Newbury Park High School Scholarship Foundation, Inc.

Founded in 1979

BYLAWS

The NEWBURY PARK HIGH SCHOOL Scholarship Foundation is a California Non-profit Organization. The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever insure to the benefit of any officer or member of the foundation. Upon the dissolution or winding up of the Foundation, its assets remaining after payment or provision for payment of all debts and liabilities of this foundation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (C) (3) of the Internal Revenue Code.

**ARTICLE I**

Offices

The offices of the Newbury Park High School Scholarship Foundation, Inc. will be located at NEWBURY PARK HIGH SCHOOL, 456 Reino Road, Newbury Park, CA 91320.

**ARTICLE II**

Members

Section 1: Any member of the community may be a member. There are no applications needed and no dues or fees will be charged.

Section 2: A member may leave at any time by notifying the Foundation.

Section 3: No member of the Foundation is liable for the debts, liabilities, or obligations of the corporation.

**ARTICLE III**

Membership Meetings

Section 1: Meetings shall be held at the discretion of the Executive Board of the Foundation. They shall be held once a month during the school year.

Section 2: Special meetings may be called for by the Executive Board as needed with a minimum of one-week notice. This notice will contain the date, time, and place of the meeting as well as the reason for the meeting. Any member through the President of the Foundation may make a request for a special meeting.

Section 3: All notices of meetings of members of the foundation shall be sent or otherwise given not less than 7-10 days prior to the meeting. The notices shall contain the date, time, and place of the meeting and an agenda that will explain the general nature of the business of the meeting. If there will be an election of officers, the names of the nominees will also be included.

Section 4: The presence of at least one third (1/3) of the members shall constitute a quorum for the transaction of business of the foundation. If a quorum is present, a majority vote will constitute the will of the foundation.

In the absence of a quorum, the present members will not be able to vote on any action items. The meeting may be adjourned until a quorum can be present.

Section 5: Each member shall be entitled to one vote on each action item.

Section 6: Every person authorized to vote a membership may authorize another person or persons to act on the member’s behalf by a written proxy signed by the member and filed with the secretary of the foundation. The proxy shall be valid for that meeting only.

Section 7: Any action needing to be taken by membership may be taken without a meeting if written consent is given and maintained by the secretary. For example, if there is an action item sent out through email, votes shall be counted by returned email. If a quorum is reached within the specified time, action may be taken as if voted on in a meeting. The secretary shall maintain printed records of the votes.

**ARTICLE IV**

Executive Board

Section 1: Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of California, the activities and affairs of the foundation shall be conducted and all corporate powers shall be exercised by or under the direction of the Executive Board. The Board may delegate management of the activities of the foundation to any person or persons if the activities and affairs of the foundation shall be managed and all corporate powers shall be exercised under the ultimate direction and control of the board.

Section 2: There will be four (4) Executive Board Members. Board Members must be members of the Foundation.

Section 3: The Executive Board shall be elected at the June meeting or the last meeting of the school year. Each board member shall hold office until the expiration of their term and until a successor has been elected.

Section 4: Vacancies on the board may be filled by a majority of the members of the foundation or by the remaining executive board if a quorum is not present at the meeting.

Any board member may resign effective on giving notice to the Executive Board unless the notice specifies a later time for resignation to become effective. If the resignation of the board member is effective at a future time, the Executive Board may elect a successor to take office effective the date the resignation becomes effective.

Section 5: The entire Executive Board or any individual board member may be removed from office as provided in California Corporations Code sections 9222 and 9223, operative January 1, 1980 or any successor code section.

Section 6: Regular and Special meetings of the Executive Board may be held at any place within the State of California that has been designated by resolution of the Board and given in the notice of the meeting. Any meeting, regular or special, may be held by telephone, Skype, Zoom, or email, so long as all the board members participating in the meeting can respond to each other.

Section 7: Notice for special meetings of the Executive Board may be called at any time by any board member with a minimum of 48 hours notice.

Section 8: A majority of the board constitutes a quorum for the transaction of business. Every act or decision done or made by a majority of the board members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Executive Board.

Section 9: Any action required or permitted to be taken by the Executive Board may be taken without a meeting if all the members of the Board shall individually or collectively consent in writing to that action. The written consent shall be filed with the minutes of the proceedings of the board.

