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## **Bylaws of Willow Glen Middle and High School Foundation (A California Nonprofit Public Benefit Corporation)**

### **Article I – Organization**

#### **Section 1 Name**

The name of this corporation is Willow Glen Middle and High School Foundation, doing business as Willow Glen Education Foundation (Foundation).

#### **Section 2 Purposes**

The corporation has been organized to operate exclusively for charitable and educational purposes as follows:

- A. To develop resources and fund programs that inspire, promote, and support the academic achievement and cultural enrichment of all students.
- B. To promote, aid, and encourage educational purposes, activities, and endeavors for Willow Glen Middle School (WGMS) and Willow Glen High School (WGHS), their administrators, faculty, staff, and pupils, alone or in cooperation with governmental or other private bodies or agencies.
- C. To conduct and engage in activities and endeavors, the Foundation shall seek:
  - 1) To continue an outreach program that fosters and promotes long-term community support.
  - 2) To continue a communications program that inspires alumni goodwill, donor confidence, and community support with the goal of providing opportunities for excellence.
  - 3) To continue a Development Program which includes generating monetary contributions from businesses, private foundations, individuals, and alumni.
  - 4) To provide financial support to projects that meet the purposes of the corporation. Financial support is intended to supplement or enhance existing programs and provide for other and/or additional programs, rather than supplant or serve as a substitute for other financial support available to WGMS and WGHS through the San Jose Unified School District (SJUSD), State, or Federal funding sources of all types.

- D. To have and exercise all rights and powers from time to time granted to nonprofit corporations by law.
- E. Notwithstanding the foregoing, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation stated in paragraphs A, B, and C above, nor shall any substantial part of the activities of this corporation consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

**Section 3     Organization**

No dividends shall be declared or paid to any private person or individual, nor shall any private person or individual upon the dissolution of the corporation for any reason be entitled to receive a distributive or other share of the assets then owned or held by the corporation; it being expressly understood that this corporation is not formed for profit and is a corporation which does not contemplate pecuniary gain, profit, or dividends to any private person or individual, and is a corporation organized and operated exclusively as a nonprofit public benefit corporation, no part of the net earnings of which shall inure to the benefit of any private person or individual. Upon dissolution of this corporation, all of its business, properties and assets shall go, set over to, and be used for the objects and purposes set forth in Article IV(C) of the Articles of Incorporation of the corporation.

**Section 4     Principal Office**

The principal office of the corporation shall be in the City of San Jose, County of Santa Clara, and State of California. The Board of Directors (Board) is hereby granted full power and authority to change said principal office from one location to another in the County of Santa Clara. Other business offices may at any time be established by the Board at any place or places where the corporation is qualified to do business.

**Article II – General Membership, Voting Privileges, and Voting**

**Section 1**     General membership includes all parents/guardians of students currently attending WGMS and/or WGHS, all current WGMS and WGHS faculty and staff, and volunteers on Foundation committees and activities.

**Section 2**     Voting privileges at general meetings will be extended to all members present. Proxy votes will not be accepted, whether in person or otherwise.

**Section 3** Members are welcome to attend all open meetings of the Foundation. Fees will not be assessed for membership.

**Section 4** Voting may occur in person when a quorum of filled Board positions is present. A quorum is defined as a majority, or 50% or more, of filled Board positions. Voting may occur only when a quorum of the Board is present.

## **Article III – Board of Directors**

### **Section 1 Powers**

Subject to the limitations of the Articles of Incorporation, the Bylaws, and the laws of the State of California, all corporate powers shall be exercised by or under authority of, and the business and affairs of this corporation shall be controlled by the Board.

The Board is the elected entity charged with the management and responsibility for the Foundation. The Board shall establish the objectives of the Foundation and determine policies for the development of the objectives.

