

BARON ACADEMIC FOUNDATION

BYLAWS

ARTICLE I

NAME

The Baron Academic Foundation is a duly chartered non-profit public benefit corporation, under section 501 (c) (3) of the Internal Revenue Code of 1954 and Section 23701 (d) of the Revenue and Taxation Code of California, and hereafter referred to as the Foundation. Its Purpose is to secure and distribute contributions from the private and public sectors to further the Objective of supporting, maintaining and enhancing the quality of education at Fountain Valley High School.

ARTICLE II

MEMBERS

Section 1. Membership in the Foundation shall consist of any person in the community at large who supports the Purpose and Objective of the Foundation stated in Article I of these Bylaws, and who pays dues. Voting rights for the purposes of elections are restricted to those who have established membership sixty (60) days prior to the election date.

Section 2. Honorary memberships may be bestowed upon an individual or upon an organization at the discretion of the Board of Directors.

Section 3. Dues shall be \$10.00 per person per year.

Section 4. No person who is a member of the Foundation shall be personally liable for the debts, liabilities or obligations of the Foundation.

ARTICLE III

THE BOARD OF DIRECTORS

Section 1. Composition – The Board of Directors shall consist of no less than eight (8) and no more than fifteen (15) individuals.

- (A) This number shall include four (4) Officers.
- (B) This number shall include three (3) elected Directors-at-large.
- (C) The Principal (or designee) of Fountain Valley High School shall act as an ex-officio member.
- (D) The balance of the Board may be elected or appointed by the President of the Foundation, with Board of Directors' approval.

Section 2. Eligibility – Any voting member of the Foundation is eligible to serve on the Board of Directors of the Foundation.

Section 3. Election – Nominations for directors will be submitted to the Board of Directors in accordance with the procedure stated in Article VII, Section 3., of these Bylaws. Election of Directors shall be in accordance with the procedure stated in Article VII of these Bylaws.

Section 4. Term

- (A) Each Director shall serve for a term on one (1) year.
- (B) A year shall correspond to the fiscal year beginning July 1.
- (C) There is no limit to the number of terms a Director may serve.

Section 5. Vacancy

- (A) Vacancies of the Board of Directors shall be filled by the President, with Board of Director approval.
- (B) A Director appointed to fill a vacancy shall serve for the unexpired term of the predecessor.

Section 6. Removal

- (A) A simple majority of the Directors present at a Board of Directors meeting at which there is a quorum is required to remove any Director from the Board of Directors for just cause, as stated in Article III, Section 9. of these Bylaws.
- (B) This action must be by ballot. This provision may not be waived.
- (C) Absentee ballots are not allowed.
- (D) Proxy votes are not allowed.

Section 7. Compensation – In accordance with Foundation Articles of Incorporation, members of the Board of Directors shall serve without compensation. Directors shall be entitled to reimbursement for Board of Director approved expenses.

Section 8. Liability – No Director shall be personally liable for the debts, liabilities or obligations of the Foundation.

Section 9. Duties and Responsibilities, Individual Directors

- (A) Attendance, Board of Director Meetings

- (1) It is the responsibility of each Director to attend all Board of Directors meetings.
- (2) A Director may be removed from the Board of Directors after three (3) consecutive absences. A simple majority of the Directors present at a Board of Directors meeting at which there is a quorum is required.
- (B) A Director shall not represent the Foundation to the community at large unless empowered to do so by the President. Representation shall be interpreted to include all written and/or oral communication.
- (C) A Director shall not enter into any contract or execute any instrument in the name of, or on behalf of, the Foundation without the express authorization by the President, with Board of Directors approval.

Section 10. Duties and Responsibilities, Board of Directors – Subject to the limitations imposed by law, The Articles of Incorporation or these Bylaws, all Foundation duties and responsibilities shall be exercised by or under the authority of, and the business and affairs of the Foundation shall be controlled by, the Board of Directors. The duties and responsibilities of the Board of Directors shall include, but not be limited to, the following:

- (A) To formulate plans to fulfill the Purpose and Objective of the Foundation stated in Article I of these Bylaws.
- (B) To establish policies and administer the affairs of the Foundation.
- (C) To act upon recommendations of all committees.
- (D) To direct the financial affairs of the Foundation in accordance with the established policies:
 - (1) To adopt an annual Operating Budget which may be reviewed and revised as necessary. Expenditures not provided for in the adopted budget shall require approval of the Board of Directors. Expenditures provided for in the adopted budget do not require additional authorization.
 - (2) To invest funds received by the Foundation as deemed advisable.
 - (3) To retain all or part of any securities acquired by the Foundation.
- (E) To manage and maintain the property of the Foundation.
- (F) To arrange for an annual review to be performed by the Audit Committee. The annual review must be completed by August 15.
- (G) To establish such committees, in addition to those mandated by these Bylaws in Article V, Section 2., deemed necessary, and to prescribe their duties and responsibilities.
- (H) To elect and remove Directors and Officers of the Foundation, in accordance with Articles III, IV and VII of these Bylaws.

