

**BYLAWS OF
ESTANCIA HIGH SCHOOL ALL SPORTS BOOSTERS
A California Nonprofit Public Benefit Corporation**

**ARTICLE 1
NAME**

The legal name of this corporation is **Estancia High School All Sports Boosters**. The corporation may also refer to itself as “**EHSASB**” or as “**Estancia Boosters**”, both being abbreviations of its legal name, but only after first documenting its legal name in advance of defining the abbreviations.

**ARTICLE 2
PRINCIPAL OFFICES**

2.1 Principal Office

The principal office for the transaction of the activities and affairs of the corporation ("principal office") is located at 2323 Placentia Avenue, Costa Mesa, Orange County, California, 92627. The board of directors may change the location of the principal office at any time and any change of this location shall be made via either amendment to the bylaws or noted by the secretary in the spaces provided below:

Change#1: _____ Date: _____

Change#2: _____ Date: _____

2.2 Other Offices

The board of directors may at any time establish branch or subordinate offices at any place or places within California or where the corporation is qualified to conduct its activities.

**ARTICLE 3
PURPOSES AND OBJECTIVES**

3.1 Nonprofit Corporation

This corporation is a nonprofit **Public Benefit Corporation** and is not organized for the private gain of any person. It is organized under the nonprofit Public Benefit Corporation Law for **public and charitable** purposes.

3.2 Specific Purpose

The specific purpose of this corporation is to promote and support the students, coaches, and administrators of sports programs, co-curricular programs, extra-curricular programs, and facilities located in the enrollment zone of Newport-Mesa Unified School District’s Estancia High School by engaging in charitable, civic, and educational activities that contribute to the programs by creating an atmosphere that is consistent with the educational philosophy of the school community in Costa Mesa, California.

3.3 General Purpose

The general purposes and powers are to have and exercise all rights and powers conferred on nonprofit **Public Benefit Corporations** under the laws of California (“California Corporations Code”, “the Law”),

provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

3.4 Objectives

The objectives of this corporation are to:

- (a) Develop an organization with an active and involved membership that is concerned with the total sports programs ("Team(s)"), co-curricular programs and extra-curricular programs ("Program(s)") and all their participants;
- (b) Promote school spirit and sportsmanship and encourage attendance at all sports program, co-curricular program and extra-curricular program events;
- (c) Provide supplementary financial support for the sports programs, co-curricular programs and extra-curricular programs and facilities at Estancia High School and across its enrollment zone;
- (d) Aid the community, coaches, and administrators in organizing special events, fundraising activities and banquets;
- (e) Aid and support the school staff in areas of sports programs, co-curricular programs and extra-curricular programs promotion, publicity, and program development.

3.5 Tax Exempt Status

The corporation is organized and will be operated exclusively for **charitable** and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

3.6 No Violations of Law

The corporation shall take no action in violation of any rules or regulations of the California State Law, the California State Education Code, the California Interscholastic Foundation Southern Section, the County of Orange, the City of Costa Mesa, the Newport-Mesa Unified School District, or Estancia High School. If any provision of these bylaws conflicts with any of the above rules and regulations, now or in the future, such rules or regulations shall be controlling. The corporation shall be in compliance with all Newport-Mesa Unified School District defined Schools Connected Organization requirements including both BP 1230 and AP 1230.

ARTICLE 4 NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above and it shall be nonprofit and nonpartisan. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of (or in opposition to) any candidate for public office.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE 5 DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to **charitable** and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation associated with Newport-Mesa Unified School District's Estancia High School which is organized and operated exclusively for **charitable** and educational purposes and which has established its tax exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE 6 MEMBERSHIP

6.1 Non-discrimination

Membership shall be granted to any person, without regard to age, color, disability, gender identity or expression, national origin, race, religion, sex, sexual orientation, or veteran status.

6.2 Members

Each parent, or each legal guardian, with one or more children currently attending Estancia High School and participating in the sports program, co-curricular program, or extra-curricular program (Boys Program, Girls Program, The Facilities, "athletes", "programs", "teams) shall be entitled to be members of the corporation (each a "member," together "the membership" or "the boosters"). Members may join at any time. Memberships are for the fiscal year of the corporation as defined in Article 11.2. Membership is not tied to the payment of any voluntary donations or membership fees.

6.3 No Liability of Members

No member of the corporation shall be personally liable for the debts, liabilities, or obligations of the corporation.

6.4 Votes

All members are regular voting members, except *ex-officio* ("by right of office") members as defined by these bylaws. All members shall have the right to vote, as set forth in these bylaws, on the election of officers, on the disposition of all or substantially all of the corporation's assets, on any merger, and on any election to dissolve the corporation. The members shall additionally have all rights afforded to them under the California **Nonprofit Public Benefit** corporation law.

6.5 One Class of Voting Members

The corporation shall have one class of members, designated as regular voting members. The voting and other rights, privileges, preferences, restrictions and conditions of each regular voting member shall be equal.

6.6 Coaches

Estancia High School sports program, co-curricular program, or extra-curricular program coaches are members *ex officio* ("by right of office") and non-voting due to being Newport-Mesa Unified School District employees.

6.7 Administrators

Estancia High School sports program, co-curricular program, or extra-curricular program administrators are members *ex officio* ("by right of office") and non-voting due to being Newport-Mesa Unified School District employees.

6.8 Alumni

Estancia High School sports program, co-curricular program, or extra-curricular program alumni are members *ex officio* ("by right of office") and non-voting due to no longer either currently attending Estancia High School or participating in the sports program, co-curricular program, or extra-curricular program. This applies to both alumni parents or guardians and alumni students.

6.9 Roster

A written and electronic roster of members shall be created and maintained via registration information for each of the sports programs, co-curricular programs or extra-curricular programs. This roster will define members and be used for all communications, including meeting notices and email distribution lists. This roster shall include name, address, telephone number, and email address for each member.

ARTICLE 7 MEETINGS OF MEMBERS

7.1 Place of Meetings

All meetings of the members shall be held at the principal office of the corporation or at such other place as may be determined by the board of directors.

7.2 Annual Meetings

The annual meeting of the members shall be held at the principal office of the corporation or at such other place as may be determined by the board of directors. The annual meeting shall be held in June of each year, or in another earlier month of the year as determined by the board of directors. The annual meeting shall be for the purpose of electing directors and considering reports. On due notice, matters that can properly be considered and acted on at a special meeting may also be considered and acted on at an annual meeting, in which case the annual meeting shall also be considered as, and shall be, a special meeting. If the annual meeting is not held, or if directors are not elected at the annual meeting, a special meeting may be called and held for that purpose.

7.3 General Meetings

The board of directors shall set a schedule for general meetings of the members for the purposes of conducting such business as may lawfully come before the corporation. Notice of any such meeting shall be in writing and shall be given at least ten (10) days before the meeting date. Notice distributed via email and/or posted on the corporation's website shall satisfy the requirement for notice under this article.

General meetings of the members should occur monthly, with the exception of when Estancia High School is not in session during July and August. An August meeting is suggested in order to determine a preliminary budget and to get Fall Season teams or programs off to a strong start. Monthly meetings are desired to be held on a fixed schedule and fixed time, with an example being 2nd Wednesday of each month at 7:00 PM.

7.4 Special Meetings

Special meetings of the membership may be called by a majority vote of the board of directors, or the president, or 5 percent or more of the members. A special meeting (other than called by vote of the board of directors) shall be called by written request specifying the general nature of the business proposed to be transacted and submitted to the president or any vice president or the secretary of the corporation. The director receiving the written request shall promptly provide notice to the board of directors which shall then set the date, time, and location of the meeting and give notice of the special meeting to the members entitled to vote.

The meeting date shall be at least thirty-five (35) days, but no more than ninety (90) days, after receipt by the board of directors of the request. If the notice is not given by the board of directors to the members within twenty (20) days of the request, the person or persons requesting the meeting may then give notice. Nothing in this Article shall be construed to limit, fix, or affect the time at which a meeting of the members may be held when the meeting is called by the board of directors. No business other than the business that was set forth in the notice of the meeting may be transacted at a special meeting.

7.5 Notice of Meetings

Except in the case of certain meetings subject to Section 5511(c) of the Law, 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) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting. That notice shall state the place, date and time of the meeting, and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of the regular meeting, those matters which the board of directors, at the time the notice is given, intends to present for action by the members, but, except as may be provided in Article 7.8 (Quorum and Member Action), below, any proper matter may be presented at the meeting for such action. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

Notices of meetings, annual or special, shall be given in writing to the Members entitled to vote at the meeting by the secretary or, if there is no such officer, or in the case of his or her neglect or refusal, by any director or member. Such notices shall be given either personally or by first-class mail or other means of written communication, including by electronic means per the requirements of the Section 20 of the California Corporation Law, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice, including any electronic address.

