

BYLAWS OF RIO MESA ALUMNI ASSOCIATION

A California Nonprofit Public Benefit Corporation

ARTICLE I. ORGANIZATION

1.1 Name. The name of the organization shall be Rio Mesa Alumni Association. The organization may by a two-thirds vote of the membership body change its name.

1.2. Seal. The organization may have a seal which shall be in the form determined and approved by the Board of Directors.

ARTICLE II. PURPOSES

2.1 The following are the purposes for which this organization has been organized: The specific purpose of this corporation is to provide financial and other support to Rio Mesa High School, a public high school located in Oxnard, California.

ARTICLE III. MEMBERSHIP

3.1 Process for voting membership. Application for voting membership in this organization shall be open to any person who has attended Rio Mesa High School in Oxnard, California who supports the purpose statement in Article II, above. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the Board of Directors. Continued membership is contingent upon being current on membership dues.

3.2 Non-voting membership. The Board of Directors shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV. MEETINGS

4.1 Annual Membership Meeting. The annual membership meeting of this organization shall be held in April each and every year at a time and place designated by the President..

The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting. Electronic notice may be used in lieu of regular mail at the discretion of the Secretary.

Each member shall be eligible to appoint one voting representative to cast the member's vote in elections.

All issues to be voted on shall be decided by a simple majority of those present at the meeting at which the vote takes place plus members for whom a vote is made by a duly authorized representative.

4.2 Quorum The members present at any properly announced meeting shall constitute a quorum.

4.3 Special Membership Meetings. Special meetings of this organization may be called by the President when she/he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book (or by electronic means at the discretion of the Secretary) at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of thirty-three (33%) percent of the members of the Board of Directors or ten (10%) percent of the members of the organization, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V. VOTING

5.1 Voice vote. At all meetings, except for the election of officers and directors, all votes shall be by voice.

5.2 Ballot vote. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VI. ORDER OF BUSINESS

6.1 Order. The order of business at meetings of the membership and Board of Directors shall be:

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Officers.
4. Reports of Committees.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

ARTICLE VII. BOARD OF DIRECTORS

7.1 Board role; size; compensation. The Board of Directors is responsible for overall policy and direction of the organization, and manages the business of the organization. The Board delegates responsibility of day-to-day operations to staff and committees in its discretion. The Board of Directors shall consist of three initial Directors designated at formation. Thereafter, the Board shall consist of at least three and no more than fifteen members, inclusive of the officers of this organization. At least one of the directors elected shall be a resident of the State of California and a citizen of the United States. The Board shall receive no compensation. Reasonable expenses may be allowed.

7.2 Terms. The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of two years. Directors are eligible for reelection.

7.3 Quorum. Fifty-one (51%) percent of the members of the Board of Directors shall constitute a quorum.

7.4 Meetings. Meetings of the Board of Directors shall be held at least quarterly at a time and place agreed upon by the Board. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Additional meetings may be called by the President or by at least thirty-three (33%) percent of the Directors with at least ten days' notice to all Directors. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

7.5 Voting. Each Director shall have one vote and such voting may not be done by proxy.

7.6 Vacancies. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

7.7 Removal; resignation. A Director may be removed when sufficient cause exists for such removal, including but not limited to unexcused absences from two meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

The Board of Directors shall adopt rules for a removal hearing as it may in its discretion consider necessary for the best interests of the organization.

Resignation from the Board must be in writing and received by the Secretary.

ARTICLE VIII. OFFICERS

8.1 Officers; Directors. The officers of the organization shall be as follows: President, Vice President, Secretary, Treasurer. Officers shall by virtue of their office be members of the Board of Directors.

8.2 President. The President shall:

- ▶ preside at all membership meetings or arrange for other officers to preside at each

meeting in the following order: vice president, secretary, treasurer.

- ▶ by virtue of his office be Chairman of the Board of Directors.
- ▶ present at each annual meeting of the organization an annual report of the work of the organization.
- ▶ see all books, reports and certificates required by law are properly kept or filed.
- ▶ be one of the officers who may sign the checks or drafts of the organization.
- ▶ have such powers as may be reasonably construed as belonging to the chief executive of any organization.

8.3 Vice President. The Vice President shall:

- ▶ in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.
- ▶ chair committees as designated by the Board.

8.4 Secretary. The Secretary shall:

- ▶ keep the minutes and corporate records of the organization in appropriate books.
- ▶ file any certificate required by any statute, federal or state.
- ▶ give and serve all notices to members of this organization.
- ▶ distribute copies of minutes and agenda to each Board member.
- ▶ be the official custodian of the records and seal of this organization.
- ▶ be one of the officers required to sign the checks and drafts of the organization.
- ▶ submit to the Board of Directors and present to the membership at any meetings any communication addressed to him as Secretary of the organization.
- ▶ attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

8.5 Treasurer. The Treasurer shall:

- ▶ have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.
- ▶ cause to be deposited in a regular business bank or trust company the funds of the organization except that the Board of Directors may cause a portion of such funds to be invested in such investments as shall be legal for a non-profit corporation in this state.
- ▶ be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- ▶ render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of

the Board of Directors of such meeting.

- ▶ exercise all duties incident to the office of Treasurer.

8.6 Elections. After the designation of the initial officers, new and current directors and officers shall be elected or re-elected by the voting representatives of members at the annual meeting. Elections shall be by a simple majority of votes duly cast. A Nominating Committee shall be responsible for nominating a slate of prospective board members and officers and distributing it to the members at least ten days prior to the annual meeting. Additional nominations may be made by members at the annual meeting.

8.7 Compensation. No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

8.8 Resignation, termination and absences. Resignation from the position of officer must be in writing and received by the Secretary. A board member may be removed as an officer by a three-fourths vote of the remaining directors. Failure to attend executive committee meetings on a regular basis may be grounds for removal from the position as officer.

ARTICLE IX. COMMITTEES

9.1 Formation. All committees of this organization whether temporary or permanent shall be appointed by the Board of Directors as needed. The President appoints all Committee Chairs. Their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors. The permanent committees shall be Executive and Finance.

9.2 Executive Committee. The four officers serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

9.3 Finance Committee. The Treasurer is the Chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for reviewing fiscal procedures, fundraising plans and the annual budget with staff and other board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget or expenditure in excess of the approved budget must be approved by the Executive Committee or Board. Annual financial reports are required to be prepared and submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, board members and the public.

ARTICLE X. DIRECTOR AND STAFF

10.1 The Board may hire an Executive Director and other staff if it deems it appropriate and necessary to do so. The Board may designate the duties of each.

ARTICLE XI. SALARIES

11.1 The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE XII. DUES

12.1 The dues of this organization shall be \$25.00 per annum and shall be payable on June 1 unless changed by a majority vote of the members at an annual meeting of full membership.

ARTICLE XIII. FINANCIAL AND ENTITY INFORMATION

13.1 Fiscal Year. The fiscal year of this organization shall begin July 1 and end June 30.

13.2 Taxpayer Identification Number. The Internal Revenue Service Taxpayer Identification Number is 27-4222378.

13.3 Corporation Number. The California Corporation Number is 3337201.

ARTICLE XIV. AMENDMENTS

14.1 When necessary these By-Laws may be amended, modified or repealed and replaced by an affirmative vote of not less than two-thirds of the Board of Directors. Proposed amendments must be submitted to the Secretary and sent out to Directors at least ten days prior to the meeting at which such vote is to take place.

CERTIFICATION

These Bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on _____.

DATE

SECRETARY