### **Section 2 Board Composition**

A. **Elected Positions.** The elected positions to the Board of Directors shall include, but are not limited to, the following:

1) **Officers**

President  
Vice President  
Secretary  
Treasurer

2) **Directors**

Community Events  
Middle School Allocations  
High School Allocations  
Development  
Communications  
Scholarship  
Middle School Programs  
High School Programs  
Technology  
Assistant Director to Technology  
Volunteers  
Middle School Student Store

Willow Glen Cares  
Assistant Director to Treasurer – Income  
Assistant Director to Treasurer – Expenses  
At-large

### **Section 3 Term of Office, Vacancies, Nominations, and Elections**

#### **A. Term of Office**

- 1) **Length of Term.** The term of office for Officers and Directors shall be two years. Those elected to complete the balance of a term vacated by a departing Officer or Director may run for election to serve a two-year term at the next election period.
- 2) **Term Beginning/Ending.** Except when completing the balance of a term vacated by a departing Officer or Director, the term of office for each Officer and Director shall start in April or May when election is held at a general meeting and end when the next election is held for the position or the Officer/Director resigns.
- 3) **Term Limits.** There is no limit on the number of terms an Officer or Director may serve.
- 4) **Assuming Office and Transition.** New Officers and Directors shall assume office immediately upon election. Transition of the office from the current Officer or Director to the Officer-elect or Director-elect shall occur immediately upon their election. An Officer or Director who is elected to fill a vacancy shall assume office immediately and shall serve for the balance of the term of the Officer or Director being replaced or the previously vacant position being filled.

**B. Vacancies.** A vacancy on the Board exists in the case of the death, resignation, expiration of term, or removal of any Officer or Director, or if an Officer or Director position has not been filled.

#### **C. Nominations and Elections**

- 1) **Annual Nomination and Election**
  - a. The Board President shall form a Nominating Committee composed of Officers and/or Directors not seeking nomination. This Nominating Committee shall accept nominations beginning with the February general meeting and until seven calendar days prior to the April general meeting. Candidates for office

shall submit a written statement of intent to the Board during the nomination period.

- b. Write-ins at the April or May general meeting will be accepted on the ballot for any position for which a candidate has not been established.
- c. Elections shall be held by the April or May general meeting; majority vote shall rule.

## **2) Special Nomination and Election**

- a. To fill a vacant Officer or Director position during the year outside of the Annual Nomination and Election process, the Board President shall nominate candidates.
- b. At any general meeting, a vacancy in any office caused by the death, resignation, removal, or disqualification of any Officer or Director, or by any other cause may be filled by majority vote of membership attending the meeting in person.

## **Section 4 Removal from Office**

- A. Any member of the Board may be removed from office when a member:
  - 1) No longer meets the general membership requirements of the Foundation; or
  - 2) Fails to perform his/her duties as defined by the Bylaws; or
  - 3) Misses three scheduled general meetings and/or three Board meetings, without proper notice to the Board; or
  - 4) Submits a letter of resignation to the Board.
- B. Termination or removal of Board membership shall be determined by a majority vote of the remainder of the Board's filled positions who attend a meeting of the Board to determine involuntary termination.
- C. Any member of the Board shall be deemed removed from office if such Board member has been declared of unsound mind by order of court or convicted of a felony or for any reason that the Board sees fit.

## **Section 5 Resignation**

Any Officer may resign at any time by giving written notice to the President of the Board, the Board of Directors, or the Secretary of the corporation, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein; and unless otherwise conditioned to make it effective.

## **Article IV – Officers**

### **Section 1 Officers**

- A. The Officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. The corporation may also have, at the discretion of the Board, such other Officers or Directors as may be appointed by the President of the Board in accordance with the provisions Article IV, Section 2. The removal or resignation of an Officer or Director who is a Board member of the corporation shall be deemed a resignation by such person from all offices held.
- B. The Officers of the corporation shall have the authority to execute financial and other transactions on behalf of the Foundation, including but not limited to negotiating, entering into, and signing agreements and all financial transactions management, etc.

### **Section 2 Subordinate Officers**

The Board may authorize such other officers as the business of the corporation may require. The President of the Board shall appoint such other officers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws or as the Board may from time to time determine.

