

**BYLAWS OF CULVER CITY HIGH SCHOOL BOOSTERS, INC.**

**As Amended March 2012**

**I. PRINCIPAL OFFICE**

**SECTION 1.01 Principal Office**

The principal office of the corporation for the transaction of its business is located in the County of Los Angeles, State of California. The board of directors may at any time or from time to time change the location of the principal office from one location to another in the county.

**II. MEMBERSHIP**

**SECTION 2.01 Members**

There shall be one (1) class of members of this corporation and the voting and other rights of each member shall be equal. No member shall hold more than one membership in the corporation. Any multi-party membership shall be accorded only (1) vote in any election or call for vote by the membership. Multiple individuals in the same family may become members and have separate votes, but they must join separately.

**SECTION 2.02 Non-Liability Members**

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

**SECTION 2.03 Qualifications**

Any person over the age of twenty-one (21) who pays the dues herein required and agrees to be bound by the Articles of Incorporation of this corporation, by these bylaws, and by the rules and regulations adopted by the board of directors is qualified to become a member of the corporation.

**SECTION 2.04 Dues and Assessments**

- a. The board of directors shall set annual dues payable to the corporation by each member. The term of membership shall run from July 1 to June 30 of the following year. A membership shall become active on paying the dues. There shall be no prorating of dues for those who become members subsequent to July 1, and dues paid shall not be refundable.
- b. Membership in this corporation shall be non-assessable.
- c. Dues shall not be deemed paid unless the payment has been confirmed by the membership coordinator.

### **SECTION 2.05 Certification of Membership**

Issuance of membership certificates shall be at the discretion of the board of directors.

### **SECTION 2.06 Membership Lists**

The corporation shall keep a record of memberships containing the name and address of each member. Termination of the membership of any member shall be recorded in the records together with the date on which such membership ceased. Such records 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. Membership records shall be for the exclusive use of the corporation unless otherwise approved by the board of directors.

### **SECTION 2.07 Property Rights**

No member shall have any right or interest in any of the property or assets of this corporation.

### **SECTION 2.08 Transfer and Termination of Membership**

No membership may be transferred or any right arising therefrom. Membership shall terminate upon the resignation or death of an individual member.

### **SECTION 2.09 Powers of Members**

The members shall determine the number and titles of director positions and nominate and elect directors, as specified in Section 4.02. Members shall have the power to recall directors as specified in Section 4.03 and to amend the bylaws as specified in Section 11.02. Members shall have the power to call special meetings as specified in Section 3.02 and to reclassify limited time or restricted use funds as specified in Section 5.02. Members shall participate in discussions concerning the business of the corporation at regular and special meetings. All other decisions regarding the business of the corporation shall be made by the board of directors.

## **III. MEETINGS**

### **SECTION 3.01 Place**

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

### **SECTION 3.02 Regular Meetings**

Regularly scheduled meetings shall be held on the third Monday of each month at 7:00 p.m. for the transaction of the corporation's business.

### **SECTION 3.03 Special Meetings**

Special meetings for any purpose may be called at any time by a majority of the board of directors, the president, or by not less than 25 percent of the members of the corporation.

### **SECTION 3.04 Notice**

Notice of all special meetings shall be given by the secretary or other director of the corporation at least 72 hours prior to the meeting. Notice shall be given via e-mail to all those members who have provided email addresses with their membership application. The secretary, either on his or her own initiative or at the direction of the board of directors, can provide notice in additional ways, as appropriate.

### **SECTION 3.05 Quorum**

Those members present at any regular or special meeting shall constitute a quorum for votes on issues for which the membership is responsible (see Section 2.09).

### **SECTION 3.06 Conduct of Meetings**

- a. Meetings shall be presided over by the president of the corporation or, in his absence, by the vice president or, in the absence of both, by a chairman chosen by a majority of the members present. The secretary of the corporation shall act as secretary of all regular and special meetings, provided that in his or her absence the presiding officer shall appoint another person to act as secretary of the meeting.
- b. Meetings shall be run according to the principles of Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with these bylaws, with the Articles of Incorporation of this corporation, with the law, or with resolutions approved by the board of directors.
- c. At any time during a regular or special meeting, the board may vote to go into a closed session of the board of directors. Such sessions shall be for the discussion of sensitive legal issues facing the corporation, issues regarding the conduct of a member or director, sensitive financial issues, or other issues as deemed appropriate by the president. No actions of the board shall be taken in closed session.

## **IV. BOARD OF DIRECTORS**

### **SECTION 4.01 Director Positions**

The board of directors shall consist of at least the following positions:

President  
Vice President  
Secretary  
Treasurer  
CCHS representative.