ARTICLE IV

OFFICERS

Section 1. Composition – The Officers of the Foundation shall consist of a President, Vice President, Secretary and Treasurer, known collectively as the Executive Board.

Section 2. Eligibility – A Director shall have served on the Foundation Board of Directors for at least one (1) year to be eligible for nomination as an Officer. This can be overridden with a majority vote of the existing Board members.

Section 3. Election – Nominations for Officers shall be submitted to the Board of Directors in accordance with the procedure stated in Article VII, Section 3. of these Bylaws. Elections shall take place in accordance with Article VII of these Bylaws.

Section 4. Term – A term is one (1) year. An Officer may serve a maximum of four (4) consecutive terms in any office. This can be overridden with a majority vote of the existing Board members. In the case of filling an expired term, six (6) months one (1) days shall constitute one (1) year.

Section 5. Vacancy – The President, with Board of Directors approval, shall fill the vacancy on the Executive Board by appointment. In order to be eligible for appointment, a person must have served on the Foundation Board of Directors for at least one (1) year. This can be overridden with a majority vote of the existing Board members.

Section 6. Removal

- (A) A simple majority of the Directors present at a Board of Directors meeting at which there is a quorum is required to remove any Officer for just cause, as stated in Article III, Section 9. of these Bylaws.
- (B) This action must be by ballot. This provision may not be waived.
- (C) Absentee ballots are not allowed.
- (D) Proxy votes are not allowed.

Section 7. Duties and Responsibilities, Officer

(A) President

- (1) The President shall be responsible for the general supervision and administration of the Foundation, with Board of Directors approval.
- (2) The President shall preside at all Executive Board meetings, Board of Directors meetings and the Annual Meeting.
- (3) The President, or the President's designee, shall represent the Foundation to the community at large.
- (4) The President, along with the Vice President and Treasurer, shall be one (1) of the three (3) authorized signatories of all Foundation checks. Any two (2) of the above signatures shall be required for any transactions involving Foundation funds at financial institutions.
- (5) The President must give prior approval to all Foundation communications, oral or written.

- (6) The President shall recommend to the Board of Directors the establishment of committees deemed necessary. The President, except as otherwise stated in these Bylaws, shall appoint the Chairs of all standing and ad hoc committees, with Board of Director approval.
 - (7) The President shall serve as an ex-officio member of all committees, with the exception of the Nominating Committee.
- (B) Vice President
 - (1) In the absence of the President, the Vice President shall perform the duties of the President or delegate them to another Board member.
 - (2) The Vice President shall be the coordinator of Foundation committees, and be responsible for reporting their progress.
 - (3) The Vice President, along with the President and the Treasurer, shall be one (1) of the three (3) authorized signatories of all Foundation checks. Any two (2) of the above signatures shall be required for any transactions involving Foundation funds at financial institutions.
 - (4) The Vice President shall perform such additional duties as may be assigned by the President.
- (C) Secretary
 - (1) The Secretary shall keep an accurate record of all Executive Board meetings, Board of Directors meetings and the Annual Meeting.
 - (2) The Secretary shall notify all members of any and all meetings as appropriate.
 - (3) The Secretary shall perform such additional duties as may be assigned by the President.
- (D) Treasurer
 - (1) The Treasurer shall be the chief financial officer of the Foundation.
 - (2) The Treasurer shall serve as the Chair of the Budget Committee.
 - (3) The Treasurer, along with the President and Vice President, shall be one (1) of the three (3) authorized signatories of all Foundation checks. Any two (2) of the above signatures shall be required for any transactions involving Foundation funds at financial institutions.
 - (4) It shall be the responsibility of the Treasurer to have all financial records ready for audit by July 30.
 - (5) The Treasurer shall perform additional duties as may be assigned by the President.

ARTICLE V

COMMITTEES

Section 1. Except as otherwise stated in these Bylaws, the President, with Board of Director approval, shall appoint the chairs of all committees. The President shall serve as an ex-officio member of all committees, with the exception of the Nominating Committee. The President shall be given prior notice of all committee meetings.

Section 2. Standing Committees – All Standing Committee Chairs are to report to the Vice President.

- (A) Budget Committee – Shall be responsible for the preparation of the annual budget.
 - (1) The Budget Committee shall present the annual budget to the Board of Directors at the September Board of Directors meeting.
 - (2) The Treasurer shall serve as the chair of this committee.
- (B) Membership Committee – Shall be responsible for coordinating the annual membership drive.
- (C) Ways and Means Committee – Shall be responsible for planning and organizing fundraising events and projects for the Foundation.
- (D) Public Relations Committee – Shall be responsible for communicating to the public the Purpose and Objective of the Foundation.
- (E) Audit Committees – Shall be responsible for conducting the annual review. This annual review shall be completed by August 15.