### **Section 3 President**

The President shall:

- A. Preside at all meetings of the Board, or appoint a designed to preside, and exercise and perform such other powers and duties as may be from time to time assigned to her or him by the Board or prescribed in these Bylaws.
- B. Be the chief operating officer of the corporation, subject to such supervisory powers, if any, as may be granted by the Board.
- C. Provide general supervision, direction, and control of the business and affairs of the corporation.
- D. Hold the general powers and duties of management usually vested in the office of President of a corporation subject to the concurrence of the Board.
- E. Hold the necessary authority and responsibility to operate the corporation subject to the concurrence of the Board.

**Section 4 Vice President**

The Vice President shall:

- A. Perform all of the duties of the President in her/his absence or disability, and when so acting shall have all the powers of, and be subject to all of the restrictions upon, the President.
- B. Automatically become President for the remainder of the President's term upon the removal or resignation of the President.
- C. Serve as parliamentarian of the corporation with duties, including an annual compliance audit of Corporation Bylaws and biennial Bylaw review.

**Section 5 Secretary**

The Secretary shall:

- A. Record and keep, or cause to be recorded and kept, minutes of actions taken at all meetings of the Board, with such time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at all meetings.
- B. Give, or cause to be given, notice of all the meetings of the Board required by these Bylaws or by law to be given, shall keep the seal (if any) of the corporation in safe custody, shall maintain control of all official documents, and shall have such other powers to perform such other duties as may be prescribed by the Board or by these Bylaws.
- C. Disseminate, or cause to be disseminated, minutes of Board meetings to all Board members for approval prior to next meetings and agendas of upcoming Board meetings to all Board members.
- D. Advise the President and other Officers of the Board on matters of governance and compliance as applicable.
- E. Make regulatory submittals and renewals to authorities, including but not limited to the SJUSD, California Attorney General, California Secretary of State, and the portions of submittals to the federal Internal Revenue Service and state Franchise Tax Board not provided by the Treasurer.

**Section 6 Treasurer**

The Treasurer shall:

- A. Act as treasurer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- B. Submit, or caused to be submitted, a statement of accounts at each regular meeting of the Board and shall make such reports as the Board may require, and shall make an annual report to the Board.
- C. Develop financial procedures and approvals for the deposit and disbursements of funds subject to the approval of the Board. The Treasurer shall cause to be deposited or shall cause to be disbursed, in accordance with procedures approved by the Board, all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse funds of the corporation as may be ordered by the Board; shall render to the Board, the President, the Board of Directors, whenever they request, an account of all transactions as Treasurer and of the financial condition of the corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.
- D. File, or cause to be filed, all required tax returns. The Treasurer shall provide the financial data required by regulatory authorities for filings and reports produced in coordination with the Secretary.
- E. Be responsible for securing the services of an independent auditor. The independent auditor recommended by the Treasurer shall be subject to approval by the Board. The independent auditor shall be responsible for providing financial oversight to the Foundation's operations. The auditor shall assess the financial controls and operations of the Treasury function in order to determine whether they are consistent with accepted legal and accounting practices, and fulfilling the financial responsibilities of the Foundation. The auditor shall submit a report to the Board annually. If the report has significant findings, the Treasurer shall report regularly on progress to address findings until they are resolved.



## **Article V – Directors**

### **Section 1 Creation, Power, Duties, and Responsibilities**

- A. The Board may create Director positions for any purpose and delegate to such person(s) any of the powers and authorities of the Board. Such Directors shall have the power to act in intervals between meetings of the Board and shall at all times be subject to the control of the Board. Directors shall be elected by majority vote at the general meeting held in April or May.
- B. Two people working together may hold a Director position becoming Co-Directors with the exception of the following Director positions:
  - 1) Middle School Allocations
  - 2) High School Allocations
  - 3) Assistant Director to Treasurer – Income
  - 4) Assistant Director to Treasurer – Expense
- C. If two people are working together as Co-Directors, each person shall have one vote.
- D. Directors shall:
  - 1) Report plans and activities of their respective areas of responsibility to the Board, as appropriate and necessary;
  - 2) Recruit volunteers to execute plans and activities as necessary and appropriate with assistance from the Director of Volunteers as needed;
  - 3) Utilize and work within budget to purchase appropriate materials and submit receipts for reimbursement in accordance with the Foundation's policies and procedures; and
  - 4) Ensure compliance with the Foundation's income collection policies and procedures.

