

BYLAWS OF THE BUCHANAN & ALTA SIERRA FOUNDATION

A NON-PROFIT TAX EXEMPT ORGANIZATION

CHAPTER 1. OFFICE

1.0 The location of the Buchanan & Alta Sierra Foundation is 1560 N. Minnewawa, Clovis, CA 93619

CHAPTER 2. OBJECTIVES AND PURPOSES OF THE BUCHANAN & ALTA SIERRA FOUNDATION

2.0 The Buchanan & Alta Sierra's Foundation's Mission is to:

- A. Support academic and co-curricular programs.
- B. Provide scholarships for students who excel academically and in their citizenship.
- C. Promote teacher appreciation and partnerships.

CHAPTER 3. MEMBERS

3.0 Members

- A. Qualification of membership. Membership in the Buchanan & Alta Sierra Foundation shall be open to any person interested in its mission and who pays the applicable minimum dues as set out by a resolution of the Board of Directors.
- B. Dues paid to the Organization become the property of the Organization and any severable or individual interest of any member therein terminates on such payment.
- C. Transfer of membership. A membership in the Buchanan & Alta Sierra Foundation is personal to the member and is not transferable, either voluntarily or by operation of law.
- D. The organization shall have one (1) class of members only, and the membership voting, and other rights, interest and privileges of each member shall be equal.

CHAPTER 4. MEETINGS OF MEMBERS

4.0 Annual meeting of members.

- A. A meeting of members shall be held yearly, in March. The exact date and time of the annual meeting shall be fixed by the Executive Board of Directors.
- B. At the annual meeting of the members, the offices of Executive Board Members, whose terms expire that year and upon election and qualification of their successors shall be filed by election. Any other proper business may be transacted at the annual meeting of members.

4.1 Special meeting of members. Special meetings of the members may be called by the Board of Directors, the President or the Principals of Buchanan High School or Alta Sierra Intermediate School.

4.2 Notice of meeting of members.

- A. Written notice of the time and place of meetings shall be emailed to each member at least seven (7) days prior to such meeting, provide, however, that notice of all regular meetings held at Buchanan High School in Room 853, other than the meeting, at which Executive Board Members are elected, is hereby dispensed with.
- B. Notice of meetings shall specify the place, the day, and the hour of the meeting and, in the case of special meetings, the general nature of the business to be transacted.

- 4.3 Record Date. The Executive Board of Directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of any meeting of members. Such record date shall not be more than 90 or less than 10 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 the notice is given are entitled to notice of meeting of members.
- 4.4 Quorum for meeting of members.
- A. A quorum shall consist of one half of the current Executive Board Members plus one.
 - B. Except where a greater vote is required by the bylaws of applicable law, if a quorum is present, the affirmative vote of a majority of the members present at the meeting, entitled to vote, and voting on any matter shall be the act of the members.
 - C. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken is approved by at least a majority of the members required to constitute a quorum.
 - D. In the absence of a quorum, any meeting of members may be adjourned from time to time by vote of a majority of the members present, but no other business may be transacted, except as provided in paragraph (C).
- 4.5 Voting for Executive Board. In any election of Executive Board, the names of candidates shall be determined no less than 20 days before approval.
- 4.6 Inspection of rights of members
- A. The account books, records and minutes of the Annual Member Meeting and the Executive Board of Director's Meeting shall be open to inspection upon written demand of any member at any reasonable time for a purpose reasonably related to such person's interest as a member.
- 4.6 Dues
- A. Memberships expire at the close of the fiscal year of the Buchanan & Alta Sierra Foundation and are automatically renewed upon payment of dues applicable to the new year.

CHAPTER 5. EXECUTIVE BOARD

5.0 Number on Executive Board

- A. The authorized number on the Executive Board of the corporation shall be not less than five (5) and not more than twelve (12) and shall include the Principal and Deputy Principal of Buchanan High School and the Principal of Alta Sierra Intermediate School.
- B. The exact number of members on Executive Board within the range of paragraph (a) shall be fixed and may from time to time be changed by a resolution adopted by the Board of Directors.

5.1 Term and election of Executive Board.

- A. Executive Board members are elected for a term of two (2) years.
- B. Vacant positions on Executive Board shall be elected at the final meeting in May.
- C. A vacancy occurring in any position on the Executive Board may be filled by the special appointment of a Principal with approval from the Board of Directors for the balance of the unexpired term and until a successor has been elected and qualified unless there is an intervening regular annual

election in which case the appointee shall hold office until a successor has been elected and qualified.

