

THE BECKMAN HIGH SCHOOL EDUCATION FUND BYLAWS

ARTICLE I

The name of this organization is the Beckman High School Education Fund (the Fund). The principle office is Beckman High School, 3588 Bryan Avenue, Irvine, Orange County, California. The Board of Directors may change said principle office to another location.

ARTICLE II

The purpose of the Beckman High School Education Fund is to raise and distribute money for the benefit of the educational process at Beckman High School in the Tustin Unified School District, to promote academic and enrichment programs which will maintain and improve the quality of public education, and to increase community involvement in and support for Beckman High School.

ARTICLE III

Membership

The Fund shall have no members. Any action which under the California Nonprofit Corporation Law would require approval by a majority of all members or approval by the members shall require only approval of the Board pursuant to Article V. All rights which would otherwise vest in the members shall vest in the directors.

ARTICLE IV

Board of Directors

Section 1. Number of Directors. The authorized number of directors of the Fund's Board shall be no more than 24, with the specific number to be determined by the Board. Such directors must be current contributors to the Fund and shall be drawn from a reasonable cross section of the community. One member of the Beckman PTO Board and the school Principal shall serve in an ex-officio capacity to the Board.

Section 2. Removal and Resignation. Any director may be removed following a hearing conducted in accordance with Due Process, by a majority vote of the directors in attendance at a regular or special meeting of the Board. Any director may resign at any time by giving written notice to the Board of Directors or the President or the Secretary. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified in such written notice unless the Board selects an earlier date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

** "Due Process" Procedures: Following the two-thirds (2/3) affirmative vote recommending that the officer be removed from office: (1) The officer must be given fifteen (15) days' written notice of the hearing to remove the officer from office; (2) The written notice shall contain the reasons for the proposed removal, and shall be mailed by certified mail, return receipt requested, to the last address of the officer shown on the Fund's records; (3) At the hearing, the officer must be given an opportunity to address the Board, either orally or in writing; (4) Not less than five days following the hearing, the Board*

shall convene and vote whether the officer will be removed from office; (5) A two-thirds (2/3) vote of the Board shall be sufficient to remove the officer from office; (6) The removal vote shall be recorded in the minutes and shall specify the number of voting in favor of and against such removal.”

Section 3. Responsibility. The responsibility of the Board of Directors shall be to lead and manage the activities of the Fund, to determine and prioritize the selected educational needs of Beckman High School and to attempt to raise money to meet such needs. Any form or appearance of self-dealing regarding the Fund is strictly prohibited.

Section 4. Term of Directorship. The term of Directorship shall be from July 1 to June 30, and shall last two years. However, in order to achieve staggered terms, one-half of the initial directors shall be elected for a one year term. A chance method shall be used to determine which members shall fill the initial one and two year terms. There shall be a three consecutive term maximum to be served by any member of the Board of Directors. Thereafter, a person may return after a one year absence.

Section 5. Officers. The officers of the Fund shall be a President, Vice President, Secretary, Treasurer, Allocations Chairperson, and Fund Development Chairperson who shall be elected annually by the Board of Directors and shall hold office for a term of one year. No officer shall be eligible to serve more than two consecutive terms in the same office. Filling an unexpired term of six months or more constitutes one full year. The member nominated for President must have served one year on the Board of Directors before being considered for President. Said officers shall constitute the Executive Board, may meet periodically as they deem necessary to consider any issues, matters, or concerns of interest to the direction and/or well-being of the Fund, and shall make such recommendations to the full Board as they deem appropriate. Each officer must be a current contributor to the Fund at the time of his/her election.

Section 6. Duties of Officers.

(a) President. The President shall be the chief executive officer and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs. He/she shall preside at all meetings of the Board of Directors and be an ex-officio member of all committees, except the nominating committee, and shall have the general powers and duties of management usually vested in the office of President.

(b) Vice President. The Vice President, in the absence of the President, shall perform all the duties of the President and when so acting shall have all the powers of the President. He/she shall be chairman of the Bylaws Committee, presenting all additions or changes of the Bylaws to the Board of Directors for action. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the President, the Board of Directors, or the Bylaws.

(c) Secretary. The Secretary shall keep accurate minutes of the meetings which shall include the time and place of meetings, whether regular or special, the names of the directors present and the proceeding thereof. He/she or designee shall give oral or written notice of all meetings of the Board of Directors, shall keep a list of the Board of Directors showing the names of the directors and their addresses, shall serve as Chairperson of the Nominating Committee, and shall perform

such other duties as may be prescribed by the Board of Directors, the Bylaws or the President.