Section 10: Each member of the Foundation may attend a regular or special meeting of the Executive Board. The members may participate in the meeting, speak at the meeting, and participate in any debate at a Board meeting. The Executive Board may poll the members about a topic, but are not bound by the results of the poll.

Section 11: The Executive Board may, if a quorum is present, create one or more committees consisting of at least one board member plus any number of regular members of the foundation.

Section 12: The Executive Board members shall perform their duties to the best of their abilities and in the interests of the Foundation. They shall have no liability based on their failure or alleged failure. They shall receive no salaries or compensation for their services. The Foundation will not make loans to the board members.

**ARTICLE V**

Officers

Section 1: The officers of the Executive Board of the foundation shall consist of president, vice president or co-president, secretary and chief financial officer or treasurer. The foundation may also have, at the discretion of the board, other officers as needed. One person may hold two or more offices except those of president and secretary.

Section 2: The officers of the foundation, except those appointed, shall be chosen annually.

Section 3: The Executive Board may remove any officer with or without cause at a regular or special meeting. Any officer may resign at any time by giving notice to the president of the board. Such resignation is effective at the date of the notice or the date given in the notice.

Section 4: A vacancy on the board may be filled in the manner described in the Bylaws for regular appointments.

Section 5: The **president** shall be the chief executive officer of the foundation and shall have general supervision, direction and control of the business and officers of the foundation. The president shall preside at all meetings of the members of the foundation. The president shall be ex officio a member of all standing committees, if any, and shall have the general powers and duties of corporate management usually vested in the office of president of a foundation and prescribed by the Bylaws.The president shall have signature authority with the bank and can sign checks for the foundation.

Section 6: In the absence or disability of the president, the **vice president or co-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 upon, the president. The vice president or co-president shall have other powers and duties from time to time as prescribed by the Executive Board or the Bylaws. The vice president or co-president shall have signature authority with the bank and can sign checks for the foundation.

Section 7: The **secretary** shall keep a book of minutes at the principal office, or other designated place, of all meetings of the board and foundation members. The minutes shall include the time and place of the meetings, attendance at the meetings, and the proceedings thereof. The secretary shall also keep a working roster of members of the foundation including names and contact information.

The secretary shall send out notice of the meetings as directed by the president. The secretary may also perform other duties as directed by the Executive Board and the Bylaws.

Section 8: The **chief financial officer or treasurer** shall keep and maintain adequate and correct accounts of the properties and business transactions of the foundation including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall at all reasonable times be open to inspection by any Executive Board member.

The chief financial officer or treasurer shall deposit all monies and other valuables in the name and to the credit of the foundation with such depositories as designated by the Executive Board. The chief financial officer or treasurer shall disburse the funds of the foundation as ordered by the Executive Board and shall render to the board, whenever they request it, an account of all the transactions performed as chief financial officer or treasurer and the condition of the foundation. The chief financial officer or treasurer shall have other duties as prescribed by the Executive Board and the Bylaws.

**ARTICLE VI**

General Corporate Matters

Section 1: The Foundation shall keep: (a) adequate and correct books and records of accounts; (b) minutes of proceedings of its members, Executive Board, and any committees of the Executive Board; and (c) a record of its members giving their names and contact information. The record of members shall be called the “Roster” and shall be maintained as a section of the Minute Book.

Minutes and other records shall be maintained in written form or other form capable of being printed in written form.

Section 2: Any member of the foundation, with a written request made to the president or secretary, can inspect the minutes, accounting books and records, and the roster.

Section 3: Any Executive Board member has the absolute right at any reasonable time to inspect and copy all books, records and documents of the foundation for a purpose related to their duties as board member.

Section 4: All outgoing checks will have 2 signatures. The signatures will be from the president, vice/co-president, and/or the chief financial officer/treasurer. A person may not sign a check made out to themselves.

Section 5: The foundation shall, on an annual basis, file with the appropriate office of the State of California, in any prescribed form, any required statements setting forth the total number of directors, officers, and all other information that may be required by the California corporations code.

Section 6: New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the members of the foundation at an annual meeting, at which a quorum is present, the same as any required majority for action items.

Bylaws originally adopted: 1979

Revised: November 6, 2018

Revised: October 4, 2021