### **Section 2 Middle School Allocations**

The Middle School Allocations Director shall be charged with assisting the Foundation in determining how funding may be allocated at WGMS.

This responsibility may include but is not limited to:

- A. Working with the WGMS Principal to identify academic and cultural needs that may be enhanced in order to fulfill the objectives of the Foundation;
- B. Reviewing and analyzing proposed funding for addressing those needs;
- C. Presenting funding requests to the Board outlining the purpose, scope, and budget for requests;

- D. Maintaining records for all allocation requests received; and
- E. Once approved, working with school administration to accomplish any payment or reimbursement required to fulfill the approved requests.

### **Section 3 High School Allocations**

The High School Allocations Director shall be charged with assisting the Foundation in determining how funding may be allocated at WGHS.

This responsibility may include but is not limited to:

- A. Working with the WGHS Principal to identify academic and cultural needs that may be enhanced in order to fulfill the objectives of the Foundation;
- B. Reviewing and analyzing proposed funding for addressing those needs;
- C. Presenting funding requests to the Board outlining the purpose, scope, and budget for requests;
- D. Maintaining records for all allocation requests received; and
- E. Once approved, working with school administration to accomplish any payment or reimbursement required to fulfill the approved requests.

### **Section 4 Development**

The Development Director shall be charged with developing fundraising activities and events.

This responsibility may include but is not limited to:

- A. Developing a fundraising strategy to include the community, selected individuals, corporations, businesses, private foundations, and alumni of WGMS and WGHS;
- B. Developing fundraising activities and events to fulfill the objectives of the strategy;
- C. Determining financial, human, and other resources needed to fulfill the objectives with the assistance of other Board members, as necessary and appropriate;
- D. Presenting proposals to the Board outlining the purpose, scope, schedule, and budget for activities and events;
- E. Implementing fundraising activities and events with the assistance of other Board members, as necessary and appropriate; and
- F. Monitoring progress of activities and events, providing feedback to the Board.

### **Section 5 Communications**

The Communications Director shall be charged with communicating and promoting the mission, objectives, and activities of the Foundation to the community, media, businesses, and interested persons.

This responsibility may include but is not limited to:

- A. Developing a public relations strategy to include the community, selected individuals, corporations and businesses, and alumni of the school;
- B. Developing public relation programs and materials to fulfill the objectives of the strategy;
- C. Determining financial, human, and other resources needed to fulfill the objectives with the assistance of other Board members, as necessary and appropriate
- D. Presenting detailed proposals to the Board outlining the purpose, scope, schedule, and budget for public relation programs (i.e., objectives, methods of obtaining funds, financial and other resources needed, and schedules);
- E. Implementing public relations programs with the assistance of other Board members; and
- F. Monitoring progress of programs and providing feedback to the Board.

## **Section 6     Scholarship**

The Scholarship Director shall be charged with managing funds for, and awards of, scholarships for students of WGHS.

This responsibility may include but is not limited to:

- A. Coordinating with alumni group representatives, and other applicable community member(s) with active scholarship programs;
- B. Developing processes for selection and award of scholarships, including creation and management of the online application process;
- C. Implementing a public relations program with the assistance of other Board members, as necessary and appropriate;
- D. Coordinating the presentation of scholarship awards, specifically working with school administration and staff; and
- E. Monitoring progress of fundraising and scholarship programs, providing feedback to the Board.

## **Section 7     Middle School Programs**

The Middle School Programs Director shall be charged with implementing primarily campus-based programs funded by the Foundation and in coordination with WGMS.