Section 3. Other Committees – The President, with Board of Directors approval, may establish additional committees deemed necessary.

ARTICLE VI

MEETINGS

Section 1. All meetings shall be conducted in accordance with Roberts' Rules of Order (revised).

Section 2. Board of Directors Meetings – Board of Directors meetings shall be held monthly, the day and time to be determined by the Board of Directors at the May Board of Director meeting. Fifty (50) percent plus one (1) of the Directors serving on the Board of Directors shall constitute a quorum.

Section 3. Executive Board Meetings – The Executive Board, consisting of the four (4) Officers, shall meet at the discretion of the President. Three (3) Officers shall constitute a quorum.

Section 4. General Meeting – There shall be one (1) General Meeting per semester, in October and in May. The Annual Election Meeting shall be held in conjunction with the

May Board of Directors meeting. Notice of the Annual Election Meeting and the slate of nominated Directors and Officers shall be given to the public at the April meeting. Election of the Directors and Officers shall take place at the May Annual Election Meeting.

Section 5. Motions and Voting – All members present at a meeting may make or second a motion. All members may vote on non-financial motions, Only current Board of Director Members and Officers may vote on financial motions (including, but not limited to, budgets and disbursements of funds).

ARTICLE VII

ELECTIONS

Section 1. Elections shall take place at the May Board of Directors meeting, which is also referred to as the Annual Election Meeting.

Section 2. The Officers and Directors-at-Large of the Foundation shall be elected by the voting membership of the Foundation.

Section 3. Nominations

- (A) At the March Board of Directors meeting, the Nominating Committee, consisting of five (5) Directors, shall be elected from the Board.
 - (1) The Nominating Committee shall present the slate of Officers and Directors-at-Large at the April Board of Directors meeting.
 - (2) The election of the Officers and Director-at-Large shall take place at the May Board of Directors meeting, which is also referred to as the Annual Election Meeting.
- (B) Nomination from the floor will be accepted.

Section 4. Ballots

- (A) Elections must be by ballot. This provision may not be waived.
- (B) Absentee ballots are not allowed.
- (C) Proxy votes are not allowed.

Section 5. Election

- (A) A simple majority of the voting members of the Foundation present at the Annual Election Meeting at which a quorum of the Board of Directors is present is required for election.

Section 6. Voting

- (A) Voting rights are restricted to those who have established membership sixty (60) days prior to the election date.

ARTICLE VIII

INDEMNIFICATION

Every person who is or was a Director, Officer or employee of the Foundation, or of any other corporation in which he or she served as such at the request of the Foundation, shall be indemnified by the Foundation against any and all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the foundation or such other corporation or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he or she may be involved, as a party or otherwise, by reason of being or having been a Director, Officer or employee of the Foundation or such other corporation, or by reason of any action taken or not taken in his or her capacity as such Director, Officer or employee, whether or not he or she continues to be such at the time such liability or expense shall have been incurred, provided such person acted in good faith, in a manner he or she reasonably believed to be in or not opposed to the best interests of the Foundation or such other corporation, as the case may be, and, in addition, in any criminal action or proceedings, had no reasonable cause to believe that his or her conduct was unlawful. As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, council fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by, a Director, Officer or employee. The termination of any claim, action, suit or proceeding, civil or criminal, or its equivalent, shall not create a presumption that a Director, Officer or employee did not meet the standards of conduct set forth in this Article.

Expenses incurred with respect to any claim, action, suit or proceeding of the character described in this Article may be advanced by the Foundation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he or she is entitled to indemnification hereunder.

The right of indemnification provided in this Article shall be in addition to any other rights to which any such Director, Officer or employee may otherwise be entitled by contract or as a matter of law; and in the event of any such person's death such rights shall extend to his or her heirs and legal representatives. The provisions of the Article are separable, and if any provision be held invalid, all other provisions are fully in effect and such invalid provision enforceable, it being the intent of this Article that the Foundation indemnify each of the Directors, Officer and employees of the Foundation to the maximum extent permitted by law.

ARTICLE IX

AMENDMENTS

These Bylaws may be amended by the affirmative vote of a simple majority of the voting members of the Foundation present at any monthly meeting at which a quorum of the Board of Directors is present. No action shall be taken to amend by Bylaw unless written notice of Bylaw revisions shall have been given to the voting members at least seven (7) days prior to the monthly meeting. Voting rights are restricted to those who have established membership seven (7) days prior to the monthly meeting.