

**APPROVED 04.21.17**

**AMENDED AND RESTATED BYLAWS OF**

**Friends of Mark Twain Middle School**

**A California Nonprofit [Public Benefit] Corporation**

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## **ARTICLE I OFFICES**

### **SECTION 1.1 NAME**

The name of this organization shall be Friends of Mark Twain Middle School (FOMT). (Herein after referred to as “Corporation”.)

### **SECTION 1.2 PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is located in Los Angeles County, California.

### **SECTION 1.3 CHANGE OF ADDRESS**

The county of the corporation’s principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors (the “Board”) may, however, change the principal office from one location to another within the named county by noting the changed address and effective date, and such changes of address shall not be deemed an amendment of these Bylaws.

### **SECTION 1.4 OTHER OFFICES**

The corporation may also have offices at such other places, within or out of the State of California, where it is qualified to do business, as its business may require and as the Board may, from time to time, designate.

## **ARTICLE II PURPOSES**

### **SECTION 2.1 OBJECTIVES AND PURPOSES**

This corporation is a nonprofit, public benefit corporation and not for the private gain of any person. It has been incorporated for public charitable purposes under the California Nonprofit Public Benefit Corporation Law.

The specific and primary purpose of this corporation is to form a permanent organization of parents, legal guardians, close relatives of students, school staff, faculty and volunteers interested in enhancing and supporting the programs and facilities of Mark Twain Middle School in the Los Angeles Unified School District (in Los Angeles, California). As well as to raise and expend funds in a lawful manner to achieve the above-mentioned purposes, working in conjunction with the school governance council(s) and administrative personnel in determining the specific projects to be funded. These areas may include specialized programs such as the Scholars Program, computer labs, after-school events, instructional support and assistance with field trips and the like. The corporation will cooperate with other organizations engaged in similar endeavors to maximize the programs and benefits to Mark Twain Middle School, to present a positive image of Mark Twain Middle School in the community and to raise the profile of the school through outreach, publicity, events, and personal interaction. The corporation will coordinate its operations and objectives with the School Administration and will work closely with them to identify areas that may be appropriate

for the corporation's assistance.

## **ARTICLE III DIRECTORS**

### **SECTION 3.1 NUMBER AND REQUIRED DIRECTORS**

(a) Number. The number of authorized directors shall be not less than three (3) and not more than seven (7). The exact number of directors shall be determined from time to time by a resolution adopted by the affirmative vote of directors constituting a majority of the total number of directors authorized at the time of such vote.

(b) Required Directors. The Board shall include the following:

(i) The President of the corporation.

### **SECTION 3.2 GENERAL POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

### **SECTION 3.3 DUTIES**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws;
- (b) Appoint a Chairperson of the Board, a Vice-Chairperson of the Board and a Secretary of the Board by a majority vote;
- (c) 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;
- (d) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (e) Meet at such times and places as required by these Bylaws;
- (f) Register their mailing addresses, facsimile numbers and/or electronic mail addresses for electronic transmission<sup>1</sup> with the Secretary of the corporation, and notices of meetings mailed

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<sup>1</sup> "Electronic transmission" means a communication (a) delivered by facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to the California Corporation Law, and (c) that creates a record that is capable of retention, retrieval and review, and that may thereafter be rendered into clearly legible tangible form.

or electronically transmitted to them at such mailing addresses, facsimile numbers and/or electronic mail addresses shall be valid notice thereof; and

- (f) Be members of the corporation.

### **SECTION 3.4 TERM OF OFFICE**

The term of office of each director shall be two (2) years. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that director's earlier resignation or removal in accordance with these Bylaws and the California Nonprofit Public Benefit Corporation Law.

### **SECTION 3.5 COMPENSATION**

Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3.3 of these Bylaws. Directors may not be compensated for rendering services to the corporation in any capacity other than as director.