Notice of any adjourned meeting need not be given unless a meeting is adjourned for forty-five (45) days or more from the date set for the original meeting.

7.6 Waiver of Notice

The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, either before or after the meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers or consents shall be filed with the corporate records or made part of the minutes of the meeting. Neither the business to be transacted at the meeting, nor the purpose of any annual or special meeting of members need be specified in any written waiver of notice, except as may be provided in the Law.

7.7 Action without a Meeting

Any action that may be taken at any annual or special meeting of the members may be taken without a meeting and prior notice if a consent, in writing, setting forth the action to be taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take action at the meeting at which all members entitled to vote thereon were present and voted. Prompt notice shall be given of the taking of any corporate action approved by members without a meeting by less than a unanimous written consent to those members entitled to vote who have not consented in writing.

Notwithstanding any of the foregoing provisions of this Article, and except as provided in the Law, directors may not be elected by written consent except by the unanimous written consent of all members entitled to vote for the election of directors.

A written consent may be revoked by a writing received by the corporation prior to the time that written consents of the number of members required to authorize the proposed action have been filed with the secretary of the corporation, but may not be revoked thereafter. Such revocation is effective upon its receipt by the secretary of the corporation.

7.8 Quorum and Member Action

A quorum shall be declared by the presence of at least five (5) eligible voters in attendance. If a quorum is present, the affirmative vote of the majority of members represented at the meeting and entitled to vote on any matter shall be the act of the membership, unless the vote of a greater number is required by law and except as provided in the following paragraph of this Article. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal

of enough members to leave less than a quorum, if any action is approved by at least a majority of the membership that constitutes a quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the members represented either in person or by proxy, but no other business may be transacted except as provided in this Article.

Notwithstanding the above, the only matters that may be voted upon at any regular meeting actually attended in person by less than a quorum of the voting power are matters notice of the general nature of which was given as required above.

7.9 Voting

Only members of record on the record date fixed for voting purposes by the board of directors pursuant to these bylaws, or, if there is no such date fixed, on the record dates given below, shall be entitled to vote at a meeting. If no record date is fixed:

- (a) The record date for determining members entitled to notice of, or to vote, at a meeting of members, shall be at the close of business on the business day immediately preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held; or
- (b) The record date for determining the members entitled to give consent to corporate actions in writing without a meeting, when no prior action by the board of directors is necessary, shall be the day on which the first written consent is given; or
- (c) The record date for determining membership for any other purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

7.10 Proxies

No member may authorize another person or persons to act by proxy with respect to such member.

7.11 Adjournments

Any meeting of the members, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the members at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a meeting of the members is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If, after adjournment, a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

7.12 Meeting Minutes

The corporation's secretary shall keep written minutes of each member meeting. Minutes shall be reviewed and approved at the following meeting. Minutes shall be publicly available.

ARTICLE 8 BOARD OF DIRECTORS

8.1 Number of Directors

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to the articles of the corporation and these bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of a board of directors of the corporation which shall consist of three (3) members minimum and fifty (50) members maximum.

Very small or very large board of directors may not adequately serve the needs of the corporation. Small board of directors run the risk of not representing a sufficiently broad public interest and of lacking the required skills and other resources required to effectively govern the corporation. On the other hand, very large board of directors may have a more difficult time getting down to business and making decisions.

The number of directors may be changed by a majority (50.1%) vote or greater of the membership: (a) by amendment or revision of these bylaws or (b) by repeal of these bylaws and adoption of new bylaws. Not more than forty-nine percent (49%) of the persons serving on the board of directors may be interested persons as defined in Section 5227 of the Law.

8.2 Election of Directors

The board of directors of the corporation shall be elected by a majority of members present at an annual members meeting to be held no later than June of each year. Prior to the June meeting, a nominating committee appointed by the current board of directors shall put forth select candidates for the annual election of the following fiscal year's board of directors. Nominees for board of directors members shall be announced in the meeting notice for the election of officers and nominations from the membership shall be allowed by any current member in attendance at the meeting in which the election is to be held.

8.3 Term of Directors

Newly elected board of directors members shall start their term of office as of the first business day of the new fiscal year, defined in Article 11.2 of these bylaws, following their election. Each director, including a director elected to fill a vacancy, shall hold office until expiration of the fiscal year for which elected and until a successor has been elected and qualified. Directors may serve any number of consecutive terms.

8.4 Powers

Subject to the provisions and limitations of the Law and any other applicable laws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors. The board of directors may delegate the management of the day-to-day operation of the business of the corporation to a committee (however composed), or other person, 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 of directors.

In addition, the board of directors shall:

- (a) Perform any and all duties imposed on them collectively or individually by the Law, by the Articles of Incorporation of this corporation, or by these bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these bylaws;
- (e) Register their addresses (physical and electronic) with the secretary of the corporation and notices of meetings sent to them at such addresses shall be valid notices thereof; and
- (f) Comply with all the federal and state legal requirements, including timely filing of requirement documents placed on Nonprofit Public Benefit Corporations and 501(c)(3) tax exempt nonprofit organizations.

8.5 Conflict of Interest

For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any other corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the corporation.

No director or officer of the corporation shall be disqualified from holding any office in the corporation by reason of any interest in any concern. A director or officer of the corporation shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the corporation or with any entity of which the corporation is an affiliate. No transaction of the corporation shall be voidable by reason of the fact that any director or officer of the corporation has an interest in the concern with which such transaction is entered into, provided:

- (a) The interest of such officer or director is fully disclosed to the board of directors;
- (b) Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the corporation;
- (c) Payments to the interested officer or director are reasonable and do not exceed fair market value;
- (d) No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

8.6 Representatives

The board of directors may appoint other representatives as necessary to carry out the needs of and to support the sports, co-curricular, or extra-curricular program. Any such representatives shall serve a maximum of a one fiscal year term, or less if specified or requested by the board of directors, and shall have the authority to perform tasks as prescribed by the board of directors.

8.7 Fees and Compensation

Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances as provided in herein, as may be fixed or determined by resolution of the board of directors. Directors may not be compensated for rendering services to this corporation in any capacity other than director, unless such compensation is reasonable and approved as provided herein.

8.8 Vacancies

A vacancy on the board of directors shall exist on the occurrence of the following:

- (a) The death, resignation, or removal of any director;
- (b) The declaration by resolution of the board of directors of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230-5239 of the Law dealing with standards of conduct for a director, or has missed three (3) consecutive meetings of the board of directors or fifty percent (50%) of meetings of the board of directors during any one calendar year;
- (c) An increase in the authorized number of directors; or
- (d) The failure of the directors, at any annual or other meeting of directors at which any director or directors are to be elected, to elect the full authorized number of directors.

The board of directors, by affirmative vote of a majority of the directors then in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing, in the manner set forth herein, that such action would be considered at the meeting.

Except as provided in this paragraph, 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 the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the corporation would then be left without a duly elected director in charge of its affairs.

Vacancies on the board of directors may be filled for the balance of the term of office by a vote of a majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

8.9 Meetings of the Board of Directors

Meetings of the board of directors may be held at any place that has been designated by resolution of the board of directors or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

Meetings of the board of directors may be called for any purpose at any time by the president, any vice president, the secretary, the treasurer, or any two (2) board of directors' members. The board of directors may permit any officer to participate in any meeting of the board of directors by means of conference telephone, or other communications equipment.

A majority of the board of directors appearing in person or electronically at the meeting shall constitute a quorum for the transaction of any business except adjournment. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some board of director's members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Every action taken or decision made by a majority of board of directors members present at a duly held meeting at which a quorum is present shall be an act of the board of directors, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to:

- (a) Approval of contracts or transactions in which a board of directors member has a direct or indirect material financial interest;
- (b) Creation of and appointments to committees of the board of directors; and
- (c) Indemnification of board of directors members.

8.10 Notice of Board of Directors Meetings

Notice of the time and place of any meeting of the board of directors shall be given to each member of the board of directors by:

- (a) Written form via either personal delivery, first-class, postage prepaid mail at the member's last known address of record, facsimile, or electronic mail; or
- (b) Verbal methods via telephone, including a voice message system, either to the member or to a person who would reasonably be expected to communicate notice promptly.

Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by other means shall be given at least two (2) days before the time set for the meeting. Notice may be waived by any member of the board of directors. Attendance at a board of directors meeting by a member of the board of directors shall constitute a waiver of any defect in notice.

8.11 Action without a Meeting of the Board of Directors

Any action that may be authorized or taken at a meeting of the board of directors may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all the officers. The writing or writings shall be filed with or entered on the records of the corporation.

8.12 Meeting Minutes

The corporation's secretary shall keep written minutes of each board of directors meeting. Minutes shall be reviewed and approved at the following meeting. Minutes shall be publicly available.

