the meeting. Only business mentioned in the notice of a special meeting can be transacted at that meeting.
- d. Upon request in writing for a special meeting by five percent (5%) or more of the general members, the president shall, within twenty (20) days or receipt of such request, cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the executive board, not less than thirty-five (35) days nor more than ninety (90) days after the receipt of the request.
- e. The notice shall contain the place, date, and time of the meeting and the general nature of the business that the board, at the time of the notice, intends to present for action by the members and no other business may be transacted.

Section 5: Quorum

Fifteen (15) general members shall establish a quorum for the transaction of business in any meeting of this organization.

Section 6: Privilege of Making Motions, Debating and Voting

The privilege of making motions, debating and voting shall be limited to general members of the organization who are present at the meeting.

Section 7: Approval by Majority Vote

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting shall be deemed the act of the members unless the vote of a greater number is required by California Nonprofit Public Benefit Corporation Law or by the articles of incorporation.

Section 8: No Proxy Voting at General or Special Membership Meetings

Voting by proxy is PROHIBITED at general or special membership meetings.

Article X – Executive Board

Section 1: Members of the Executive Board

The executive board shall consist of directors and officers of the organization, the chairmen of standing committees, the teacher representative and the principal of the school, or a representative appointed by the principal. The principal of the school or designed representative and the teacher representative, although not elected directors, serve in an advisory capacity with full voting privileges and shall have one vote each.

Section 2: Duties of the Executive Board

The executive board shall:

- a. Transact necessary business between meetings of the organization and such other business as may be referred by the organization.
- b. Authorize the payment of organization's bills within the limits of the budget adopted by the organization. Such action must be ratified at the next organization meeting and must be recorded in the corporate minutes.
- c. Authorize the payment of other unbudgeted corporate bills not to exceed a cumulative total of one thousand dollars (\$1,000) between meetings of the organization. Ratification of payment of these bills must occur at the next corporate meeting and must be recorded in the corporate minutes.
- d. Create committees as are deemed necessary to promote the purposes and to carry on the work of the organization. The executive board may grant such committees the authority of the board, except with respect to:
 - 1) The approval of any action for which the approval of the general members or a majority of the general members is required;
 - 2) The filling of vacancies on the executive board or in any committee which has the authority of the executive board;
 - 3) The amendment or repeal of bylaws or the adoption of new bylaws;
 - 4) The amendment or repeal of any motion of the board which by its express terms is not able to be amended or repealed;
 - 5) The appointment of committees of the board or members thereof;
 - 6) The approval of any self-dealing transaction.
- e. Fill all vacancies in office, including that of president. Refer to Article VII, Section 12 (p.4).
- f. Present a report at meeting of the corporation.
- g. Receive a written financial report from the treasurer and financial secretary at each executive board and organization meeting.

Section 3: Limitations

The executive board is subject to the orders of the organization and none of its acts shall conflict with action taken by the organization.

Section 4: Voting Executive Board Members Cannot be Paid by the Organization

An organization member shall not serve as a voting member of this executive board while serving as a paid employee of or under contract to this organization.

Section 5: Executive Board Meetings

The executive board shall meet at least once a month during the school year and a minimum of fourteen (14) days prior to organization meetings, unless otherwise ordered by the executive board. No later than the first month of the school year, the executive board shall schedule the day and week for the monthly executive board meetings.

Section 6: Special Executive Board Meetings

The president may call special meetings of the executive board. The president must call a special meeting upon the written request of five (5) executive board members. Special meetings must be held within fourteen (14) days of receipt of a written request. All executive board members must be notified of special meetings at least seven (7) days prior to the meeting. Only business mentioned in the notice of a special meeting can be transacted at that meeting. All business transacted at a special meeting must be ratified at the next regular board meeting.

Section 7: Quorum for Executive Board Meetings

Nine (9) executive board members shall constitute as a quorum for an executive meeting.