(d) Treasurer. The Treasurer shall keep and maintain adequate and correct amounts of the properties of the Fund's assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall be at all times open for inspection by any director. He/she shall deposit all monies and other valuables in the name and to the credit of the Fund with such depositories as may be designed by the Board of Directors. He/she shall disburse the funds as may be ordered by the Board of Directors and render to the President and Directors, when requested, an account of all transactions. He/she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(e) Allocations Chairperson. The Chairperson of the Allocations Committee shall coordinate the efforts of the Allocations Committee and report to the Executive Committee and the Board regarding the activities and recommendations of such committee.

(f) Fund Development Chairperson. The Chairperson of the Fund Development Committee shall coordinate the strategies of the Fund Development Committee and report to the Executive Committee and the Board regarding the activities and recommendations of such committee.

Section 7. Fees and Compensation. Directors and members of committees may receive such reimbursement for expenses as may be fixed or determined by the Board to be just and reasonable. Such expenses should be approved in advance.

ARTICLE V Board Action

Section 1. Board Authority to Act. The Board may act on any matter at any regular, special, or annual meeting, or as outlined in the next paragraph. A simple majority of the directors of the Fund shall constitute a quorum at any meeting for any purpose. Once a quorum is present, a simple majority of the directors in attendance may pass any motion or take any action and thereby bind the full board.

Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the members of the Board consent in writing to such action. Such written consent(s) shall be filed with the minutes of the proceeding of the Board. Such action by written consent shall have the same force and effect as the majority vote of the Board at any annual, regular, or special meeting.

Section 2. Annual Board Meeting. The annual meeting shall be held in May, at which time election for officers and directors for the following school year shall take place.

Section 3. Other Board Meetings. There shall be regular meetings held monthly, September through June. Special meetings on 48 hour notice may be called at any time by the President or by any three Directors.

ARTICLE VI Elections

Section 1. Nominating Committee. The Nominating Committee shall be selected in the following manner; the President shall appoint two members from the Board of Directors, the Board of Directors shall elect two members, and the Secretary shall serve as a member, for a total of five members.

Section 2. Nominations. Interested contributors to the Fund who wish to nominate themselves or others may submit their names to any director by February 28 for consideration by the Nominating Committee.

Section 3. Proposed Slate. The proposed slate of directors for the next term shall be presented in writing (either by mail or in person) by the Nominating Committee to the Board by March 30.

Section 4. Voting. Elections shall take place at the May meeting. Nominations will be accepted from the floor at that time, in addition to the slate proposed by the Nominating Committee. If there are no additional nominations to a given officer position, the Secretary shall be instructed by the President to cast a unanimous ballot for each such position, dispensing with ballot voting by the Board of Directors. If there are more nominations for director positions than there are positions available, voting will proceed by secret ballot among directors present at the meeting until one candidate obtains a simple majority of present and voting directors.

Section 5. Vacancies. Should any director position become vacant by reason of the resignation or removal of a director, or the addition of another directorship, the Board may fill such position pursuant to Article V.

ARTICLE VII

Allocations and Fund Development Committees

Section 1. Chairpersons. The Fund's officers shall recommend to the Board current directors to be Chairpersons of the Allocations and of the Fund Development Committees. The Board shall then elect a Chairperson, for each committee, for a one year term, to run currently with the other officers. Such Chairpersons, once duly elected, shall be considered an officer of the Board for the duration of his/her term.

Section 2. Composition of Committees. The Allocations Committee and the Fund Development Committee shall each consist of four to eight members. Any Board member may recommend any current contributor to fill one of the positions on either committee, and all persons recommended shall be voted on at a regular or special Board meeting. At least two members of each Committee should be current Board members.

ARTICLE VIII

Other Committees

The President may create as many committees as he/she deems necessary. Upon ratification of the Board, the committee shall present proposed plans, budgets, and expenditures to the Board of Directors for consideration and approval before any action is taken which binds the Fund.

ARTICLE IX

Legal Rights

Section 1. Contracts. The Board of Directors may authorize any officers or agent to enter into any contract or execute any instrument in the name of and on behalf of the Fund. Unless the expenditure or contract is authorized by the Board, no officer or agent shall have any power or authority to bind the Fund by any contract or agreement or to pledge its credit or render it liable for any purpose or to any amount.