ARTICLE 9 DIRECTORS

9.1 Director Positions

The board of directors shall consist of the following offices:

- (a) President and Vice President;
- (b) Vice President(s) – Sports Programs, Co-Curricular Programs, or Extra-Curricular Programs;
- (c) Secretary; and
- (d) Treasurer.

Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president per Section 5213 of the Law. Any office may be held by multiple people (co-holders) except the president, secretary and treasurer. An office with multiple people (co-holders) is beneficial as it provides increased capability and reduces year to year transition challenges. The board of directors may, at its option, designate additional directors by resolution.

In addition to the duties specified in this Article 9, directors shall perform all other duties customarily incident to their office and such other duties as may be required by the Law, by the Articles of Incorporation, or by these bylaws, subject to the control of the board of directors, and shall perform such addition duties as the board of directors shall from time to time assign.

9.2 Duties of the President and Vice President

Implement the purposes and objectives of the corporation, as defined in Article 3.1 thru Article 3.6 of these bylaws. Ensure the corporation meets its nonpartisan activities and dedication of assets responsibilities, as defined in Article 4 and Article 5 of these bylaws

Responsibilities within a given fiscal year include:

- (a) Serve as official representatives of the corporation as executive officers;
- (b) Preside at and conduct all member meetings and board of directors meetings of the corporation;
- (c) Act as liaison between Estancia High School Administration and Newport-Mesa Unified District Administration;
- (d) Comply with Newport-Mesa Unified School district policies that require pre-approval of the corporation's activities, including but not limited to flyers, newsletters, websites, team or program registration documents, voluntary donation request, general item sales, and fundraisers;
- (e) Operate the organization to the state and federal expectations of tax exempt nonprofit corporation standard of operation as defined in Article 10.1 of these bylaws;
- (f) Oversee and guide the board of directors to perform their defined responsibilities, as generally defined throughout these bylaws and specifically defined in Article 9.1 thru Article 9.5 of these bylaws, including appointing one of them to serve in the absence of the president;
- (g) Engage and conduct business with the community on behalf of the corporation;
- (h) Implement the execution of corporate instruments policy of the corporation (Article 11.10 of these bylaws) pertaining to obtaining board of directors approval, in advance, for any legally binding document;
- (i) Required to sign all disbursement warrants as part of an effective check-and-balance system that requires two signatures; and
- (j) Authorized to sign checks, and not be related by blood or marriage or reside in the same household as the other authorized signers for the board of director's financial accounts.

Keep an updated notebook to be handed down to the incoming president and vice president at the end of the term or resignation of position including:

- (a) Job description;
- (b) Financial reports; and
- (c) Job specific documentation.

9.3 Duties of Vice President(s) – Sports, Co-Curricular, or Extra-Curricular Programs

Act as the communication and coordination liaison between the coaches, board of directors, and members throughout the program's season as illustrated by the fiscal calendar in Article 11.3 of these bylaws. If operating as a Sponsored Organization, most likely President of Project Committee too.

Responsibilities within a given team or program include:

- (a) Communication with and between coach and parents throughout the team or program's season;
- (b) Registration and voluntary donation collection;
- (c) Coordination of parent meetings before a season begins and distribution of "parent packets" with details of the team or program season including registration and voluntary donation information;
- (d) Recruit parents to be active and involved members of the corporation, especially new parents;
- (e) Coordination of team or program services during competitions and events that are hosted;
- (f) Coordination of all snack bar activities including stocking, staffing, and scheduling;
- (g) Coordination of team or program meals including scheduling;
- (h) Coordinate team or program banquet, including planning, promoting, and collecting funds;
- (i) Create, maintain, and distribute a roster (program, members) to coaches and board (Article 6.9);
- (j) Maintain an active presence at the team or program events during the season.

Keep an updated notebook to be handed down to the incoming vice president at the end of the term or resignation of position including:

- (a) Job description;
- (b) Financial reports; and
- (c) Job specific documentation.

9.4 Duties of the Secretary

Implement the membership, member meeting and board of directors policies of the corporation, as defined in Article 6.1 thru Article 6.9, Article 7.1 through Article 7.12, and Article 8.1 thru Article 8.12 of these bylaws.

Responsibilities within a given fiscal year include:

- (a) Send out notices of both member meetings and board of directors meetings;
- (b) Keep an accurate written record of the proceedings of all meetings of the members;
- (c) Keep an accurate written record of the proceedings of all meetings of the board of directors
- (d) Record all expenditures in the minutes;
- (e) Maintain a complete history of member and board of director meetings in a notebook to serve as the legal records of the corporation;
- (f) Motion to approve minutes of previous meetings;
- (g) Prepare a list of all unfinished business for use by the president;
- (h) Assist president in conducting efficient and effective meetings of the members and the board of directors;
- (i) Create written and electronic rosters of the board of directors
- (j) Obtain and keep a written and electronic team or program roster from each team or program VP;
- (k) Conduct annual bylaw review per Article 11.3 and Article 11.14 of these bylaws;
- (l) Keep a current signed original set of these bylaws, standing rules, and member rosters;
- (m) With the president and treasurer, sign all authorizations for payment authorizing the expenditure of funds following approval by the board of directors in accordance with these bylaws;
- (n) Supervise a staff of volunteer staff to support the needs of a larger organization; and
- (o) Perform such duties that may be delegated to the secretary.

Keep an updated notebook to be handed down to the incoming vice president at the end of the term or resignation of position including:

- (a) Job description;
- (b) Financial reports; and
- (c) Job specific documentation.

9.5 Duties of the Treasurer

Implement the financial, operating, and miscellaneous policies of the corporation, as defined in Article 10.1 thru Article 10.20 and Article 11.1 thru Article 11.14 of these bylaws.

Responsibilities within a given fiscal year include:

- (a) Perform and document financial transactions, including items of gross income, receipts and disbursements;
- (b) Receive all moneys from the board of directors, give a receipt therefor, and deposit immediately;
- (c) Receive and retain a copy of the deposit slip for any deposit made;
- (d) Pay all bills as authorized by the board of directors;
- (e) Perform and document financial reporting, including a financial summary at each monthly board meeting and a fiscal year summary after year end;
- (f) Create monthly and annual financial reports to the board of directors that shall include:
 - i. Statement of receipts and disbursements;
 - ii. Statement of outstanding receipts/expenses/purchase orders/contractual obligation;
 - iii. Statement of assets; and
 - iv. Copy of most recent monthly bank statement and reconciliation of outstanding transactions.
- (g) Chair the annual budget committee and prepare the budget for presentation to the board of directors;
- (h) Ensure annual budget shall show expected sources of income and line items showing the amount expected from each source, and expected expenses and line items showing the amount of each expected expense;
- (i) Amend the annual budget from time to time as needed by the membership and program needs;
- (j) Contact the bank to secure signatures of all authorized signers on all checking, savings, and investment account signature cards and file with the bank immediately upon taking office;
- (k) Authorized to sign checks, and not be related by blood or marriage or reside in the same household as the other authorized signers for the board of director's financial accounts;
- (l) Ensure that all federal, state, city and district filings, including but not limited to corporate information, corporate registration, sales tax, and income tax filings, are done in a timely manner;
- (m) Keep all financial documents, corporate documents, and all tax records for the board of directors;
- (n) Implement the required government filings policy of the corporation (Article 10.13 of these bylaws), the donor substantiation policy of the corporation (Article 10.14 of these bylaws), the annual report and audit policy of the corporation (Article 10.15 of these bylaws), and the records retention policy of the corporation (Article 10.16 of these bylaws);
- (o) Ensure the records of the corporation shall be in the possession of the treasurer, or located at the principal office, and be open to inspection by the board of directors, members, and the public;
- (p) Supervises staff and outside professional service providers to accomplish defined tasks; and
- (q) Perform such duties that may be delegated to the treasurer.

Keep an updated notebook to be handed down to the incoming vice president at the end of the term or resignation of position including:

- (a) Job description;
- (b) Financial reports; and
- (c) Job specific documentation.

ARTICLE 10 FINANCIAL AND OPERATING POLICIES

10.1 Tax Exempt Nonprofit Corporation Standard of Operation

The corporation is a California nonprofit **Public Benefit Corporation**, and shall operate as both a United State Internal Revenue Service (IRS) 501(c)(3) approved tax exempt organization, and a California Franchise Tax Board (FTB) approved tax exempt organization. The corporation shall operate with appropriate diligence to ensure maintenance of this favorable organizational structure. This dictates timely, detailed, accurate, and transparent record keeping, especially by the secretary with regards to meeting notices and minutes and the treasurer with regards to financial transactions and reporting.