Section 8: Authority for Electronic Meetings

A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the organization or by electronic video screen communication (1) if the organization implements reasonable measures to provide members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including the opportunity to read or hear the proceedings, and (2) if any members votes or takes other action at the meeting by means of electronic transmission to the organization or electronic video screen communication, a record of that vote or action is maintained by the organization.

Section 9: Approval by Majority Vote

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting shall be deemed the act of the members unless the vote of a greater number is required by California Nonprofit Public Benefit Corporation Law or by the articles of incorporation.

Section 10: Actions without Meetings – Action by Unanimous Written Consent

Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

Section 11: Action by Written Ballot

Any action, except the election of directors, may also be taken by written ballot.

Section 12: Prohibition Against Proxy Voting at Executive Board Meetings

Voting by proxy is PROHIBITED at executive board meetings.

Article XI – Committees

Section 1: Creation and Quorum

There shall be such committees created by the executive board as may be required to carry on the work of the organization. The quorum for a committee meeting shall be a majority of its members. The authority of such committees shall be subject to the limitations list above in Art X, section 2d (p.9).

Section 2: Chairmen and Members of Committees

The president shall appoint chairmen and members of committees, subject to ratification of the executive board.

Section 3: Term of Office of Committee Chairman

The term of office for chairman shall be one year or until successors have been appointed. A chairman may serve an additional term, if appointed by the president and approved by the executive board.

Section 4: Executive Board to Approve Work of Committees

The chairmen shall present plans of work to the executive board for approval. No work shall be undertaken without the consent of the executive board.

Section 5: Chairmen's Reports

Two copies of the chairmen's report shall be compiled annually by all chairmen and filed in the procedure book for the committee, and filed with this historian.

Section 6: Removal of a Committee Chairman

When a chairman fails to attend three consecutive meetings without adequate excuse or when a chairman is not fulfilling the responsibilities of the office as prescribed in the bylaws or standing rules or engages in conduct which the executive board determines to be injurious to the organization or its purposes, the executive board may, by two-thirds (2/3) affirmative vote, take such actions as it determines appropriate, which may include asking for the resignation of the chairman.

Section 7: Other Duties of Committee Chairmen

Each chairman, upon his expiration of the term of office or in case of resignation or termination, shall turn over to the president without delay, all records, books and other material pertaining to the chairmanship, and shall return to the treasurer, without delay, all funds belonging to the organization.

Section 8: Special Committees

The executive board has the power to create special committees in order to carry out specific programs and projects, subject to the limitation listed in Art X, section 2d (p.9).

Section 9: Term of Chairman and Members of Special Committees

The chairmen and members of special committees shall serve until their assignments have been completed.

Article XII - Fiscal Year

The fiscal year of this organization shall begin July 1 and end June 30.

Article XIII – Insurance

This organization shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its directors and officers, employees, and other agents, to cover any liability asserted against or incurred by any director, officer, employee, or agent in such capacity or arising from the director's, officer's, employee's, or agent's status as such.

Article XIV - Maintenance of Corporate Records

This organization shall keep the following:

1. Adequate and correct books and records of account; and
2. Minutes of the proceedings of its members, board and committees of the board.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Article XV - Members' Inspection Rights

Section 1: Membership Records:

Unless the organization provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- (1) Inspect and copy the records containing members' names, address, and voting rights during usual business hours on a five (5) days' prior written demand on the organization, which must state the purpose for which the inspection rights are requested; or
- (2) Obtain from the recording secretary of the organization, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The recording secretary shall make this list available to the member on or before the later of 10 days after the demand is received or the date specified in the demand as the date as of which the listed is to be compiled.

The organization, within ten (10) business days after receiving a demand under this Section, may make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the organization reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts.

Section 2: Accounting Records and Minutes:

On written demand on the organization, any member may inspect, copy, and make extracts if the accounting books and records and the minutes of the proceedings of the members, the directors, officers and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney.

Section 3: Maintenance and Inspection of Articles and Bylaws

The organization shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, that shall be open to inspection by the members at all reasonable times during office hours.