- D. Each elected Executive Board member shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

5.2 Nomination procedure

- A. The Executive Board of Directors shall establish the date of annual meeting in March. Notices of such date will be given to members via Instant Connect/email.
- B. The Executive Board of Directors shall name/nominate members for the vacant positions on the Executive Board of Directors.
- C. At least 20 days prior to the date established pursuant to paragraph (a), the Nominating Committee shall submit its report which shall name the nominees for the Executive Board of Directors.

5.3 Resignation and removal of Executive Board members

- A. Any officer may resign at any time upon written notice to the Executive Board of Directors. Such resignation is effective upon receipt of the written notice by the Executive Board of Directors unless the notice prescribes a later date or unless the notice prescribes a condition to the effectiveness to the effectiveness of the resignation.
- B. The Executive Board of Directors may declare vacant the office of an Executive Board member who has been declared of unsound mind by an order of court or convicted of a felony or has failed to attend **three (3)** consecutive meetings of the Executive Board of Directors.
- C. The entire Executive Board of Directors, or any individual Executive Board member, may be removed from office at any time by vote of a majority of the members of the Organization. If any or all Executive Board members are so removed, New Executive Board members may be elected at the same meeting and they shall hold office for the remainder of the term of the removed Executive Board member(s).
- D. Any reduction of the authorized number of Executive Board, shall not cause the removal of any other Executive Board member prior to the expiration of such Executive Board member's term of office.

5.4 Meeting of the Executive Board of Directors

- A. Meetings of the Executive Board of Directors shall be held at Buchanan High School campus unless another place is stated in the notice of the meeting.
- B. Regular meetings of the Executive Board of Directors shall be held, if so provided in a resolution adopted by the Executive Board of Directors, at the time and place specified in the resolution.
- C. A special meeting of the Executive Board of Directors may be called by the President and Vice President, the Secretary, the Principal of Buchanan High School, or Alta Sierra Intermediate School, or any two members of the Executive Board of Directors.
- D. Notice of all regular and special meetings of the Executive Board of Directors shall be given. A notice need not include the purpose or agenda for the meeting. The notice may also be delivered personally or emailed or by telephone at least 48 hours before the meeting.

5.5 Duties of Executive Board members. It shall be the duty of the Executive Board to:

- A. Perform and execute all duties imposed on them collectively or individually by law or by these Bylaws.
- B. To approve a budget, as proposed by both Principals, for the expenditure of funds collected through the membership drive or fund-raising efforts. The Budget approved by the Board of Directors will be presented to the members at the annual meeting for their approval.

5.6 Required Executive Vote of the Executive Board

- A. Every act or decision by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Executive Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of director, if any action taken is approved by at least a majority of the required quorum for such meeting.

5.7 Written Consent

- A. Any action required or permitted to be taken by the Executive Board of Directors may be taken without a meeting, if all the members of the Executive Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

5.8 Inspection Rights of Executive Board

- A. Every Executive Board member 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 Buchanan Foundation.

5.9 Committees

- A. Committees are of two kinds, those with legal authority to act for the Foundation and those that are a booster organization for any activity on the Buchanan High School or Alta Sierra Intermediate campuses. The former are provided for in paragraph (b) below and the later are provided for in paragraph (c) below.
- B. The Executive Board of Directors may, by resolution adopted by a majority of the authorized number of directors then in office, designate one or more committees with legal authority to act for the Foundation to the extent specified in the resolution creating such committee, each such committee consisting of two or more Directors, to serve. The Executive Board may designate one or more directors as alternate members of any such committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office. Any such committees, to the extent provide in the resolution of the Executive Board, shall have the authority of the Executive Board, except with respect to:
 - a. The approval of any action, which also requires Executive Board Members' approval.
 - b. The filling of vacancies on the Executive Board or in any committee.
 - c. The amendment or repeal of bylaws or the adoption of bylaws.

- d. The amendment or repeal of any resolution of the board, which by its express terms is not so amendable, or repeal able.
 - e. The appointment of other committees of the Executive Board.
- C. Booster committees shall exist in conformity with all of the bylaws of the Foundation. Each committee shall be formed pursuant to majority vote of all members involved with that particular activity, whether in the nature of an athletic, academic, club, music, visual art booster committee or otherwise. Each such booster committee shall conduct all of its banking through the Financial Secretary of the Buchanan & Alta Sierra Foundation.