As an IRS 501(c)(3) tax exempt nonprofit organization, the corporation is expected to operate via a great degree of transparency, accountability, and responsibility. These are the three tax policy objectives that underlie federal and state laws, regulations, rules and procedures within the tax exempt sector.

Transparency refers to making information publicly available regarding the corporation's structure, operations, activities, finances, and tax status. This is the type of information that is now required on IRS Form 990 for organizations that have a filing requirement. A wide variety of stakeholders, including but not limited to the IRS, the State of California, Newport-Mesa Unified School District, donors, the public, the media, and others, rely on this information for regulatory and information purposes.

Accountability refers to meeting obligations to the same group of stakeholders to use tax exempt funds in a manner consistent with the intended purposes.

Responsibility refers to compliance with the laws and rules governing the organization's tax exempt status.

10.2 Funds

The funds of the corporation shall be obtained from four (4) primary sources:

- (a) Public gifts, donations, and grants;
- (b) Voluntary donations from members participating in the program;
- (c) Fundraising activities such as fireworks, snack bar, banner sales, pancake breakfast, etc; and
- (d) General item sales including, but not limited to uniforms, jackets, pants, shirts, hats, etc.

The corporation shall maximize public gifts, donations, and grants, along with fundraising activities in order to minimize the need for voluntary donations from members participating in the program. Voluntary donations are legal only when optionally provided by those members that "can-and-will" provide them, and are not required for participation on any team or program at any time. Funds raised assist in providing program services in the case where members either "can-and-will-not" or "cannot" provide voluntary donations.

All moneys shall be credited to the appropriate program account and the funds of the Corporation shall be designated as follows:

- (a) Funds allocated to annual budget items for each program, as approved by the board of directors;
- (b) Funds allocated for facility, equipment, and maintenance, as approved by the board of directors;
- (c) Unallocated reserve funds, as approved by the board of directors; or
- (d) AAA rated investments, often for facility expansion, as approved by the board of directors.

The corporation shall not intermingle its funds with any funds from a Newport-Mesa Unified School District account including, but not limited to, Estancia High School Associated Student Body (ASB) accounts maintained by each team or program. These ASB accounts, controlled by each Coach, also fund the team or program. The corporation shall make donations, when and where necessary, to these ASB accounts. Expenditures from the ASB account shall be determined by the team or program's coach, as

the corporation has no responsibility or authority for any financial matters other than its own. ASB funds shall not flow into the corporation at any time or for any reason.

The coach may share monthly printouts of the ASB account with the corporation. The corporation may assist the coach by maintaining detailed financial transactions and financial reporting of the ASB account against defined team or program categories and sub-categories in order to obtain an overall view of team program expenses based on spending from both the corporation's account and the ASB account.

All funds raised by the corporation must, in general, contribute to sound educational principles and must not be in conflict with the ideals of the educational program of Newport-Mesa Unified School District and Estancia High School.

10.3 Funds Disbursed

All disbursements shall be made only by check, and signed by the treasurer and be either countersigned or pre-approved by the president or secretary. All checks shall be numbered and shall be held in the custody of the treasurer. Checks should be made out to a person, firm, or organization, and never to cash except for petty cash required for opening operation of fundraisers such as fireworks and snack bar. All payments by check shall correlate to an invoice or receipt, on which the check number and date paid shall be written. If a receipt or invoice is not available, an officer shall write and sign a description of what was purchased. Pre-signing blank checks is prohibited. No disbursements should be made from cash collections.

Unbudgeted expenditures not to exceed \$200 paid without prior board of director's approval. Budgeted expenditures not to exceed \$2,500 paid without prior board of director's approval. All expenditures in excess of \$2,500 require majority approval in advance by the board of directors. Documentation supporting all expenditures should be kept on file.

Members shall be entitled to reimbursement for actual necessary expenses incurred in the performance of their duties. For reimbursement of items authorized for purchase by the board of directors, an original receipt of sale must be presented to the treasurer along with the appropriate reimbursement form. The reimbursement form and original receipt should be provided to the treasurer in less than five (<5) days of the expense. Reimbursement forms should be paid by the treasurer in less than five (<5) days. Quickly submitting reimbursement forms coupled with rapid reimbursement form payment prevents late and lost issues that commonly occur with slow processing.

Reasonable efforts should be taken to establish lines of credit with suppliers who demonstrate capability and service to the corporation. Coaches are neither allowed to make any financial obligations on behalf of the corporation or order from suppliers to the corporation without prior board of director's approval.

10.4 Funds Received

Moneys collected should be provided to the treasurer in less than seven (<7) days. Moneys collected should be deposited by the treasurer in less than seven (<7) days. Quickly getting moneys collected to the treasurer coupled with a rapid deposit of money prevents late and lost issues that commonly occur with slow processing

All deposit slips should be retained for records. The best way to avoid loss or theft of funds received is to rapidly deposit them. Cash funds collected should be counted by two members and include a tally sheet. A maximum of \$250 may be kept on-hand as petty cash when necessary. No disbursements should be made from cash collections. Documentation supporting all funds received and deposited should be kept on file.

10.5 Voluntary Donations

Requests for voluntary donations need to be handled with due diligence, and require pre-approval by Estancia High School Administration to ensure legal compliance. The need for voluntary donations should be planned in advance, and are tied to known general program requirements and not individual member requirements. Voluntary donations are legal only when optionally provided by those members

that “can-and-will” provide them, and are not required for participation on any team or program at any time. Funds raised assist in providing team or program services in the case where members either “can-and-will-not” or “cannot” provide voluntary donations.

Voluntary donations are made to the corporation for general program spending with regards to either a particular team or program or the programs in general. The corporation may use voluntary donations moneys for general program needs such as, but not limited to, uniforms, jackets, shirts, pants, towels, competition fees, transportation fees, travel fees, meal expenses, banquets, awards, off-season programs, summer programs, additional coaches or trainers, and sports or extra-curricular program facility equipment, maintenance, or expansion.

Since 1879, the California Constitution mandates that public education be provided to students free of charge, unless a charge is specifically authorized by law for a particular program or activity. This constitutional right of free access encompasses all educational activities, whether curricular or extracurricular, and regardless of whether credit is awarded for the educational activity. This has been legally defined to include Schools Connected Organizations such as the corporation. The right of free access also prohibits mandated purchases of materials, supplies, equipment or uniforms associated with the activity, as well as the payment of security deposits for access, participation, materials or equipment. This principle has been regularly re-affirmed by legal actions, most recently via 2012’s Assembly Bill-1575.

School districts, schools, programs and classes can and do seek and accept donations of funds and property, and this practice is permissible as long as it is truly voluntary and in no way a prerequisite to participation in the program or activity. Therefore, any statement or explanation related to a donation that could lead a reasonable person to believe the donation may not be truly voluntary is to be avoided. Examples include but are not limited to a specified minimum amount of a donation, a date by which a donation is due, a lesser donation amount if funds are received prior to a certain date. Additionally, any statements or actions that exert explicit or implicit pressure on students or parents to make a donation are to be avoided.

A recommended voluntary donation amount may be stated, however any amount is acceptable and appreciated. Voluntary donation status information is not a subject for inquiry or public disclosure and should be kept confidential between the president, treasurer and coach, including who paid, how much they paid, who hasn’t paid, and why they haven’t paid.

10.6 Fundraising

Fundraising programs need to be handled with due diligence, but do not require pre-approval by Estancia High School Administration to ensure legal compliance. Fundraisers should be planned in advance, with effective fundraisers, such as Fireworks, becoming annual activities.

Fundraising moneys are made available to the corporation for general program spending with regards to either a specific team or specific program or the programs in general, however it is the norm of the corporation to primarily fundraise for a specific team or specific program so as to generate maximum community and member support. The corporation may use fundraising moneys for specific team or specific program needs such as, but not limited to, uniforms, jackets, shirts, pants, towels, competition fees, transportation fees, travel fees, meal expenses, banquets, awards, off-season programs, summer programs, additional coaches or trainers, and sports or extra-curricular program facility equipment, maintenance, and expansion.

As with donations, school districts, schools, programs and classes can and do engage in fundraising activities and programs, and this practice is also permissible as long as the raising of funds is voluntary. A student who is asked to but does not raise funds may not be denied participation in an educational activity. A requirement to raise funds in order to participate, even if there is no mandated amount to be raised, is the same as requiring a fee.

The prohibition on the requirement for an individual student to raise money is to be distinguished from a requirement to attend a fundraising event as an element of participation in an activity, in the same way attendance at practices, games, rehearsals or performances are an expected aspect of participation. For example, expecting the members of a vocal ensemble to attend a fundraising concert that is on its calendar of events does not violate the “free school” guarantee, so long as attendance is the only requirement. Another example is when members of a team or program are expected to help out with a fundraising sale at a Back to School Night or Open House – just as a coach can expect players to attend practices and games, he/she can expect players to attend a fundraising event as long as the requirement is to attend rather than to raise money as a condition of participation in the activity or program.