Article XVI - Directors' and Officers' Inspection Rights

Every director and officer shall have the absolute right at any reasonable time to inspect the organization's books, records, and documents of every kind, and to inspect the physical properties of the organization. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy any make extracts of books, records, and documents of every kind.

Article XVII - Annual Report

The board shall cause an annual report to be sent to the members not later than 120 days after the close of the organization's fiscal year. That report shall contain in appropriate detail the following:

- (1) The assets and liabilities, including the trust funds, of the organization as of the end of the fiscal year;
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (3) The revenue or receipts of the organization, both unrestricted and restricted to particular purposes, for the fiscal year;
- (4) The expenses or disbursements of the organization, for both general and restricted purposes, during the fiscal year;
- (5) An independent accountants' report or, if none, the certificated of an authorized director or officer of the organization that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply of the organization received less than \$25,000 in gross receipts during the fiscal year, provided, however that the information specified above for inclusion in an annual report must be furnished annually to all directors and officers and to any member who requests it writing. If the board approves, the organization may send the report and any accompanying material sent pursuant to this section by electronic transmission. If a report sent to the Attorney General in compliance with the requirements of Govt. Code § 12580-12599.7 includes the information required in the annual report to the Attorney General in lieu of the annual report whenever it is required to furnish an annual report.

Article XVIII - Annual Statement of Certain Transactions and Indemnifications

As part of the annual report to all members, or as a separate document if no annual report is issued, the organization shall, within 120 days after the end of the corporation's fiscal year, annual prepare and mail, deliver, or send by electronic transmission to each member and furnish to each director and officer a statement of any transaction or indemnification of the following kind:

- (1) Any transaction (A) in which the organization was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) that involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either any director, officer or chairperson of the organization.

The statement shall include a brief description of the transaction, the names of the interested persons involved, their relationship to the organization, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(2) Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of the organization, unless that indemnification has already been approved by the members under Corporation Code §5238(e)(2).

Article XIV - Amendments to Bylaws

Section 1: Annual Review of Bylaws and Biennial Update of Bylaws

Bylaws for this organization shall be reviewed annually and updated biennially by the bylaws committee of this organization.

Section 2: Amendment by Members.

New bylaws may be adopted, amended, or repealed, by approval of the members.

Section 3: Two-thirds Voted Needed to Adopt Amended Bylaws

The organization shall by a two-thirds (2/3) vote adopt amended bylaws at any organization meeting provided written notice of the meeting was given at least thirty (30) days prior to the date of the meeting to each member. The notice shall contain the place, date, and time of the meeting and the general nature of the business that the board, at the time of the notice, intends to present for action by the members, but any proper matter may be presented at the meeting for action.

Section 4: Amendments Required by California Corporation Code

The adoption of any amendment to any provision of the bylaws required by California Corporations Code shall serve automatically and without the requirement of further action by this organization to amend correspondingly the bylaws of this organization. Notwithstanding the automatic character of the amending process, this organization shall promptly incorporate such amendments in its bylaws.

Article XV - Dissolution of Organization

Section 1: Dissolution of the Corporation; Vote Necessary in a General Meeting

All of the following requirements must occur for dissolution of the corporation to become effective:

(1) Before voting to dissolve the corporation, written notice shall be given two weeks prior to this general meeting. This must be done through all of the following means:

1. A notice sent home with students or voicemail or email to participants and
2. An announcement made in the regularly scheduled monthly board meeting.

(2) The members shall designate a nonprofit fund, foundation, organization, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code §501(c)(3) to receive any undesignated funds.

(3) An approval of the motion to dissolve by majority vote of the members.

Section 2: Disbursements of Funds upon Dissolution

After a vote to dissolve has been made the reimbursements treasurer shall immediately pay all outstanding obligations. A reserve fund shall be set aside by the treasurers to cover all contingent liabilities. All undesignated funds on hand and other funds, as they are received or freed from reserve for contingent liabilities, shall be turned over the designed nonprofit fund, foundation, organization, or 501(c)(3) corporation.