This responsibility may include but is not limited to:

- A. Working with the WGMS Principal to identify academic and cultural programmatic needs that can be enhanced in order to fulfill the objectives of the Foundation;
- B. Organizing, managing, and executing programs on behalf of the Foundation;

- C. Working with WGMS administration to accomplish any payment or reimbursement required to fulfill programs; and
- D. Monitoring progress of programs and providing feedback to the Board.

**Section 8 High School Programs**

The High School Programs Director shall be charged with implementing primarily campus-based programs funded by the Foundation and in coordination with WGHS.

This responsibility may include but is not limited to:

- A. Working with the WGHS Principal to identify academic, social, and cultural programmatic needs that can be enhanced in order to fulfill the objectives of the Foundation;
- B. Organizing, managing, and executing programs on behalf of the Foundation;
- C. Working with WGHS administration to accomplish any payment or reimbursement required to fulfill programs; and
- D. Monitoring progress of programs and providing feedback to the Board.

**Section 9 Community Events**

The Community Events Director shall be charged with implementing community-wide events, throughout the fiscal year, funded by the Foundation. These events are meant to foster stronger community ties throughout the Willow Glen neighborhood, including individuals, neighbors, community groups, and businesses.

This responsibility may include but is not limited to:

- E. Working with the Board to develop a calendar of community events;
- F. Organizing, managing, and executing community events on behalf of the Foundation, including determining financial, human, and other resources needed;
- G. Presenting proposals to the Board outlining the purpose, scope, schedule, and budget for community events and seeking appropriate approval to execute; and
- H. Monitoring progress of community events and providing feedback to the Board.

**Section 10 Technology**

The Technology Director shall be charged with developing and managing the technology platforms and mediums used to interact with the community. These platforms and mediums could be used to forward the mission, objectives, and activities of the Foundation to the community, media, businesses, and interested persons.

This responsibility may include but not limited to:

- A. Developing and managing the Foundation website;
- B. Working with individual Board members to help them fulfill their responsibilities;
- C. Determining financial, human, and other resources needed to fulfill technology objectives;
- D. Presenting detailed proposals to the Board outlining the purpose, scope, schedule, and budget for technological programs (i.e., objectives, methods of obtaining funds, financial and other resources needed, and schedules);
- E. Implementing technology-related programs with the assistance of other Board members; and
- F. Monitoring progress of programs and providing feedback to the Board.

### **Section 11 Assistant Director to Technology**

The Assistant Director to Technology shall be charged with assisting the Technology Director in developing and managing the technology platforms and mediums used to interact with the community. These platforms and mediums could be used to forward the mission, objectives, and activities of the Foundation to the community, media, businesses, and interested persons.

### **Section 12 Volunteers**

The Volunteers Director shall be charged with developing and maintaining a group of volunteers.

This responsibility may include but is not limited to:

- A. Developing a strategy, objectives, and programs for recruiting and increasing the volunteer pool available for the Board to access for assistance with activities, events, or various tasks;
- B. Making initial contact with prospective volunteers;
- C. In coordination with the Technology Director, maintaining a contact database of individuals interested in volunteering;
- D. Assisting other Directors in fulfilling their volunteer needs; and
- E. Monitoring progress of volunteer recruitment and providing feedback to the Board.

### **Section 13 Middle School Student Store**

The Middle School Student Store Director shall be charged with managing all activities related to the store.

This responsibility may include but is not limited to:

- A. Processing and recording all deposits, expenses, and supply inventory for the Foundation and maintaining historical financial records for those deposits;

- B. Recruiting and managing volunteers who work in the store; and
- C. Monitoring progress of the Middle School Student Store and providing feedback to the Board.

**Section 14 Willow Glen Cares**

The Willow Glen Cares Director shall be charged with managing a program that supports students with the greatest economic need at WGMS and WGHS.