10.7 General Item Sales

The corporation shall maintain a valid California State Board of Equalization Seller’s Permit, one for each address of operation. This is necessary for general item sales fundraisers such as, but not limited to, fireworks. The corporation may also provide program service merchandise sales such as, but not limited to, on-court equipment such as balls and off-court equipment such as uniforms, jackets, shirts, pants, bags, and towels.

10.8 Snack Bar Sales

Snack bar funds raised during each team or programs’s season will be credited to the team or program’s balance. The team or program will fund opening inventory at the start of the first team’s season. Closing inventory at the end of each team or program’s season may be perishable and should be donated or roll forward to the next season’s teams or programs.

Snack bar gross cash receipts are maximized via inventory donations by members rather than funding by the team or program. In the absence of sufficient inventory donations by members, the team or program may purchase additional inventory.

Snack bar cash receipts should not be used to purchase inventory, instead members shall be reimbursed for their personal expenses to buy inventory. Snack bar gross cash receipts should be counted by two members and include a tally sheet.

10.9 Competitions

Each team or program will participate in competitions as either the host team or program or as a guest team or program. When hosting, the competition is managed and led by the coaches and all competition fees received from guest teams or programs are deposited into the team or program’s ASB account and not the corporation’s account. When a guest team or program, the competition fees may be funded from either the team or program’s ASB account or the corporation’s bank account.

Coaches are encouraged to host competitions as they are effective fundraisers for the team or program’s ASB accounts, however members must understand that the coaches receive no additional compensation from Newport-Mesa Unified School District for doing so. The corporation shall provide program services to the coaches during competitions as they are large endeavors that require the support of the members.

The corporation shall operate the snack bar during competitions as they are an effective fundraiser due to the presence of numerous guest teams or programs and increased attendees in the audience.

10.10 Banquets

Each team or program shall have a banquet after the completion of their season to celebrate their accomplishments and experiences.

The corporation aims to use its resources to provide program services as follows:

- (a) Provide each team or program member’s food banquet expense;
- (b) Provide gifts for graduating seniors; and
- (c) Provide gifts, rewards, and recognition for team or program participants.

The corporation aims to get member participation via member contributions as follows:

- (a) Member banquet expenses, including parents, siblings, extended family and friends;
- (b) Coaches gifts; and
- (c) Banquet items, including food, drinks, dessert, table items.

10.11 Off-Season Programs

Newport-Mesa Unified School District provides in-school-year, in-season coaching stipends based on a fixed number of Role-and-Recompense (R-and-R) units that are compensated at a fixed rate per unit that may vary annually. Role-and-Recompense (R-and-R) units for each extra-curricular position are defined in the N-MUSD Teacher’s Contact and the value of a R-and-R unit is defined in the N-MUSD annual budget.

CIF defines in-school-year, in-season as approximately eleven (11) week seasons across each of Fall, Winter, and Spring. For teams or programs that are in-season in Winter, it is possible to have off-season programs across Spring, Summer, and Fall. Newport-Mesa does not provide in-school-year, off-season stipends, however the corporation may choose to so, but must properly budget for them and properly disperse funds. In-school-year, off-season programs (Fall, Winter, Spring) need to be funded by Boosters through ASB per CIF and N-MUSD policy. Out-of-school year, off-season programs (Summer) may be directly funded by the Boosters directly to the payee.

It is best to provide a lump sum payment to a contractor who operates the out-of-school year, off-season program on behalf of the corporation and thus requires a calendar year-end IRS 1099-MISC filing for each contractor. The lump sum may be calculated commensurate with experience and have an effective hourly rate scale that is similar to that provided by Newport-Mesa Unified School District’s total stipend rate based on eleven weeks (11) at five (5) days per week at two (2) to three (3) hours per day and thus is one-hundred ten (110) to one-hundred sixty-five (165) hours per season. The high-end of the scale may be aligned to the 110 hour rate and the low-end of the scale may be aligned to the 165 hour rate.

Position	R-and-R Units	\$/R-and-R	Stipend	110 hour rate	165 hour rate
Varsity Coach	8	\$492	\$3,936	\$35.78	\$23.85
JV Coach	5	\$492	\$2,460	\$22.36	\$14.91
Soph Coach	4	\$492	\$1,968	\$17.89	\$11.93

Out-of-school year, off-season programs may not be offered during any CIF defined dead period during Summer Recess and this usually occurs during August. All off-season program expenses should be considered as part of each team or program’s annual budget, both expenses for coaching, facilities, and insurance as well as revenue from voluntary donations and voluntary fundraising.

Out-of-school year, off-season programs should hire contractors, not employees, and the IRS has a variety of rules and tests to ensure that a provider is a contractor and not an employee. The IRS regularly updates this information, however the concept of a contractor is that they are hired to define and operate a program based upon their qualifications and that they should have some financial risk involved in the successful operation of the program. This condition is best met by paying the contractor the lump sum after the completion of the program and making the contractor responsible for any requested refunds by participants.

10.12 Financial Reporting And Planning

The board of directors shall determine a preliminary budget for the program after the 4th of July fireworks fundraiser, based on the net collection of this financially material fundraiser, and based on past year’s actual spending, and also based on input from the coach of each team or program. This is best done at the August meeting and final budget approval shall occur no later than the September meeting, in order to enable a smooth start for the Fall Season teams or programs. The budget may be modified by the board of directors each season, or semester, based on the number of participants in the program and specific team or specific program needs. At this time, the board of directors will determine the necessary Voluntary Donations to cover necessary expenditures via $\text{Program_Expense\$} - \text{Fundraising\$} = \text{Voluntary_Donation\$}$, and $\text{Voluntary_Donation\$} < (\text{Participant\#}) \times (\text{Suggested_Voluntary_Request\$})$ due to <100% support, and rounding Suggested_Voluntary_Request\$ to the nearest multiple of \$25.

An estimate of the corporation's revenues and expenditures averaging the two preceding years is an effective approach to formulate the budget. It is important the corporation remain pragmatic, conservative, and realistic in terms of the corporation's ability and willingness to work and earn revenue for a program.

Most sports programs, co-curricular programs, and extra-curricular programs have expenses and revenues that can be easily managed and tracked thru no more than fifteen (15) categories that allow for simplification of financial planning (budget) and financial reporting (revenue/expense tracking) and especially creating and submitting required Tax Information filings.

Financial Planning (Budget) and Financial Reporting Categories			
Item	Type	Revenue (Deposit)	Expense (Withdrawal)
1.	Public Gifts	Community Funding	N/A
2.	Grants	3 rd Party Funding	Transfers To Team or Program
3.	Fundraising	Public Events	Supplies To Host Events
4.	Voluntary Donations	Optional Member Funding	N/A
5.	Gear (On-Body Items)	Replacement Member Items	Required Member Items
6.	Uniforms (On-Body Items)	Student Owned Items	Multiple Suppliers
7.	Equipment (Multi-Year Lifetime)	Most Likely Booster Grants	Program Owned Gear, Repairs
8.	Banquets	Guest Ticket Sales	Food, Awards, Gifts, Etc
9.	Competitions	N/A (Hosted Events Thru ASB)	3 rd Party Hosted Events
10.	Meals	Unlikely	Team or Program Meals
11.	Off-Season Programs	Participant Fees, Etc	Coaching Fees, Etc
12.	Snackbar	Team or Program Operated	Supplies To Operate
13.	Opening Balance	Used With Open/Close	Used With Open/Close
14.	Organization	N/A	Supplies, Certification, Etc
15.	Other	Misc.	Misc.

Each team or program will start the season with an opening balance. Voluntary donations associated with each team or program, as well as any moneys received from that team or program's fundraising effort (including for example, snack bar, car washes, special events, sponsorships, tile walls, etc.) and general item sales will be credited to that team or program's sub-account. Each team or program will end the season with a closing balance to roll over into the next season's team or program budget.

As the corporation operates via a single bank account per sport or program, financial reporting via categories at the team or program level requires financial tracking tools that assign detailed description of each financial transaction such as program and category, with optional sub-category details if deemed valuable or necessary. The corporation shall, at a minimum, maintain sub-accounts for Boosters, Boys Team, and Girls Team if the corporation supports multiple teams or programs.

The corporation shall attempt to operate a balanced budget, however may operate via either surplus or a deficit as long as sufficient funds exist in the bank account to absorb the deficit. Long-term sports program, co-curricular program, or extra-curricular program facility fundraising for equipment, expansion, or maintenance may require the program or programs to run long-term annual surplus operating budgets. Surplus bank funds may be invested in higher yielding, AAA rated, Certificate of Deposits provided by the corporation's banking provider in the name of the program.