CHAPTER 6. OFFICERS

6.0 Officers and duties

A. Executive Board Members

- 6.A.1 The Executive Board Members of the Buchanan & Alta Sierra Foundation are the School Principals from Buchanan High School & Alta Sierra Intermediate School, the Deputy Principal from Buchanan High School, the President, the Vice-President, the Recording Secretary, the Corresponding Secretary, the Treasurer (also known as the BHS Foundation Secretary), the Volunteer Coordinator, Hospitality Coordinator, Fundraising Coordinator, and Parliamentarian. All officers (except the Principals, Deputy Principal and Treasurer) are elected for a two-year term.
- 6.A.2 The Principal of Buchanan High School shall be the Chief Executive Officer of the Buchanan Foundation and shall in general, subject to the control of the Executive Board of Directors, supervise and control the affairs of the Buchanan and Alta Sierra Foundation. The Buchanan High School Principal shall perform all duties relating to the office and such other duties as may be required by law, by the Bylaws of the Buchanan and Alta Sierra Foundation or which may be assigned to the from time to time by the Executive Board of Directors.
- 6.A.3 The Principals and Deputy Principal are considered ex-officio voting members of the Organization.
- 6.A.4 The president shall develop a budget for the expenditures of funds collected through dues or fundraising.
- 6.A.5 The Executive Board of Directors shall cause a written annual report, including a financial statement, to be prepared and submitted to the members at the annual meeting.

B. The President

The President is the general manager of the Buchanan & Alta Sierra Foundation.

- 6.B.1 The President, together with the Principals of Buchanan High School & Alta Sierra Intermediate School shall, subject to the control of the members of the Board of Directors, have general supervision, direction, and control of the of the business and affairs of the Buchanan & Alta Sierra Foundation and its officers, employees, and agents.
- 6.B.2 The President shall preside at all meetings of the members and of the Executive Board of Directors.

- 6.B.3 The President is authorized to sign all contracts, notes, conveyances and other papers, documents and instruments in writing in the name of the Buchanan & Alta Sierra Foundation.
- 6.B.4 The President shall conduct a phone or email vote for emergency business between general and Executive Board Meetings. A quorum shall consist of one more than one-half the Board's Membership eligible to vote. Ex-officio members excluded.
- 6.B.5 By June 30th, collect reports, records, and other material pertaining to retiring officers and committee chairpersons and give them to the President-elect for distribution.
- 6.B.6 Act as a representative for Buchanan High School & Alta Sierra Intermediate School at appropriate community functions.

C. The Vice-President

- 6.C.1 The Vice-President shall act as an aide to the President.
- 6.C.2 In the absence of the President, shall perform the duties of the President.
- 6.C.3 Act as the chairperson of the membership drive and shall keep a current list of the paid members of the Foundation.

D. The Recording Secretary

- 6.D.1 The Secretary shall certify and keep at the principal office of the Organization the original or a copy of its Bylaws as amended or otherwise altered to date.
- 6.D.2 Keep at the Buchanan High School principal's office a book of minutes of all meetings of the Directors and members, recording therein the time and place of holding, whether regular or special, the names of the members present at the members' meeting, and the proceeding thereof.
- 6.D.3 See that all notices are duly given in accordance with the provisions of these Bylaws or as may be required by law.
- 6.D.4 Be custodian of the records of the Organization.
- 6.D.5 Keep at the Buchanan High School principal's office of the Organization a membership book containing the name and address of each member.
- 6.D.6 Keep an accurate record of the proceedings of all meetings of the Buchanan & Alta Sierra Foundation.
- 6.D.7 Be prepared to refer to the minutes of the previous meetings. Pass a roll sheet at each meeting.
- 6.D.8 Send out notice of all organizational meetings to Executive Board Members, any general member on request.

E. The Corresponding Secretary

- 6.E.1 The Corresponding Secretary shall conduct all necessary correspondence of the organization.
- 6.E.2 Present and read correspondence received at all organizational meetings.
- 6.E.3 Arrange for the purchase and delivery of cards and gifts as directed by the Executive Board.
- 6.E.4 Distribute membership rewards.

- 6.E.5 Submit and/or arrange for submission of articles and announcements in the Buchanan High School or Alta Sierra Intermediate School social media, newsletter and/or website.