### **SECTION 3.6 RESTRICTION REGARDING INTERESTED DIRECTORS**

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons," means either:

- (a) Any person currently being compensated by the corporation for services rendered within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

### **SECTION 3.7 PLACE OF MEETINGS**

Meetings of the Board shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or out of the State of California, which has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of this corporation. Special meetings of the Board may be held either at a place designated for such meeting or at the principal office.

Participation in a meeting through the use of telephone conference or electronic video screen communication constitutes in-person presence of a director at that meeting if:

- (a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- (b) Each director is able to participate in all meeting activities, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the

corporation; and

- (c) The Board verifies that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and that all actions of, or votes by, the Board are taken and cast by only directors.

### **SECTION 3.8 ANNUAL AND REGULAR MEETINGS**

An annual meeting of the Board for the purpose of reviewing the Annual Report and creating an Annual Budget for the corporation and for the transaction of such other business as may properly come before the meeting shall be held each year on such date and at such time and place as designated by resolution of the Board. Regular meetings of the Board shall be held on such dates and at such times and places as determined from time to time by resolution of the Board.

### **SECTION 3.9 SPECIAL MEETINGS**

Special meetings of the Board may be called by the Chairperson of the Board, or by any two (2) or more directors with notice first given to the Chairperson of the Board of their intention to call a special meeting. Special meetings shall be held at such place, date and time as may be specified in the notice of the meeting. In the absence of such designation, special meetings shall be held at the principal office of the corporation.

### **SECTION 3.10 NOTICE OF MEETINGS**

(a) Regular meetings of the Board may be held with seventy-two (72) hours' notice. Notice of special meetings shall be given to each director, and notice of each resolution or other action affecting the date, time, and place of one (1) or more regular meetings shall be given to each director not present at the meeting adopting such resolution or other action (subject to Section 3.9 of these Bylaws). Notice of special meetings shall be given (i) personally, (ii) by regular mail deposited at least ten (10) days prior to the meeting, or (iii) by electronic transmission at least seven (7) days prior to the meeting. If notice is to be provided by mail or electronic transmission, it shall be directed to each director at his/her registered mailing address, facsimile number or electronic mail address, or at another address, as the case may be, from time to time designated by such director to the Secretary of the corporation.

(b) A written waiver of notice of meeting signed by a director or a waiver by electronic transmission by a director, whether given before or after the meeting time stated in such notice, is deemed equivalent to notice. Attendance of a director at a meeting is a waiver of notice of such meeting, except when the director attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business at the meeting on the ground that the meeting is not lawfully called or convened. Such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

### **SECTION 3.11 CONTENTS OF NOTICE**

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any meeting of the Board need not be specified in the notice.



### **SECTION 3.12 QUORUM FOR MEETINGS**

At all meetings of the Board, the presence of a majority of the total number of authorized directors at the time of such vote shall constitute a quorum for the transaction of business. Except as otherwise required by law, by the Articles of Incorporation or by these Bylaws, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, by the Articles of Incorporation or by these Bylaws.

### **SECTION 3.13 ADJOURNMENT**

A majority of the directors present may adjourn any meeting of the Board, whether or not a quorum is present. No notice need be given of any adjourned meeting or of the business to be transacted at such meeting, unless the time and place of the adjourned meeting are not announced at the time of adjournment, in which case, notice conforming to the requirements of Section 3.10 of these Bylaws, as applicable to special meetings, shall be given to each director. At any adjourned meeting, the directors may transact any business that might have been transacted at the original meeting.

### **SECTION 3.14 MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board, unless otherwise provided by the Articles of Incorporation, these Bylaws or provisions of the California Nonprofit Public Benefit Corporation Law. Without limitation, provisions relating to the appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238(e)) require a greater percentage or different voting rules for approval of a matter by the Board.

### **SECTION 3.15 CONDUCT OF MEETINGS**

Meetings of the Board shall be presided over by (a) the Chairperson of the Board or, (b) if no such person has been so designated or, in his or her absence, the Vice Chairperson of the Board or, (c) in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting.