Minimum bank balances are financially prudent, as are maximum bank balances if no long-term facility funding needs are defined. The board of directors shall define appropriate minimum and maximum bank balances. The corporation does not operate to accrue growing bank balances in the absence of defined long-term program facility funding needs, instead this condition should result in reduced voluntary donations.

10.13 Banking

The board of directors shall determine a low cost, low fee, local, US government agency insured bank for all funds, all transactions, and all checking, savings, and investment accounts of the corporation. The

corporation shall be capable to receive and deposit cash, checks, credit cards, and debit cards to the bank in order to maximize funds collection via making it easy for members and the public to contribute funds. All financial payment transactions should take place via physical checks or e-checks issued under the signature of approved signers.

The president and treasurer shall be listed as approved signers for the bank account. The secretary may be listed as an approved signer for the bank account. The corporation shall have no less than two (2) approved signers but have more than four (4) approved signers. Adding an approved signer other than president, treasurer, or secretary shall take approval of the board of directors. No employees, while acting as employees, of Newport-Mesa Unified School District shall be listed as approved signers for the bank account.

Online banking is authorized for financial reporting and for financial transactions via online bill-paying, however all policies pertaining to physical checks pertain to online bill-paying, including e-checks as used by many government institutions. Online bank statements should be saved monthly, thus creating extensive annual electronic records in support of the corporation's records retention policy. ATM cards may be issued and are authorized for deposit only use, but are not authorized for withdrawal use. Credit cards may not be issued are not authorized for any use.

10.14 Required Government Filings

As a nonprofit, tax exempt entity, the corporation shall comply with government filing requirements which are based on gross revenue and are generally due on the 15th day of the 5th month after the close of the fiscal year. The information shown below is for the corporation's fiscal year ending June 30th and in the case of the California Secretary of State for the corporation's filing date for Articles of Incorporation of October 30th. Each of the below government filings requires the corporation to provide our official organization entity information, which is summarized in Article 11.4 of these bylaws.

<u>United States Internal Revenue Service</u>	<u>California Franchise Tax Board</u>	<u>California Attorney General</u>	<u>California Secretary of State</u>
Return of Organization Exempt From Income Tax	California Exempt Organization Annual Information Return	Annual Registration Renewal Fee Report	Statement of Information
<\$50K: Form 990-N, or <\$200K: Form 990-EZ, or >\$200K: Form 990	<\$25K: Form 199N, or >\$25K: Form 199	Form RRF-1	Form SI-100
Annual Filing Due November 15 th	Annual Filing Due November 15 th	Annual Filing Due November 15 th	Biennial Filing Due October 30 th
\$0 Fee	\$0 Fee	\$25 fee	\$20 Fee
<u>United States Internal Revenue Service</u> <u>501(c)(3) Tax Exempt Status</u> Subordinate Member of Parent Boosters USA Inc via Group Exemption #5271 Annual \$95 Renewal Fee to Parent Boosters USA Inc. Due January 1 st			

Form 990 filing is available free of charge at <http://nccs.urban.org/>

10.15 Donor Substantiation Letters

As an IRS 501(c)(3) tax exempt nonprofit organization, the corporation is eligible to receive tax-deductible donations from both members and the general public. The corporation shall comply with, and exceed as a practice, US IRS requirements, as documented in US IRS Publication 1771, with regards to substantiating receipt of tax deductible donations as shown below. The US IRS may fine the corporation \$10 per donation for lack of donor substantiation letters.

Donation Amount	Goods and Services Received?	Donor Substantiation Letter?
>\$75.00	Yes	Yes - IRS Requirement
>\$250.00	No	Yes - IRS Requirement
Any Amount	Team or Program Voluntary Donation	Yes - Good Practice

A written or electronic donor substantiation letter shall be provided in less than thirty (30) days and include the following:

- (a) Name and address of the corporation;
- (b) Name and address of the donor;
- (c) Amount of donation;
- (d) Method of donation (cash, check – including date and check number);
- (e) A statement that no goods or services were provided by the corporation, if that was the case;
- (f) Description and good faith estimate of the value of goods or services, if that was the case; and
- (g) Net tax deductible amount: Donation amount less goods and services returned.

Examples are shown below:

Donation Amount	Goods and Services Returned?	Net Tax Deductible Amount
\$100 cash	\$0	\$100
\$100 check	\$50 ticket	\$50
Physical good donation	\$0	3 rd Party Fair Market Value

US IRS Publication 1771 has defined exceptions regarding “Insubstantial Goods and Services” provided by the corporation in exchange for donations that do not have to be included in the donor substantiation letter. Refer to US IRS Publication 1771 for updated information, or search for “IRS low cost articles”, as the amounts shown underlined below change annually and are the 2013 limits.

Exception Type	Insubstantial goods or services provided by the corporation
Token Exception	<2% of donation or <u>\$102</u> max, or If > <u>\$51</u> donation, < <u>\$10.20</u> in “logo” (mug, shirt, poster, etc.) item(s)
Membership Benefits Exception	If <\$75 donation, a free/discounted ticket(s) to facilities or events

10.16 Annual Reports and Audit

After the close of the fiscal year, the treasurer shall create annual reports as defined in Article 9.10 of these bylaws and create required government filings as defined in Article 10.13 of these bylaws.

The board of directors, or its appointed third party professional services firm, shall review, audit, and approve all annual financial statements, balance sheets, bank balances, federal returns and state government returns in advance of filing. This includes, but is not limited to:

- (a) United States Internal Revenue Service (IRS) Form 990 tax filings;
- (b) California Franchise Tax Board (FTB) Form 199 tax filings;
- (c) California Board of Equalization (BOE) Sales and Use tax filings;
- (d) California Secretary of State Statement of Information filings; and
- (e) California Attorney General's Registry of Charitable Trusts Annual Renewal Report filings.

10.17 Records Retention

The corporation shall manage its physical and electronic records with care and retain certain physical and electronic records for an extensive period of time as defined below.

The current IRS letter of determination, the current bylaws, the Articles of Incorporation, and meeting minutes must be readily accessible for public disclosure and review at all times.

Records with a 3 year and longer retention time should exist in both physical and electronic form via the use document scanners.

Records Retention Policy	
Retention	Records
Permanent	Audit reports Articles of Incorporation Canceled checks for important transactions (e.g., taxes, contracts). Checks should be filed with the papers pertaining to each transaction. Corporation exemption documents Corporation reports filed with the California Secretary of State Legal correspondence Policies Annual financial ledgers Minutes of board of directors meetings Tax documents: Exempt status, Group exemption, Letters assigning federal and state identity State and federal tax forms, as filed Correspondence with state or federal agencies
10 Years	Annual financial statements and budgets All Electronic records: Maintained on a USB external flash drive or hard disk drive
7 Years	Bank statements Cash receipt records Checks (other than those listed for permanent retention) Contracts (Fundraisers, facilities, leases, etc.) Rosters of board members and their contact information Payment authorization and expense forms (with receipts attached) for payments Purchase orders (equipment, gear, etc.) Sale records (fundraisers, general item sales, etc.)
3 Years	General correspondence Membership rosters, including names and full contact information
1 Year	Bank reconciliations Certificates of insurance Correspondence with vendors if non-contested Duplicate deposit slips Inventories of products and materials, updated yearly Membership envelopes/forms for current membership

10.18 Loans and Advances

The corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the California Attorney General.

The corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

10.19 Insurance

Commercial liability insurance shall be maintained at all times, specifically comprehensive general liability insurance. Insurance coverage types and levels need to equal or exceed the requirements or guidelines of Newport-Mesa Unified School District. Other forms of insurance may be maintained including, but not limited to commercial crime and fidelity, property, and directors and officers liability.

Insurance shall be purchased on a fiscal year basis. The corporation shall comply with the requirements placed on it by the terms and conditions of insurance including, but not limited to annual third party financial audits and monthly third party bank statement reviews.

10.20 Fiscal Sponsorship

The corporation may choose to accomplish its specific purpose, general purpose, and objectives by providing Fiscal Sponsorship services. Fiscal Sponsorship is an IRS sanctioned (Rev. Rul. 66-79, 1966-1 C.B. 48. and Rev. Rul. 68-489, 1968-2 C.B. 210) relationship in which a nonprofit with 501(c)(3) status ("Fiscal Sponsor") sponsors a group of individuals ("Sponsored Organization") operating a program with a similar mission to the corporation ("Project"), but that doesn't have tax-exempt status. The Fiscal Sponsor is legally and financially responsible for the Project. "Project" typically refers to either an ongoing group or a one-time project.