F. The Treasurer

- 6.F.1 The Treasurer shall keep an accurate record of receipts and disbursements.
- 6.F.2 Present a statement of account at every meeting of the organization and at other times when requested by the Executive Board.
- 6.F.3 Be responsible for filling out and forwarding all necessary report forms required for insurance, the Internal Revenue Service, and the State Franchise Tax Board.
- 6.F.4 Act as chairperson of the Budget committee.
- 6.F.5 Submit a proposed budget at the September Executive Board meeting.

The retiring Treasurer shall:

- 6.F.6 Submit a summary of the income and expenditures of the present year to the new treasurer and assist him/her in preparing the proposed budget.
- 6.F.7 Present the books to the Executive Board by July 30th for professional review.

Inspection of the books: Books and records of the Buchanan & Alta Sierra Foundation shall be available for inspection by Members requesting such access for audit or Foundation purposes. The books and records shall be made available within twenty business days of any such request. Records of the Buchanan & Alta Sierra Foundation are not public records.

G. The Volunteer Coordinator shall:

- 6.G.1 Establish and maintain a current list of those parents/guardians willing to help in various capacities throughout the year.
- 6.G.2 Provide a list of volunteers to each responsible chairperson
- 6.G.3 Work with Deputy Principal's office or the Alta Sierra Intermediate Principal's Office and act as a contact person for school staff requests for volunteers.

H. Hospitality

- 6.H.1 Organizes teacher appreciation events; including by not limited to Back to School, holidays, and end of school year.

I. Parliamentarian

- 6.I.1 Oversees any amendment of the bylaws and organizes comments during review period.
- 6.I.2 The rules contained in the current edition of Robert's Rules of Order shall govern the Buchanan & Alta Sierra Foundation in all cases to which they are applicable.

J. Fundraising Coordinator

- 6.J.1 Work cooperatively with Hospitality and Volunteer Coordinators to plan and implement events throughout the year.
- 6.J.2 Organize events including, but not limited to, Bear Nation Bash
- 6.J.3 Oversee Fundraising Committee

K. Members at Large

- 6.K.1 The Members at Large do not hold an elected office but participate on the Executive Board of Directors.

CHAPTER 7. INDEMNIFICATION

7.0 Indemnification of Directors, officers and employees.

- A. The Buchanan & Alta Sierra Foundation may indemnify an Executive Board member, or employee under the provisions of Section 5238 of Corporations Code, or pursuant to any contract entered with any employee who is not an officer or Director.
- B. Expenses incurred in defending and proceeding by the Buchanan & Alta Sierra Foundation as authorized by section 5238 of the Corporations Code prior to the final disposition of such proceeding, upon receipt of any undertaking by or on behalf of the Executive Board member, or employee to repay such amount unless it shall be determined ultimately that the Executive Board member, or employee is entitled to be indemnified.
- C. The Buchanan & Alta Sierra Foundation shall purchase and maintain insurance on behalf of any Executive Board member, or employee of the Buchanan & Alta Sierra Foundation against any liability asserted against or incurred by the Director, officer or employee in such capacity or arising out of the Executive Board member's, or employee's status as such. Where or not the Buchanan & Alta Sierra Foundation would have the power to indemnify an Executive Board member or employee against such liability under the provision of Section 5238 of the Corporation Code.

CHAPTER 8. AMENDMENT OF BYLAWS

8.0 Amendment of Bylaw.

- A. After the adoption of bylaws by the Executive Board of Directors and the admitting of first members into the Buchanan & Alta Sierra Foundation, amendment of bylaws requires the approval of a majority of the Executive Board of Directors on the proposed bylaw change.

CHAPTER 9. RECORDS

9.0 Records

- A. Minute book. The Buchanan & Alta Sierra Foundation shall keep a minute book, which shall contain:
 - 9.A.1 The record of all meetings of the Executive Board of Directors including date, place, those attending and the proceedings thereof, a copy of the notice of the meeting, and when and how given, written approval of minutes of meetings, and unanimous written consents of the Executive Board of Directors without a meeting, and similarly as to meetings of committees of the Executive Board of Directors established pursuant to paragraph (a) of section 5.9 of the bylaws.
 - 9.A.2 The record of all meeting of the members, including the date, place, members present and the proceedings thereof, a copy of the notice of meeting and when and how given, any affidavit as the mailing or giving of notice of meeting, and written approval of minutes of the meeting.
 - 9.A.3 A copy of the articles of incorporation and all amendments thereof and a copy of all certificates filed with the Secretary of State.