The members can add up to eight additional director positions (beyond the five listed above) following the procedures of Section 4.02. It is the intent of these bylaws that director positions be created for members who take on substantial responsibilities in the corporation's business.

#### **SECTION 4.02 Qualifications, and Terms, and Elections**

a. The CCHS representative shall be appointed by the Principal of CCHS or his or her designee. All other directors (elected directors) shall be elected at the May regular meeting. Directors shall be corporation members. A member can fill only one director position. Elected directors who fail to pay their dues by August 1 will forfeit their position and the vacant position may be filled by the remaining directors. Directors other than the CCHS representative may not be employees of CCUSD unless that employee is a parent with children attending CCUSD schools.

b. Directors elected at the May regular meeting will serve from the following July 1 until June 30 of the next year. An individual may not serve in the same elective capacity for more than four consecutive years. These term limits shall not apply to the CCHS representative. Terms completed prior to July 1, 2012 shall not be considered in determining whether a term limit is binding.

c. The number and titles of the director positions in addition to the five positions listed in Section 4.01 shall be determined at the April regular meeting of each year. Decisions shall be made by a majority of the members attending who are eligible to vote. A member shall be eligible to vote if he or she is a member in good standing as of April 1 of the current year.

Any member can make nominations for any elected director position and one member can be nominated for multiple positions. Nominations shall be made via email to the secretary or via any additional mechanism deemed appropriate by the secretary or the board. Nominations shall close seven (7) days prior to the May regular meeting. The secretary shall make available a list of all nominations at the request of any member. A member can remove his or her name from the nominee list by notifying the secretary.

The directors, other than the CCHS representative, shall be elected at the May membership meeting by a majority vote of the attending members who are eligible to vote. A member shall be eligible to vote if he or she is a member in good standing as of April 1 of the current year.

Elections at the May meeting may be conducted via written ballot at the discretion of the board. If a disaster or other highly unusual event prevents the May membership meeting from occurring, the board of directors can reschedule the meeting with notice as required in Section 3.04.

#### **SECTION 4.03 Recall and Suspension of Directors**

A director may be recalled subject to the following process:

a. A petition calling for the recall is signed by at least 25 percent of the membership and presented to the board of directors at a regular or special meeting.

b. Two-thirds of the members attending the following regular or special meeting vote in favor of the recall.

A director may be immediately suspended for intentional misconduct, knowing violation of the law, breaching fiduciary duty in a transaction in which the said director derives improper personal benefit, or failure to produce reports requested by the board of directors. Suspension is effective immediately upon a majority vote of the board of directors, excluding the director under question, at a regular or special meeting. The director will then be subject to a recall vote at the next regular or special meeting. The director will be recalled upon two-thirds vote of the members attending and reinstated otherwise.

Vacancies resulting from recalls shall be filled by appointment by the remaining members of the board for the duration of the term. The suspended or recalled board member may continue as a member of the corporation.

#### **SECTION 4.04 Powers**

The board of directors shall exercise the powers of the corporation, control its property, and conduct its affairs, except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws.

The board of directors shall determine when funds of the corporation are to be distributed and shall allocate and disburse the funds in support of the purposes for which the corporation exists.

#### **SECTION 4.05 Compensation**

The directors shall serve without compensation.

#### **SECTION 4.06 Quorum and Voting Mechanism**

A quorum shall consist of a majority of the board positions that are filled. If there is an even number of filled board positions, a majority shall be one-half of the number of filled positions plus 0.5. Unless a greater number is expressly required by statute, by the Articles of Incorporation, or by these Bylaws, every act or decision done or made by the majority of the directors present at a regular or special meeting at which a quorum is present shall be the act of the board of directors.

All decisions by the board shall be made at regular or special meetings unless the President determines that an act requiring board approval cannot wait until a regular or special meeting can be held. In that case, the board may vote via email to approve such an action. Actions so approved shall be reviewed at the next regular or special meeting.

A board member may vote at a regular or special meeting by calling into the meeting via phone.

#### **SECTION 4.07 Board-Only Meetings**

Nothing in these bylaws shall prevent the board or a group of board members from meeting in private to discuss the issues facing the corporation. However, no act or decision of the board of directors can be made at such meetings.

#### **SECTION 4.08 Resignation**

Any director of this corporation may resign at any time by giving written notice to the president. Such resignation shall take effect at the time specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Vacancies resulting from resignations shall be filled by appointment by the remaining members of the board of directors for the duration of the term.