Robert's Rules of Order shall govern meetings of the Board, as such rules may be revised from time to time, insofar as the rules are not inconsistent with or in conflict with any provision of law, the Articles of Incorporation or these Bylaws.

### **SECTION 3.16 ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board individually or collectively consent thereto in writing or by electronic transmission to such action and such writings or electronic transmissions are filed with the minutes of proceedings of the Board. For the purposes of this Section only, "all members of

the Board” shall not include any “interested director” as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws of this corporation authorize the directors to so act. Such statement shall be prima facie evidence of such authority.

### **SECTION 3.17 RESIGNATION**

Any director may resign at any time by delivering written notice (a) personally, (b) by registered mail or (c) by electronic transmission to the Chairperson of the Board, the President, the Secretary of the corporation or the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein or an effective date determined upon the happening of an event or events and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **SECTION 3.18 REMOVAL**

If the corporation has less than fifty (50) members, directors may be removed without cause by a majority of all members, or, if the corporation has fifty (50) or more members, by vote of a majority of the votes represented at a meeting of the members at which a quorum is present.

### **SECTION 3.19 VACANCIES**

Vacancies on the Board shall exist (a) on the death, resignation or removal of any director, and (b) whenever the number of authorized directors is increased in accordance with these Bylaws.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony or been found by a final order or judgment of any court to have breached any duty under Section 5230 through 5239 of the California Nonprofit Public Benefit Corporation Law.

Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (a) the unanimous written consent of the directors then in office, (b) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article, or (c) a sole remaining director. Vacancies created by the removal of a director may be filled only by the approval of the members. The members of this corporation may elect a director at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next election of directors, or until he or she resigns, is removed by the Board or is otherwise disqualified to serve, whichever occurs first.

### **SECTION 3.20 NON-LIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

**SECTION 3.21 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

The corporation shall, to the maximum extent permitted by the California Nonprofit Public Benefit Corporation Law, indemnify each of its directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is, or was, a director or an officer of the corporation.

The corporation shall advance to such person, expenses incurred in defending any such proceeding to the maximum extent permitted by the California Nonprofit Public Benefit Corporation Law. For purposes of this Section, a “director” or “officer” of the corporation includes any person who is, or was, a director or officer of the corporation. The Board may, in its discretion, provide by resolution for indemnification of, or advance of expenses to, other employees or agents of the corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is required by applicable law.

The indemnification provided for herein shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such persons (together, the “Covered Persons”). Any indemnification and advancement pursuant to this Section shall only be recoverable from the assets of the corporation. No amendment or repeal of any of the provisions of these Bylaws shall limit or eliminate the benefits provided to Covered Persons under this Section.

Any indemnification granted under this Section is conditioned on the Board’s determination, by a majority vote of those directors who are not parties to the proceeding, that the director or officer seeking reimbursement acted in good faith and in a manner he or she reasonably believed to be in the best interest of the corporation.

**SECTION 3.22 INSURANCE FOR CORPORATE AGENTS**

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation, including any director, officer, employee or other agent of the corporation, against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE IV OFFICERS**

**SECTION 4.1 OFFICERS**

The officers of the corporation shall be (a) the President, (b) the Vice President, (c) the Secretary, (d) the Chief Financial Officer who shall be designated as the Treasurer, and (e) the Parliamentarian. The corporation may also have, as determined by the Board, one (1) or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve as the President or Chairperson on the Board.

In accordance with Section 3.1 of these Bylaws, the President shall be a director on the Board. Other officers may also serve as a director on the Board but are not required to do so.

#### **SECTION 4.2 QUALIFICATION, ELECTION AND TERM OF OFFICE**

Officers shall be members of the corporation, unless otherwise determined by resolution duly adopted by the Board. Officers shall be elected by the Board by majority vote, at any time, and each officer shall hold office for one (1) year in any one position or until his or her successor is elected and qualified, or until he or she resigns, is removed by the Board or is otherwise disqualified to serve, whichever occurs first.