The Fiscal Sponsor is responsible for receiving, managing, and disbursing funds and acts as an "administrator" for the donations and grants the project receives. Donations are made to the Fiscal Sponsor, which qualifies the donors for a tax deduction. The Fiscal Sponsor manages the staff of volunteers or employees that works on the Project and monitors activities to the same extent it monitors any of its other programs. It's the Fiscal Sponsor's responsibility to ensure that the Sponsored Organization's Project is within its mission and doesn't adversely affect its tax-exempt status.

A Comprehensive Fiscal Sponsorship Agreement should be signed between the Fiscal Sponsor's Board of Directors and the Sponsored Organization's Project Committee and should include details pertaining to the responsibilities of each party, especially with regards to financial transactions, reporting, and planning.

The IRS does allow 501(c)(3) organizations to accept tax-deductible donations on behalf of non-501(c)(3) organizations and individuals if certain conditions are satisfied. The most concrete statement of IRS policy on fiscal sponsorship arrangements is shown below with ***bold italic used to highlight critical operating policies of the corporation per both these Bylaws and any Fiscal Sponsorship Agreements:***

IRS Rev. Rul. 68-489, 1968-2 C.B. 210

*An organization will not jeopardize its exemption under section 501(c)(3) of the Code, even though it distributes funds to nonexempt organizations, **provided it retains control and discretion over use of the funds for section 501(c)(3) purposes.***

*An organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 distributed part of its funds to organizations not themselves exempt under that provision. **The exempt organization ensured use of the funds for section 501(c)(3) purposes by limiting distributions to specific projects that are in furtherance of its own exempt purposes. It retains control and discretion as to the use of the funds and maintains***

records establishing that the funds were used for section 501(c)(3) purposes. Held, the distributions did not jeopardize the organization's exemption under section 501(c)(3) of the Code.

See also Revenue Ruling 67-149, C.B. 1967-1, 133, holding a charitable organization exempt under section 501(c)(3) where it provides financial assistance to other charitable organizations that are also exempt under section 501(c)(3); and Revenue Ruling 63-252, C.B. 1963-2, 101, and Revenue Ruling 66-79, C.B. 1966-1, 48, for requirements with respect to deductibility under section 170 of the Code of contributions by individuals to a charity organized in the United States that thereafter transmits some or all of its funds to a foreign charitable organization.

Two other statements of IRS policy on fiscal sponsorship arrangements are shown below with **bold italic used to highlight of critical operating policies of the corporation per both these Bylaws and any Fiscal Sponsorship Agreements:**

*Rev. Rul. 63-252 also provides an example of a domestic charitable organization that furthers its own purposes by granting funds to foreign charitable organizations and **makes such grants for purposes which it (the domestic charitable organization) has reviewed and approved.** The grants are paid from the domestic charitable organization's general funds and are subject to control by the domestic organization. No special funds are raised by a solicitation on behalf of the foreign organization nor are contributions earmarked in any manner. In this example, the contributions by individuals to the domestic charitable organizations are considered to be deductible.*

*Rev. Rul. 66-79, 1966-1 C.B. 48, amplifying Rev. Rul. 63-252, **provides rules for determining whether a domestic charitable organization has and exercises sufficient control as to the use of contributions for the purposes of applying section 170(c).** Contributions to a foreign charity generally are not deductible. While a domestic charity can use the contributions abroad, it cannot merely transfer them to a foreign charity. The domestic charitable organization in Rev. Rul. 66-79 is organized by individuals who have become interested in furthering the work of a foreign organization which was organized and operated exclusively for charitable, scientific, and educational purposes. The name of the domestic organization suggests a purpose to assist the named foreign organization. The domestic charitable organization is interested in raising funds for specific projects to be carried out by the foreign organization.*

In determining whether a grant should be made, the bylaws of the domestic charitable organization in Rev. Rul. 66-79 provide, in part, that:

- (1) The making of grants and contributions and otherwise rendering financial assistance for purposes expressed in the charter of the organization shall be within the exclusive power of the board of directors;***
- (2) In furtherance of the organization's purposes, the board of directors shall have power to make grants to any organization organized and operated exclusively for charitable, scientific, or educational purposes within the meaning of section 501(c)(3);***
- (3) The board of directors shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the board of directors approves the request, shall authorize payment of such funds to the approved grantee;***
- (4) The board of directors shall require that the grantees furnish periodic accounting to show that the funds were expended for the purposes which were approved by the board of directors; and***

(5) The board of directors may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all purposes for which funds are requested. The bylaws also provide that after the board of directors approves a grant to another organization for a specific project or purpose, the domestic charitable organization may solicit funds for that particular grant; however, at all times, the board has the right of withdraw approval of the grant. The domestic charitable organization also refuses to accept contributions so earmarked that they must in any event go to the foreign organization.

Rev. Rul 66-79 summarizes that the domestic charitable organization may only solicit for specific grants that are viewed and approved by it as being in furtherance of its purposes. Further, the domestic charitable organization solicits only on the condition that it has control and discretion as to the use of contributions received by it. Therefore, contributions received by the domestic charitable organization from such solicitations are regarded as for the use of the domestic organization and not for the organization receiving the grant. Because of these controls, the contributor is permitted a deduction under section 170.

Best practice is to maintain Sponsored Organization funds in a separate and dedicated bank account opened in the name of the Fiscal Sponsor with reference to the Sponsored Organization. Because the restricted fund is held under the Charitable Trust Doctrine for the purposes of the Project as understood by and with funding sources, the parties intend that assets in the restricted fund are not subject to the claims of any creditor or to legal process resulting from activities of Sponsor unrelated to the Project. Fiscal Sponsorship may require banking at multiple financial institutions as a large number of Projects may result in bank balances that exceed US government agency insurance limits that are based on “per customer, per EIN”.

Fiscal Sponsors should operate with an abundance of insurance, including but not limited to General Liability, Directors’ & Officers’ Liability and other appropriate Liability Insurance.

Extensive 3rd party information is available on Fiscal Sponsorship. The National Network of Fiscal Sponsors provide best practice information at www.fiscalsponsors.org. The San Francisco, CA based law firm of Adler & Colvin has pioneered much of the best practices of Fiscal Sponsorship and has this information posted at www.adlercolvin.com and Greg Colvin is the acknowledged expert on Fiscal Sponsorship and has written the definitive book on it (“Fiscal Sponsorship: 6 Ways To Do It Right”, 2nd Edition 2005) and blogs via www.fiscalsponsorship.com. Further resources may be obtained via web searches for “Fiscal Sponsorship”.

**ARTICLE 11
MISCELLANEOUS**

11.1 Financial Accounting

The corporation shall maintain its financial records on a cash basis where revenues are recorded when received and deposited and expenses are recorded when paid.

11.2 Fiscal Year

The fiscal year of the corporation shall be the Schools Connected Organization norm of July 1st thru June 30th, inclusive, or such other period as may be fixed by the board of directors.

11.3 Fiscal Calendar

The corporation operates most effectively with a calendar as follows given member meetings only occur monthly or quarterly, thus making it easy for the corporation to get behind the needs of the program.

In general, the corporation can best meet its objectives by operating on pre-planned schedule as both Newport-Mesa Unified School District and Estancia High School operate on pre-planned schedule

Fiscal Calendar		
<u>July</u> School Not In Session No Member Meeting Fireworks Fundraiser Summer Program	<u>August</u> School Not In Session Board Meeting Preliminary Budget - Board File Fireworks Sale Tax Update Bank Approved Signers Fall Teams CIF Dead Period Fall Teams Donation\$? Fall Teams Registration Fall Teams Roster Ok Fall Teams Competitions	<u>September</u> School Starts Board & Member Meeting Approve Budget - Members Annual Financial Reports Due Fall Teams Uniform Order Fall Teams Gear Order
<u>October</u> Member Meeting Audit Annual Financial Reports Winter Teams Donation\$? Winter Teams Registration Winter Teams Roster Ok Winter Teams Competitions Prepare Government Filings	<u>November</u> Member Meeting Approve Government Filings Fall Teams Banquet Government Filings Due Winter Teams Uniform Order Winter Teams Gear Order	<u>December</u> Member Meeting (optional) Holiday Season Time-Out! Parent Boosters USA Renewal
<u>January</u> Member Meeting Annual Bylaws Review – Board IRS 1099-MISC filings	<u>February</u> Member Meeting Spring Teams Donation\$? Spring Teams Registration Spring Teams Roster Ok Spring Teams Competitions	<u>March</u> Member Meeting Winter Teams Banquet Spring Teams Uniform Order Spring Teams Gear Order
<u>April</u> Member Meeting Board of Directors Committee	<u>May</u> Member Meeting Board of Director Nominees Fireworks Kick Off Summer Program Definition	<u>June</u> Annual Meeting Board of Directors Election Bylaws Approval – Members Spring Team Banquet Summer Program Registration Insurance Renewal School Ends

11.4 Official Organization Entity Information

The corporation has government and banking approved status as follows:

- (a) California Secretary of State Nonprofit Public Benefit Corporation #C3494102 dated 7.24.12;
- (b) California Attorney General State Charity Registration #CT0197822 dated 7.24.13;
- (c) California State Board of Equalization Sellers Permit #SR EA xxx-xxxxx dated 12.xx.13;
- (d) United States Internal Revenue Service Employer Identification Number #46-0762807 dated 8.10.12;
- (e) United States Internal Revenue Service 501(c)(3) Tax Exempt status via Subordinate Member of Parent Boosters USA's Group Exemption #5271 granted as part of their IRS 501(c)(3) Group Exemption Letter against dated 11.4.05 against IRS Employer Identification Number #30-0281785 after IRS 503(c)(3) Exemption Letter dated 3.15.04. More information about IRS Group Exemptions is described in IRS publication 4573 available from www.irs.gov. This membership requires an annual renewal fee due January of each year; and
- (f) <Insert_Bank_Name> <Insert_Account_Name> Checking Account #yyyy-yyyy-yyyy located at the <Insert_Branch_Name> branch at xxxx Harbor Boulevard, Costa Mesa, California 92626.