#### **SECTION 4.09 Non-Liability of Directors**

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

### **V. STRUCTURE OF FINANCIAL ACCOUNTS AND PROCEDURES FOR THE DISBURSEMENT OF FUNDS**

#### **SECTION 5.01 Types of Accounts**

a. Team Funds. Moneys raised by and/or allocated to specific sports teams or school clubs shall be separately tracked in the corporation's financial accounts as "team funds" for each sports team or extracurricular activity. One or more team funds may be established for funds raised by and/or allocated to the athletic department.

b. Limited Time or Restricted Use Funds. Moneys that have been raised by the corporation for a specific advertised purpose shall be tracked separately as "limited time or restricted funds" in the corporation's financial accounts to ensure that they are disbursed for the advertised purpose and to safeguard the integrity of the corporation and the CCHS.

If it is no longer feasible or desirable to spend restricted funds for the purposes for which they were originally intended, the membership may vote to change the purpose for which the funds may be spent, including reclassifying them as general funds. A motion to reclassify such funds shall be made by a member at a regular or special meeting. At a regular or special meeting that is at least 28 days subsequent, the membership shall then vote on whether to reclassify the funds.

When corporation agrees to receive a donation with specific written instructions and it is no longer feasible or desirable to spend the funds for the designated purpose, efforts to redirect the funds will adhere to California state regulations such as the Uniform Prudent Management of Institutional Funds Act and the Uniform Management of Institutional Funds Act which include actions such as engagement with the original donor and filings with the State Attorney General before redirecting gift instruments.

c. General Funds. Moneys that are not team funds or limited time or restricted use funds shall be tracked separately as "general funds".

## **SECTION 5.02 Approvals Required to Disburse Funds**

- a. Team Funds. Expenditures of team funds shall be requested by the team's head coach or his/her designee or by the club's advisor or his/her designee. Requests must be approved by the athletic director or his/her designee.
- b. Limited Time or Restricted Use Funds. Expenditures of limited time or restricted use funds shall be authorized in advance by the board of directors.
- c. General Funds. The board of directors may authorize expenditures of general funds up to a specified cumulative cap to prepare for a fundraising activity or other event ("pre-authorized expenditures"). The board-designated chairperson of the event may then approve outlays up to the cumulative cap. All other expenditures of General Funds shall be authorized in advance by the board of directors.

## **SECTION 5.03 Check Signing Requirements**

All disbursements of team, restricted, and general funds shall be made by check, which shall show the payee, items of services rendered or goods purchased, and the amount of payment.

- a. Team Funds. Checks on team funds for greater than \$1,000 shall require two signatures. Checks on team funds for \$1,000 or less shall require one signature.
- b. Limited Time or Restricted Use Funds. Checks on limited time or restricted use funds shall require two signatures.
- c. General Use Funds. Checks on General Funds for pre-approved expenditures as defined in Section 5.02(c) shall require one signature. All other checks on general funds shall require two signatures.
- d. Normally the Treasurer will sign checks when only one signature is required, and the Treasurer and President will sign checks when two signatures are required. However, other directors may be authorized by the board of directors to sign.

Those directors authorized to sign checks shall have a signature card on file with the banks utilized by the corporation. Directors with signing authority shall have on-line access to review the corporation's bank accounts.

## **VI. INDEMNIFICATION**

### **SECTION 6.01 Indemnity of Corporation for Litigation Expenses of Director, Officer or Employee**

Should any director or employee of this corporation be sued, either alone or with others, because he is or was a director or employee of the corporation, in any proceeding arising out of his alleged misfeasance or non-feasance in the performance of his duties or out of any alleged wrongful act against the corporation or by the corporation, indemnity for his reasonable expenses, including attorney's fees incurred in the defense of their proceedings, may be assessed against the corporation, its receiver or its

trustee, by the court in the same or separate proceeding if (1) the person sued is successful in whole or in part, where the proceeding against him is settled with the approval of the court; and (2) the court finds that he conducted fairly and equitably merits such indemnity. The amount of such indemnity shall be so much of the expenses, including attorneys fees, incurred in the defense of the proceeding, as the court determines and finds to be reasonable.

## **VII. DUTIES OF DIRECTORS**

### **SECTION 7.01 Duties of the President**

The president shall be the representative of the board of directors. He shall have general control and management of the affairs, property and business of this corporation, subject to the control of the board of directors and the provisions of these bylaws. He shall preside at all meetings of the members and of the board of directors. He may, if necessary, sign and execute in the name of this corporation, deeds, assignments, mortgages, bonds, contracts and other instruments duly authorized by the board of directors, and generally he shall perform all duties incident to the office of president and such other duties as may from time to time be assigned to him by the board of directors.

### **SECTION 7.02 Duties of the Vice President**

The vice president shall assume the duties and powers of president in the president's absence or disability to act and shall perform such other duties and possess such other powers as shall be prescribed and conferred by the board of directors or by the president. He/she shall assure that all meetings of the corporation are conducted to the requirements of Section 3.06.