Section 2. Checks and Notes. Checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Fund which are authorized under Section 1 shall be signed by two Board officers. Authorized signers shall be the President, the Secretary and the Treasurer.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts. As the primary purpose of the Beckman Education Fund is to assist Beckman in improving education through monetary contributions, in-kind contributions of items such as equipment and materials must support the goals and objectives of the Fund and must be designated as a gift to the Fund at the time the gift is received. The determination of the value of any in-kind contribution will be the responsibility of the donor; however, the Fund will not include such value in its confirmation on the receipt letter, only a description of the gift received.

Section 5. Self-Audit. The Board of Directors shall provide for a semi-annual self-audit of the records and accounts of the Fund conducted by a member of the Board of Directors who does not have signature authority. The report of the self-audit will be agendized for review and approval at the January and September regular meetings of the Fund's Board of Directors.

ARTICLE X Amendments

New Bylaws may be adopted or these Bylaws may be amended or repealed in whole or in part by 2/3 vote of the Board of Directors pursuant to Article V.

ARTICLE XI Parliamentary Authority

The rules contain in the current edition of *ROBERT'S RULES OF ORDER NEWLY REVISED* shall govern this Organization in all cases in which they are applicable and in which they are not in conflict with these bylaws, the articles of incorporation and the California Non Profit Corporation Law.

ARTICLE XII Disposition of Assets on Dissolution

Upon dissolution of this Fund, the assets of the Fund shall not be distributed to the directors, but shall be applied to such educational purposes affecting Beckman High School as the Board of Directors shall then determine.

ARTICLE XIII

Indemnification of Directors, Officers, Employees, and Other Agents

Section 1. Definitions. For the purpose of the Article:

- (a) "Agent" means any person who is or was a director, officers, or other authorized agent of this corporation;
- (b) "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil or administrative, initiated by any person or entity other than the Fund or its Board, which relates to the Fund's activities, but shall not include any criminal proceeding unless such charges are ultimately withdrawn as being without any reasonable basis; and
- (c) "Expenses" includes without limitation attorney's fees, costs, settlement and any other expenses incurred in the defense of any proceedings against a director, or an authorized agent by reason of such position or relationship.

Section 2. Liabilities of the Board of Directors. No person who is now, or later becomes, a member of the Board of Directors shall be personally liable to its creditors for any indebtedness or liability; and any and all creditors of which corporation shall look only to the assets of this corporation for payment. No director shall be personally liable for any errors or omissions based on decisions or actions taken by the Board of any of its officers.

Section 3. Indemnification. Any director or authorized agent who becomes involved in any proceeding shall immediately advise the Board of such proceeding, and if the Board, by majority vote at a regular or special meeting under Article V determines that the director/agent has acted within his/her authority and in good faith in the Fund's interest shall be indemnified for expenses incurred in such proceeding to the extent expressly authorized by the Board.

Section 4. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by majority vote of the Board before the final disposition of the proceeding only upon receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 5. Insurance. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for self-dealing asserted against the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this Article.

STANDING RULES

1. At the beginning of his/her term of office, each director be given a copy of these bylaws and shall be responsible for making a thorough study of them. A copy of these bylaws shall be made available to any contributor of the Fund upon request.

2. At least forty-eight hours notice, in writing, must be given to the president in order to have an item of business or an announcement placed on the regular meeting agenda.
3. Each officer or chairperson of the Fund shall be responsible for keeping an up-to-date procedure book and for turning it over to the incoming officer or chairperson at the end of the term of office.
4. The membership list/directory of this Fund shall be for the exclusive use of the organization and shall not be available for distribution or purchase by any other organization or commercial entity.
5. All funds/assets will be devoted to activities that further the Fund's purposes as stated in Article II of the Bylaws.
6. All funds/assets shall be allocated by majority vote of the Fund's Board of Directors for what it deems the most beneficial means to further the Fund's purposes in order to comply with the Board's tax exempt status.
7. The Fund's Board of Directors will give full consideration to donor requests regarding their donations in deciding the most beneficial use of the donation.
8. A list of priorities will be prepared at the beginning of each Fund year. In-kind gifts received by the fund that are not included on the list will be evaluated by a special committee of the Board and accepted only if they support the goals and objectives of the Fund.

NOTE: Standing rules may be adopted by a majority vote at any meeting. Amendments to standing rules require a two-thirds (2/3) vote without previous notice, a majority vote with such notice. Standing rules should be procedural rather than parliamentary and may not conflict with the bylaws.

A disc containing this document named "Beckman High School Ed Fund Bylaws" shall be stored with the Board's current Secretary for safekeeping. A separate disc containing the same will be provided by the Secretary to the Principal.