#### **SECTION 4.3 SUBORDINATE OFFICERS**

The Board may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority and perform such duties as may be prescribed from time to time by the Board.

#### **SECTION 4.4 REMOVAL AND RESIGNATION**

Subject to the terms of any contract that has been approved or ratified by the Board relating to the employment of any officer of the corporation, the Board may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice (a) personally, (b) by registered mail or (c) by electronic transmission to the Board or to the President or the Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **SECTION 4.5 VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

#### **SECTION 4.6 DUTIES OF PRESIDENT**

The President shall:

- (a) Be the Chief Executive Officer of the corporation;
- (b) Subject to the control of the Board, supervise and control the affairs of the corporation and the activities of the officers;
- (c) Perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be prescribed from time to time by the Board;
- (d) Preside over all meetings of the members; and

- (e) In the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board, except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws.

#### **SECTION 4.7 DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws, or as may be prescribed by the Board.

#### **SECTION 4.8 DUTIES OF SECRETARY**

The Secretary shall:

- (a) Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date;
- (b) Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof;
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (d) Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws;
- (e) Keep at the principal office of the corporation a membership book containing the name and address of all members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased;
- (f) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book and the minutes of the proceedings of the directors of the corporation; and
- (g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

#### **SECTION 4.9 DUTIES OF TREASURER**

Subject to the provisions of these Bylaws relating to Article VI, the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board;
- (b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;
- (c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board, taking proper vouchers for such disbursements;
- (d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (f) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore;
- (g) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation at the Board of Directors' meetings;
- (h) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and
- (i) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

#### **SECTION 4.10 DUTIES OF PARLIAMENTARIAN**

The parliamentarian shall:

Act as an advisor and give order to meetings, outline what can and cannot be done during them, and delineate the duties of officials within an organization. As with most decision-making bodies, the parliamentary procedure references Robert's Rules of Order.

#### **SECTION 4.11 COMPENSATION**

All officers of this corporation shall serve without compensation. The compensation, if any, of others for the rendition of professional or other services shall be fixed by resolution duly adopted by the Board.

### **ARTICLE V COMMITTEES**

#### **SECTION 5.1 EXECUTIVE COMMITTEE**

The Board may, by a majority vote of directors then in office, designate two (2) or more directors

(who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action, which, under law or the provisions of these Bylaws, requires the approval of the directors or of a majority of all of the directors;
- (b) The filling of vacancies on the Board or on any committee, which has the authority of the Board;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of these Bylaws or the adoption of new bylaws;
- (e) The amendment or repeal or any resolution of the Board which by its express terms is not amendable or repealable;
- (f) The appointment of committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and
- (h) The approval of any transaction to which this corporation is a party and in which one (1) or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of directors then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease, but not below two (2), the number of its members, and fill vacancies therein from other directors on the Board.

## **SECTION 5.2 OTHER BOARD COMMITTEES**

The Board may, by a majority vote of directors then in office, designate two (2) or more directors (who may also be serving as officers of this corporation) to constitute other Board committees other than the Executive Committee. By a majority vote of directors then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease, but not below two (2), the number of its members, and fill vacancies therein from other directors on the Board.

## **SECTION 5.3 ADVISORY COMMITTEES**

The Board may designate two (2) or more persons, including persons who are not directors on the Board, to constitute one (1) or more advisory committees, such as the Banner Committee and the Mosaic Committee. Advisory committees shall act in only an advisory capacity to the Board and shall be clearly titled as “advisory” committees. Advisory committees shall not be delegated the powers and authority of the Board in the management of the business and affairs of the corporation.

## **SECTION 5.4 MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with

the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its directors.

The time for regular meetings of any committee may be fixed by resolution of the Board or by the committee. The Board may also fix the time for any special meetings of a committee.