This responsibility may include but is not limited to:

- A. Developing a programmatic strategy, initiatives, funding strategy, and budget for implementing student support;
- B. Acting as primary coordinating point for Willow Glen Cares with administration, faculty, and staff;
- C. Acting as primary manager of Willow Glen Cares volunteers;
- D. Monitoring progress of Willow Glen Cares and providing feedback to the Board.

**Section 15 Assistant Director to Treasurer – Income**

The Assistant Director to Treasurer – Income shall be charged with assisting the Treasurer and be under the Treasurer’s supervision.

This responsibility may include but is not limited to:

- A. Processing and recording all deposits for the Foundation and maintaining historical financial records for those deposits;
- B. Ensuring appropriate checks and balances for income-generating activities; and
- C. Supporting other income-related business, activities, and tasks, as necessary and appropriate under the supervision of the Treasurer.

**Section 16 Assistant Director to Treasurer – Expenses**

The Assistant Director to Treasurer – Expenses shall be charged with assisting the Treasurer and be under the Treasurer’s supervision.

This responsibility may include but is not limited to:

- A. Processing and recording all expense transactions of and for the Foundation and maintaining historical financial records for those expenses;
- B. Ensuring appropriate checks and balances for expenditures; and
- C. Supporting other expense-related business, activities, and tasks as necessary and appropriate under the supervision of the Treasurer.

**Section 17 At-large**

The At-large Director shall be charged with assisting and supporting the Board, as appropriate and as requested.

**Section 18 Expenditures**

Any expenditure of corporation funds by a Director shall require prior approval by the majority vote of filled positions of the Board. Expenditures consistent with an annual budget approved by the Board are considered to have this prior approval, subject to available funds.

**Section 19 Limitation on Delegation.**

In accordance with the California Corporations Code, the Board may not delegate to any Directors and/or their committees the following powers:

- A. The filling of vacancies on the Board or in any committee, which has the authority of the Board;
- B. The fixing of compensation of the Directors for serving on the Board or on any committee;
- C. The amendment or repeal of Bylaws or the adoption of new Bylaws;
- D. The amendment or repeal of any resolution of the Board, which by its express terms is not so amendable or repealable;
- E. The appointment of committees of the Board or the members thereof; or
- F. The approval of any self-dealing transaction except as provided by law.

**Article VI – Meetings****Section 1 Meeting Location**

The meetings of the Foundation shall be held at any place designated by the President, mutual agreement by the Board, or through written notification to all members of the Board by the President, Secretary, or their designee. Meetings may be held at a physical location or via digital medium.

**Section 2 General Meetings**

The Foundation shall meet a minimum of six times per year. The meeting schedule is to be recommended by the President, or her/his designee, and adopted by the Board before the end of the school year.

**Section 3 Special Meetings**

Special Meetings of the Foundation or, specifically, the Board for any purpose or purposes may be called at any time by the President or her/his designee, or by a majority of the Directors then in office.

**Section 4 Action Without Meeting**

Conducting business without a meeting may be done digitally. A motion is passed by a majority yes vote of those participating by deadline specified within motion. The Board may be contacted electronically (e.g., email,

voting platform, etc.) with a motion and may be given a response deadline as necessary and appropriate. Such action and its result shall be reported at general meetings and filed with the minutes of the proceedings of the Board and shall have the same force and effect as a vote at General Meetings.

**Section 5      Validity of Defectively Called or Noticed Meeting, Written Protest**

The transactions of any meeting of the Board, however called and noticed, shall be as valid as though they had occurred at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present, or who, though present, has prior to the meeting or at its commencement protested the lack of proper notice to him/her, signs a written waiver of notice or consent to holding such meeting or an approval of the minutes thereof. Proper notice is defined as 48 hours prior to meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 6      Fees and Compensation**

Officers and Directors shall not receive any stated salary for their services as Officers or Directors of the Board. However, Officers and Directors may be reimbursed for any expenses actually incurred in connection with the performance of their duties as Officers or Directors.

**Section 7      Notice of Meetings**

Notice of meetings of the Board shall be consistent with the time frames set forth in these Bylaws.