11.5 Third Party Organization Information and Resources

There are over two million nonprofit organizations, most of them small and in need of structure, guidance, and information. The corporation shall keep updated, learn, and leverage from the information and resources provided by large third party organizations, such as government entities and other nonprofit organizations. These larger entities and organizations provide extensive information for smaller nonprofit corporations as follows:

- (a) California Attorney General: Guide for Charities;
http://oag.ca.gov/sites/all/files/pdfs/charities/publications/guide_for_charities.pdf
- (b) California State Board of Equalization: Nonprofit and Exempt Publications;
http://www.boe.ca.gov/info/VirtualSeminars/nonprofit_resources.html
- (c) US IRS: Lifecycle of a Public Charity;
<http://www.irs.gov/Charities-&-Non-Profits/Charitable-Organizations/Life-Cycle-of-a-Public-Charity>
- (d) US IRS: Publication 557 – Tax Exempt Status For Your Organization;
<http://www.irs.gov/pub/irs-pdf/p557.pdf>
- (e) US IRS: Publication 4221 – Compliance Guide for 501(c)(3) Public Charities;
<http://www.irs.gov/pub/irs-pdf/p4221pc.pdf>
- (f) US IRS: Publication 1771 – Charitable Contributions: Substantiation and Disclosure;
<http://www.irs.gov/pub/irs-pdf/p1771.pdf>
- (g) California State PTA Toolkit: Extensive nonprofit organization guidance;
<http://www.capta.org/sections/resources/toolkit.cfm>
- (h) BoardSource: Extensive nonprofit organization guidance;
<http://www.boardsource.org/>
- (i) GrantSpace: Extensive nonprofit organization guidance;
<http://www.grantspace.org/>
- (j) Urban Institute: Extensive nonprofit organization guidance;
<http://www.urban.org/nonprofits/index.cfm>
- (k) National Center For Charitable Statistics: Extensive nonprofit organization guidance;
<http://nccs.urban.org/>
- (l) Insight: Extensive nonprofit organization guidance;
<http://www.insightccd.org/>
- (m) Public Counsel: Extensive nonprofit organization guidance;
<http://www.publiccounsel.org/>
- (n) NEO Law Group: Extensive nonprofit organization guidance;
<http://attorneyfornonprofits.com/home.html>
- (o) R.V. Nuccio: Extensive nonprofit organization insurance guidance; and
<http://www.rvnuccio.com/ssg.html>
- (p) AIM: Extensive insurance nonprofit organization insurance guidance.
<https://www.aim-companies.com/public/groups/group/index.html?cd=booster>

11.6 Compliance with District Policies and Alcoholic Beverages Prohibited

The corporation shall act and operate independently of Newport-Mesa Unified School District and Estancia High School.

The corporation shall know and enforce all Newport-Mesa Unified School District and Estancia High School rules and policies at all home and sanctioned off-campus functions. These rules include the high school rules of behavior, school board policies, and district directives.

No alcoholic beverage shall be served or possessed on any school campus within the Newport-Mesa Unified School District or at any school-sponsored event or school sponsored activity which district students attend.

11.7 Standard of Care

A director shall perform the duties of a director, including duties as a member of any committee of the board of directors on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In all cases, directors shall comply with the standards of conduct by a director as required by Sections 5230-5239 of the Law as summarized below:

- (a) Section 5230. Duties and liabilities of directors;
- (b) Section 5231. Good faith; standard of care; liability to the corporation;
- (c) Section 5232. Election; selection; duties of directors;
- (d) Section 5233. Self-dealing transactions by directors; liability; procedures for validating;
- (e) Section 5234. Mutual directors; voidability of contracts;
- (f) Section 5235. Compensation of directors; liability for unreasonable amount;
- (g) Section 5236. Loans, guarantees to directors; financing residence of officer permitted;
- (h) Section 5237. Prohibited loans, guarantees; liability of directors;
- (i) Section 5238. Indemnification of directors, officers; and
- (j) Sections 5239, 5047.5. Volunteer director's limited personal liability to third party for negligence.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) A committee of the board of directors upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence,

so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

11.8 Liability

A person who performs the duties of a volunteer director or officer in accordance with the above and these bylaws, as described in Sections 5239 and 5047.5 of the Law, shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director or officer, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated, so long as such liability was not based on an act or omission that was not within the scope of the director's or officer's duties, was not performed in good faith and was not reckless, wanton or grossly negligent. The directors, officers and Members shall not be personally liable for the debts, liabilities or other obligation of the Corporation.

11.9 Indemnification

To the fullest extent permitted by law, this corporation shall indemnify its “agents”, as described in Section 5238(a) of the Law, including its directors, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in said Section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses” shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article 11.9.

To the fullest extent permitted by law and except as otherwise determined by the board of directors in a specific instance, expenses incurred by a person seeking indemnification in defending any “proceeding” shall be advanced by the corporation before final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

The corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the corporation, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent permitted by law.

11.10 Execution of Corporate Instruments

The board of directors may, at its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, 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. Unless otherwise specifically determined by the board of directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, and other corporate instruments or documents, memberships in other corporations, and certificates of deposit owned by the corporation, shall be executed, signed, or endorsed by the president and by the secretary or treasurer only after receiving board of directors approval.

11.11 Corporate Seal

The board of directors may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of the corporation. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

11.12 Governance and Hierarchy

“Rosenberg’s Rules of Order, Revised 2011”, available from the League of California Cities at: <http://www.cacities.org/UploadedFiles/LeagueInternet/77/77d4ee2b-c0bc-4ec2-881b-42ccdbbe73c9.pdf>, shall govern the organization in all cases to which they are applicable, and in which they are not inconsistent with the bylaws of this corporation. These simple, concise, six (6) pages of rules are of Western cultural origin, updated and simplified for the 21st Century, and based on the premise that “though the minority shall be heard and absentees protected, the majority will decide.”

In case any provision of these bylaws is inconsistent with the Articles of Incorporation, the Articles shall govern. These bylaws are to be governed by and construed under the Laws of the State of California.

11.13 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable

and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

11.14 Amendments and Revisions

These bylaws shall be reviewed, updated, enhanced, and improved annually and may be adopted, amended or repealed by the vote of a majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the board of directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws, unless such notice is waived in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger proportion of the board of directors than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

Once members have been admitted to the corporation, the board of directors may not, without the approval of the members, adopt, amend, or repeal a bylaw provision that specifies or changes a fixed number of directors or the minimum or maximum number of directors, or changes from a fixed number of directors to a variable number of directors or vice versa.

Without the approval of the members, the board of directors may not adopt, amend, or repeal any bylaws that would:

- (a) Increase or extend the terms of directors;
- (b) Increase the quorum for members' meetings;
- (c) Repeal, restrict, create, expand, or otherwise change members' proxy rights;
- (d) Authorize cumulative voting;
- (e) Increase the number of directors appointed by the board of directors rather than elected by the members; or
- (f) Authorize the board of directors to fill a vacancy created by the removal of a director by the members.

New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the members. Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a director beyond that for which the director was elected.

SECRETARY'S CERTIFICATE

I, the undersigned, certify that I am the presently elected and acting secretary of Estancia High School All Sports Boosters, a California nonprofit **Public Benefit Corporation**, and the above bylaws, consisting of eleven (11) articles and thirty (30) pages, are the bylaws of this corporation as adopted by the board of directors on March 25, 2014 and that they have not been amended or modified since that date.

Executed on March 25, 2014 at 2323 Fairview Avenue, Costa Mesa, California, 92627

<Signature-on-File>

Carolyn Leenerts
Secretary
Estancia High School All Sports Boosters