Each committee shall have (a) a Committee Chair and (b) a Committee Secretary. For each committee, the Committee Chair shall preside over the meetings of the committee, and the Committee Secretary shall keep regular minutes of its meetings and cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

The Board may also adopt additional rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE VI EXECUTIONS OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 6.1 EXECUTION OF INSTRUMENTS**

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 6.2 CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, any checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

### **SECTION 6.3 DEPOSITS**

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

### **SECTION 6.4 GIFTS**

The Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the charitable or public purposes of this corporation.

### **SECTION 6.5 FUNDS**



The Board reserves the right to deduct 10% of any specific earmarked donation as a processing fee and to deposit it for use in the general deposit account. The Board of Directors may waive this processing fee by a majority vote.

## **ARTICLE VII CORPORATE RECORDS, REPORTS AND SEAL**

### **SECTION 7.1 MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, all meetings of committees of the Board, and of all meetings of members of the corporation, indicating the time and place of such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, indicating their names and addresses and, if applicable, the termination date of any membership; and
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

### **SECTION 7.2 CORPORATE SEAL**

The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **SECTION 7.3 DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the corporation.

### **SECTION 7.4 MEMBERS' INSPECTION RIGHTS**

Each and every member of the corporation shall have the following inspection rights, for a purpose reasonably related to such person's interest or role as a member:

- (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested;
- (b) To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for

which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled; and

- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the Board, the committees of the Board or of the members of the corporation, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

## **SECTION 7.5 RIGHT TO COPY AND MAKE EXTRACTS**

An agent or attorney of a member of the corporation may make in person any inspection under the provisions of this Article, and the right to inspection includes the right to copy and make extracts.

## **SECTION 7.6 ANNUAL REPORT**

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and
- (e) Any other information required by Section 7.7 of these Bylaws.

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

If this corporation receives FIFTY THOUSAND DOLLARS (\$50,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

## **SECTION 7.7 ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS**

This corporation shall mail or deliver to all directors and all members a statement within one hundred

and twenty (120) days after the close of its fiscal year, which briefly describes the amount and circumstances of any indemnification or transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

- (a) Any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or
- (b) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transaction, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation provides all members with an annual report according to the provisions of Section 7.6 of these Bylaws, then such annual report shall include the information required by this Section.

## **ARTICLE VIII FISCAL YEAR**

### **SECTION 8.1 FISCAL YEAR**

The fiscal year of this Corporation shall begin July 1<sup>st</sup> of each year and end on June 30<sup>th</sup> of the following year.

## **Article IX AMENDMENT OF BYLAWS**

### **SECTION 9.1 AMENDMENT**

Subject to any provision of law applicable to the amendment of bylaws of a public benefit nonprofit corporation, these Bylaws, or any of them, may be altered, amended or repealed, and new bylaws adopted, as follows:

- (a) Subject to the power of members to change or repeal these Bylaws under Section 5150 of the California Nonprofit Public Benefit Corporation Law, by approval of the Board, unless the bylaw amendment would materially and adversely affect the rights of members as to voting or

transfer, provided, however, if this corporation has admitted any members, then a bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended or repealed except as provided in subparagraph (b) of this Section; or

(b) By approval of the majority of members of this corporation.

## **ARTICLE X PROHIBITIONS AGAINST SHARING CORPORATE PROFITS AND ASSETS**

### **SECTION 10.1 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, director, officer, employee or other person connected with this corporation, or any private individual, shall receive, at any time, any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation and not otherwise.

## **ARTICLE XI MEMBERS**

### **SECTION 11.1 DETERMINATION AND RIGHTS OF MEMBERS**

The corporation shall have only one (1) class of members. No member shall hold more than one (1) membership in the corporation. Members shall have the right to vote as set forth in Article 12.8, for the election of directors, and on a disposition of all or substantially all of the assets of the corporation and on dissolution. Additionally, members shall have all rights afforded to members under the California Non Profit Mutual Benefit Corporation Law. Except as expressly provided in or authorized by the Articles of Incorporation or by these Bylaws, all members shall have the same rights, privileges, restrictions and conditions. The Board may appoint "honorary members" by a majority vote. This membership is reserved for recognition of donors or others who have provided services to the corporation. Honorary members do not have voting or statutory rights.