**Article VII – Indemnification and Insurance**

To the fullest extent permitted by law and in the manner provided by law, the corporation may indemnify against liability and hold harmless any person who was or is a party to or is threatened to be a party to or is otherwise involved in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a Director, officer, employee, or agent of the corporation when serving in an official capacity on behalf of the corporation, or is or was serving at the request of the corporation as a member, director, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for-profit, partnership, joint venture, trust, or other enterprise. The foregoing rights of indemnification shall not be deemed to be exclusive of any other rights to which such person may be entitled under applicable law, and shall continue as to the person who has ceased to be a Director, officer, employee, or agent of the corporation and shall inure to the benefit of the estate, executors, administrators, heirs, legatees, or devisees of any such person.



The corporation may pay expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding referred to in this Article in advance of the final disposition of such action, suit, or proceeding as authorized by the Board in the specific case and as permitted by law.

The corporation may purchase and maintain insurance on behalf of any person who is a Director, officer, employee, or agent of the corporation when serving in an official capacity on behalf of the corporation, or is or was serving at the request of the corporation as a member, director, officer, employee, or agent of another corporation domestic or foreign, nonprofit or for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred in any such capacity, or arising out of such person's status as such, whether or not the corporation would be required or would have the power to indemnify such person against liability under this Article or otherwise.

## **Article VIII – Miscellaneous**

### **Section 1 Inspection of Articles and Bylaws**

The corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by any Director at all reasonable times during office hours or accessed at any time via Foundation website.

### **Section 2 Checks, Drafts, Etc.**

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by two (2) authorized signatories. Authorized signatories include the Treasurer, the President and at least one alternate to be determined by a resolution of the Board.

### **Section 3 Records**

The corporation shall keep adequate and correct books and records of accounts and shall keep minutes of the proceedings of the Board and the committees, if any, of the Board. Such minutes shall be in written form. Such other books and records shall be kept either in written form or in any form capable of being converted into written form.

### **Section 4 Rules of Order**

Meetings of the Board and the corporation's committees shall be conducted in a businesslike and fair manner, such as by using Robert's Rule of Order.

### **Section 5 Conflict of Interest**

The corporation, through its Board, may promulgate from time to time a Conflict of Interest Policy according to the current law then in effect to be adhered to by its Officers and Directors. The Conflict of Interest Policy in effect shall be available to all Directors and a statement of posted on the Foundation's website for public viewing.

**Section 6      Restriction on Interested Directors**

Not more than 49% of the persons serving on the Board at any time may be interested persons. An interested person shall be defined as (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions to this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

**Section 6      Privacy Statement**

The Willow Glen Middle School and High School Foundation respects the privacy of its donors' personally identifiable information. When donors give to the Foundation, name, mailing address, telephone number, and/or e-mail address may be collected. The Foundation will make good faith efforts to keep this information confidential unless legally required to disclose. We will not sell donor information to third parties.

**Article IX – Fiscal Year**

The fiscal or business year of the corporation shall begin on the first day of July and shall end on the last day of June of the following year.

**Article X – Amendments**

Section 1      Article IV, Section 4 commissions the Vice President to audit Bylaws compliance and conduct Bylaws reviews biennially. New Bylaws may be adopted, or these Bylaws may be amended or repealed, by a majority vote of the Directors then in office, but in no event by less than a positive vote of three (3) Directors.

Section 2      Any amendment or alteration in these Bylaws shall be forthwith filed with the original Bylaws of the corporation.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify that I am the duly elected Secretary of the Willow Glen Middle and High School Foundation, a California nonprofit public benefit corporation, and that the foregoing Bylaws, comprising ten (10) articles and thirteen [INSERT NUMBER...because it may change when "DRAFT" is deleted from header] pages, constitute the Bylaws of said corporation as duly adopted by the Board of Directors by unanimous consent on [INSERT DATE]; IN WITNESS WHEREOF, I have hereunto subscribed my name this [INSERT DATE].

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(Signature)

Megan Vincent, Secretary of Willow Glen Middle and High School Foundation