### **SECTION 7.03 Duties of the 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 of directors may order, a Book of Minutes of all meetings of the board of directors and members, recording herein the time and place of holding, whether regular or special, and of special, how authorized, notice thereof given, the names of directors present at meetings, the number of members present at meetings, 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 the custodian of the records of the corporation.



- e. Keep at the principal office of this corporation a membership book containing the name and address of each member, and in any case where membership has been terminated, record such fact in the book together with the date on which the membership ceased.
- f. Exhibit at all reasonable times to any director of the corporation, or to his agent or attorney, upon request therefore, the bylaws, the membership book and the minutes of the proceedings of regular and special meetings of the corporation.
- g. Exhibit at all reasonable times to any member, or his agent or attorney, upon written demand therefore for a purpose reasonably related to the interests of such member, the bylaws and the minutes of meetings, and shall exhibit said records at any time when required by the demand of 25 percent or more of the members of the corporation.
- h. Keep accurate minutes of the proceedings of the regular and special meetings and 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 in this corporation, and by these bylaws, which may be assigned to him or her from time to time by the board of directors.

#### **SECTION 7.04 Duties of the Treasurer**

The treasurer shall:

- a. Receive moneys paid to the organization and shall deposit the same in the official depositories designated by the board of directors. Moneys paid to the organization shall be treated as team, restricted, or general funds as appropriate. The Treasurer shall make disbursements consistent with the provisions of Sections 5.01 to 5.04.
- b. Maintain a complete set of books of account (financial statements to include Income statement and Balance Sheet) in accordance with generally accepted accounting principles and practices.
- c. Report the deposits to, withdrawals from, and balances of each team fund, limited time or restricted use fund, and general fund at each monthly meeting. The monthly financial reports shall include an accurate representation of the Corporation's funds. Copies of the bank statement and check register should be provided monthly to each board member.
- d. Make available a year-end financial statement, including a reconciled balance sheet and income statement by August 1.
- e. Make investments based on board approval of investment strategy.

## **VIII. COMMITTEES**

### **SECTION 8.01 Committees**

The board of directors may create such committees, provide for appointment of the chairman and members thereof, and prescribe their duties as it deems advisable.

The board of directors shall have the power to remove any committee chairman or committee member at its pleasure.

## **IX. CORPORATE RECORDS AND REPORTS**

### **SECTION 9.01 Minutes of Meetings**

The corporation shall keep as its principal office, or at such other place as the board of directors may order, a Book of minutes of meetings of the corporation with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of the directors present, the number of members present, and the proceedings thereof.

### **SECTION 9.02 Book of Account**

The corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

### **SECTION 9.03 Records Available to Assessor**

Under request of an assessor, the corporation shall make available at its principal office in California or at a place mutually acceptable to the assessor and to the corporation a true copy of business records relevant to the amount, cost and value of property, subject to local assessment, which it owns, claims, possesses or controls within the country.

### **SECTION 9.04 Annual Report**

At the end of each fiscal year, the outgoing board of directors shall prepare and publish, or cause to be prepared and published, an annual report of receipts and disbursements of the corporation, and shall determine the form in detail in which the report shall be made. The report shall be completed by no later than the September meeting and copies shall be provided to the board of directors and the CCUSD superintendent.

**X. FISCAL YEAR AND MISCELLANEOUS PROVISIONS**

**SECTION 10.01 Fiscal Year**

The fiscal year of the corporation shall be from July 1 to June 30.

**SECTION 10.02 Acts or Requirements Not Mentioned in these Bylaws**

Actions or requirements not mentioned in these bylaws are not prohibited and can be adopted by the board of directors.

**SECTION 10.03 Insurance**

The board of directors may purchase insurance as necessary pertaining to their responsibilities as directors.

**X1. BYLAWS**

**SECTION 11.01 Effective Date**

As authorized by the Articles of Incorporation of the Culver City High School Boosters, Inc., the corporation is governed by bylaws. The corporation has been governed by the initial bylaws and by amendments to the initial bylaws since its founding in 1988. These 2012 amended bylaws shall become effective immediately upon adoption unless the members of the corporation in adopting them provide that they are to become effective at a later date.

**SECTION 11.02 Amendments**

These bylaws may be altered, amended, repealed by a majority of members present in person at any regular meeting. Said bylaw changes shall be presented to the membership twenty-eight (28) days prior to any vote by the membership on the proposed changes. Amendments to these amended bylaws shall become effective immediately upon their adoption unless the members of the corporation in adopting them provide that they are to become effective at a later date.

I hereby certify that these amended bylaws were adopted on March 19, 2012 in conformance with the pre-existing procedures for amending bylaws.

\_\_\_\_\_  
Carla Crowder, Secretary

\_\_\_\_\_  
Date