In the event of dissolution of the corporation, at the time a certificate evidencing the corporation's election to dissolve is filed with the Attorney General or, if no such election is made, at the time an order for winding up and dissolution of the corporation is entered shall receive the assets of the corporation remaining after (a) return of those assets held upon a valid condition requiring return, transfer, or conveyance, which condition has occurred or will occur; (b) disposition of those assets held in a charitable trust in compliance with the provisions of any trust under which such assets are

held; (c) payment, or adequate provision for payment, of all taxes, penalties, debts and liabilities; and (d) other provisions required under applicable law. Such remaining assets shall be distributed directly to Mark Twain Middle School.

Nothing in this Section 11.1 shall be construed as limiting the right of the corporation to refer to persons or entities associated with it as "members" even though such persons or entities are not members as defined above, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Mutual Benefit Law or the foregoing provisions of this Section 11.1, unless such persons or entities shall have applied and been approved for membership as above set forth. The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in this Article XI, upon any person or entity who does not have the right to vote on any of the matters set forth in the third paragraph of this Section 11.1, but no such person or entity shall be a member within the meaning of said Section 5056.

### **SECTION 11.2 QUALIFICATIONS OF MEMBERS**

Any parent, legal guardian, immediate adult family member living in the household of children enrolled at Mark Twain Middle School, school faculty, staff, administration or volunteers are eligible to become members of this Corporation. If membership is based on student enrollment, membership shall continue as long as the student is enrolled at Mark Twain Middle School. The adult family member must be related to the enrolled student. School volunteers must work directly with students during school hours and have gone through the school's administration approval process for volunteers.

### **SECTION 11.3 ADMISSION OF MEMBERS**

Applicants shall be admitted to membership upon receipt of the application and proof of qualification, as specified in Section 11.2 of these Bylaws.

### **SECTION 11.4 APPLICATION FEES AND ANNUAL DUES**

There are no mandatory annual dues for members of the Corporation. Voluntary donations are encouraged from all members.

### **SECTION 11.5 NUMBER OF MEMBERS**

There is no limit on the number of members the corporation may admit.

### **SECTION 11.6 MEMBERSHIP BOOK**

The corporation shall keep a membership book containing the names and addresses of all members. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business

hours.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or in part, by any person for any purpose not reasonably related to a member's interest as a member.

### **SECTION 11.7 NONLIABILITY OF MEMBER**

A member of the corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

### **SECTION 11.8 NONTRANSFERABILITY OF MEMBERSHIPS**

No member of the corporation may transfer a membership or any right arising therefrom. All rights of membership of a member shall cease upon his or her death.

### **SECTION 11.9 TERMINATION OF MEMBERSHIP**

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

- (i) Upon his or her notice of such termination delivered personally or by mail to the President or the Secretary of the corporation, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- (ii) Upon a determination by the Board that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation, such as, any person who is consistently acting in opposition to the purpose and mission of Friends of Mark Twain Middle School, any person who, in the opinion of the Friends of Mark Twain members, is a consistently negative presence or influence on school matters, or engages in such conduct as verbal or cyber-bullying.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(ii) of this Section, the following procedure shall be implemented:

- (i) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
- (ii) The member being expelled shall be given an opportunity to be heard, either orally and/or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The Board will hold the hearing in accordance with the quorum and voting rules set forth in these Bylaws as applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time and place of the hearing on his or her proposed expulsion.
- (iii) Following the hearing, the Board shall decide whether or not the member should in fact be expelled, suspended or sanctioned in some other way. The decision of the Board shall be final.

### **SECTION 11.10 RIGHTS UPON TERMINATION OF MEMBERSHIP**

All rights of membership of a member of the corporation shall cease on termination of membership as herein provided.