9.A.4 A copy of the bylaws as mended duly certified by the Secretary.

8.1 Annual Report.

- A. Financial statements shall be prepared not later than 120 days after the close of the fiscal year. The financial statements shall contain in detail a balance sheet as of the end of the fiscal year, an income statement for the fiscal year and a statement of changes in financial position for the fiscal year.
- B. Any report furnished to Directors or members of Buchanan & Alta Sierra Foundation shall be kept in the principal office of the Buchanan & Alta Sierra Foundation for twelve months and they shall be exhibited at all reasonable times to any member demanding an examination of them or a copy shall be mailed to that member.
- C. The fiscal year of the Buchanan & Alta Sierra Foundation shall begin on the first day of July and end on the last day of June each year.

CHAPTER 10. ASSETS

10.0 The Buchanan & Alta Sierra Foundation may acquire and hold assets related to the objectives and purposes set out in Chapter 2.

10.1 If the majority of the Executive Board of Directors determine that any asset is no longer needed by the Buchanan & Alta Sierra Foundation, the question of whether any such asset shall be disposed of shall be proposed at the next regular scheduled meeting. If the majority of the Executive Members in attendance vote in favor of disposal of any such asset, the unneeded assets shall be first offered to Buchanan High School or Alta Sierra Intermediate School, then to Clovis Unified School District. If neither the School nor the District accepts the assets, they may be sold to any other organization, with proceeds of such sale deposited with the Buchanan & Alta Sierra Foundation. If the assets cannot be sold, the Organization may donate them to a charitable organization.

CHAPTER 11. DISSOLUTION AND DISPOSAL OF ASSETS

11.0 Dissolution of Organization. Upon at least two-thirds (2/3) of the votes of all Members, the Buchanan & Alta Sierra Foundation may be voluntarily dissolved effective the end of the Fiscal Year. Thereafter, the Organization shall continue to exist for the purpose of disposing of all assets and obligations of the Buchanan & Alta Sierra Foundation and performing all other functions necessary to conclude the affairs of the Buchanan & Alta Sierra Foundation.

11.1 Process for Dissolution of Organization. The Foundation may be dissolved by the following procedure:

- A. A request to dissolve the Organization must be made in writing and signed by at least forty percent (40%) of the Members in good standing. Any involuntary dissolution shall occur if the Organization remains inactive for a period of one (1) fiscal year or is involuntarily dissolved by operation of law.
- B. Within five (5) business days after the receipt of a request to involuntarily dissolve the Organization, the Secretary shall mail a notice of the request and a ballot presenting the issue of whether to dissolve the Organization to each Member. The question shall state as follows: "Shall the Buchanan & Alta Sierra Foundation be dissolved?" The notice shall notify that Member that a vote on the request will be taken at the next regularly scheduled meeting and that Members may return the ballot to the Secretary no later than three (3) business days prior to the next regularly scheduled meeting or they may appear at

the meeting and cast their vote on the issue at the meeting. Each ballot must contain the name of the Member casting the vote in order to be a valid vote and to be counted.

- C. The Secretary shall retain all ballots return to him or her, but shall not open them until the request for dissolution is heard at the meeting on which the request is to be voted. The ballots shall be opened at the meeting in the presence of the Members attending and the votes of all ballots shall be counted at the meeting.

11.3 Disposition of Assets. In the event of dissolution of the Organization, the assets and funds of the Organization shall be first offered to Buchanan High School or Alta Sierra Intermediate School. If Buchanan or Alta Sierra do not access the assets or funds, they shall next be offered to Clovis Unified School District. If neither of the schools nor the district accepts the assets, they may be sold to any other organization. The proceeds of any such sale shall first be applied to any outstanding liabilities of the Organization. Any remaining assets shall be turned over to Buchanan Educational Center for education purposes. If the assets cannot be sold, the Organization may donate them.

CERTIFICATE OF RECORDING SECRETARY

I certify that:

- 1. I am the Secretary of the Buchanan & Alta Sierra Foundation.
- 2. The attached bylaws are the amended Bylaws of the Buchanan & Alta Sierra Foundation approved by the Board of Directors on _____, at a meeting duly held.

Secretary