### **SECTION 11.11 AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS**

Notwithstanding any other provision of these Bylaws, any amendment of the Articles of Incorporation or of these Bylaws that would result in the termination of all memberships shall be affected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE XII MEETINGS OF MEMBERS**

### **SECTION 12.1 PLACE OF MEETINGS**

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or out of the State of California as may be designated from time to time by resolution of the Board.

### **SECTION 12.2 ANNUAL MEETINGS**

The members shall meet annually on the first Thursday of May of each academic calendar year or at such other date and time as the Board may determine, for the purpose of electing directors and transacting other business as may come before the meeting. Cumulative voting for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one (1) vote, with voting being by ballot only.

If the day fixed for an annual meeting falls on a school holiday or unassigned day, such meeting shall be held at the same hour and place on the next business day.

### **SECTION 12.3 REGULAR MEETINGS**

The members of the corporation shall meet once a month of the academic calendar year, for the purpose of transacting business as may come before the meeting.

If the day fixed for a regular meeting falls on a school holiday or unassigned day, such meeting shall be held at the same hour and place on the next business day.

### **SECTION 12.4 SPECIAL MEETINGS**

The Board, the Chairperson of the Board, or the President of the corporation may call special

meetings of the members. In addition, special meetings of the members for any lawful purpose may be called by twenty five percent (25%) or more of the members. Special meetings shall be held at such place, date and time as may be specified in the notice of the meeting. In the absence of such designation, special meetings shall be held at the principal office of the corporation.

## **SECTION 12.5 NOTICE OF MEETINGS**

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation to each member who, on the record date for the notice of the meeting, is entitled to vote. Such notice shall be given not less than ten (10) and not more than ninety (90) days before the date of the meeting.

(b) Manner of Giving Notice. Notice of a meeting of members or of any report shall be given either (i) personally or (ii) by regular mail or electronic transmission at the mailing address, facsimile number and/or electronic mail address of such member appearing on the books of the corporation, or at another address provided to the Board by such member for the purpose of notice. If no address appears or is given, notice shall be given at the place where the principal office of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally, deposited in the mail or sent by electronic transmission.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date and time of the meeting and the agenda of the meeting, which shall include (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (ii) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered either personally or by registered mail or electronic transmission to the Chairperson of the Board, President, Vice President or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than three (3) nor more than forty-five (45) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken 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 persons entitled to vote, 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, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this Section, the waiver of notice or consent shall state the general nature of the proposal.



(f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken, or is taken, with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote, or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- (i) Removal of directors without cause;
- (ii) Filling of vacancies on the Board by members;
- (iii) Amending the Articles of Incorporation; and
- (iv) An election to voluntarily wind up and dissolve the corporation.

## **SECTION 12.6 QUORUM FOR MEETINGS**

A quorum for a meeting of members shall consist of one-third (1/3) of the members who appear of record with the Secretary of the corporation's membership roll or roster and who are present at the meeting either in person or by proxy.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting, provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting, or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the 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. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of this Article, if this corporation authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

## **SECTION 12.7 MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a majority of voting members present, in person or by proxy, at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation or these Bylaws require a greater number.

## **SECTION 12.8 VOTING RIGHTS**

Each member is entitled to one (1) vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of directors, however, shall be by ballot.

## **SECTION 12.9 PROXY VOTING**

(a) Members shall be permitted to vote by proxy at a meeting of members by appointing, by a written and signed proxy in a form provided by the Board in connection with the meeting and delivered to the Secretary of the corporation prior to the commencement of the meeting, a member who is present at the meeting to vote on his or her behalf. The proxy shall be delivered to the Secretary of the corporation in the manner required for giving notice of meetings specified in Section 12.5(b). The proxy shall clearly indicate the manner in which the proxy holder is entitled to cast vote(s) on behalf of such member at such meeting.

(b) If at such meeting, a matter is presented to the members for a vote and such matter was not originally included on the meeting's agenda, a proxy holder shall not be permitted to cast vote(s) pursuant to the proxy on that matter.

(c) At such meeting, a member who is a proxy holder may cast vote(s) both (i) on his or her own behalf as a member and (ii) on behalf of no more than one (1) absent member.

## **SECTION 12.10 CONDUCT OF MEETINGS**

Meetings of members shall be presided over by (a) the President of the corporation or, (b) in his or her absence, by the Vice President of the corporation or, (c) in the absence of both of these persons, by the Chairperson of the Board or, (d) in the absence of all of these persons, by the Secretary of the corporation. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as the rules are not inconsistent with or in conflict with any provision of law, the Articles of Incorporation or these Bylaws.

## **SECTION 12.11 ACTION BY WRITTEN BALLOT WITHOUT A MEETING**

Any action, which may be taken at any regular or special meeting of members, may be taken without a meeting if the corporation distributes a written ballot by mail or electronic transmission to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 12.5(b).

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time

by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, they shall not be counted as votes either for or against the election of a director.

The corporation may not revoke a written ballot after it is received by a member.

For any action taken by written ballot of the members without a meeting, all ballots received by the corporation shall be filed with the minutes of the proceedings of the members.

## **SECTION 12.12 ACTION BY WRITTEN CONSENT WITHOUT A MEETING**

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

For any action taken by written consent of the members without a meeting, all written consents received by the corporation shall be filed with the minutes of the proceedings of the members.

## **SECTION 12.13 NOMINATIONS AND ELECTIONS**

(a) Directors to be Elected. In accordance with Section 3.1 of these Bylaws, the Board shall include the following:

(i) The President of the corporation.

Any other director(s) and/or officer(s) to be elected shall be elected by the members of the corporation at the annual meeting of the prior academic calendar year.

(b) Procedures Made Available to Members. The corporation shall make available to its members reasonable nomination and election procedures with respect to the election of directors by members at least forty-five (45) days prior to the annual meeting at which the election shall occur. Such procedures shall be reasonable, given the nature, size and operations of the corporation, and shall include:

(i) A reasonable means of nominating persons for election as directors.

(ii) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.

(iii) A reasonable opportunity for all nominees to solicit votes.

(iv) A reasonable opportunity for all members to choose among the nominees.

(c) Request by Nominee for Information: Any nominee for election to the Board may request certain information regarding members of the corporation. Upon (a) the written request by a nominee at least thirty (30) days prior to the election and (b) the payment with such request of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporation's option, the right to do either of the following:

(i) Inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or

(ii) Obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand. The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

(d) Conduct of Elections: The election of directors to the Board by members shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as the rules are not inconsistent with or in conflict with any provision of law, the Articles of Incorporation or these Bylaws.

#### **SECTION 12.14 RECORD DATE**

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, any other right with respect to a meeting of members or any other lawful membership action, may be fixed by the Board pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

For the record date for notice of any meeting of members, the Board may fix, in advance, a date as the record date not less than ten (10) and not more than ninety (90) days before the date of the meeting. If no record date is fixed, members at the close of business on the business day preceding the day on which notice is given or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held, are entitled to notice of a meeting of members. A determination of members entitled to notice of a meeting of members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting.

**WRITTEN CONSENT OF DIRECTORS ADOPTING AMENDED BYLAWS**

We, the undersigned, are all of the persons duly elected by members as the directors of **FRIENDS OF MARK TWAIN MIDDLE SCHOOL**, a California Nonprofit (Public Benefit) Corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of twenty-nine (29) pages, as the Bylaws of this corporation.

Dated: April, \_\_\_\_ 2017

\_\_\_\_\_, Director

\_\_\_\_\_, Director

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\_\_\_\_\_, Director

\_\_\_\_\_, Director

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\_\_\_\_\_, Director

\_\_\_\_\_, Director

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**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: \_\_\_\_\_

\_\_\_\_\_, Secretary