

BYLAWS OF THE BURLINGAME HIGH SCHOOL ALUMNI ASSOCIATION
(A California Nonprofit Public-Benefit Corporation)

ARTICLE I: NAME, OFFICE, AND PURPOSES

A. Name: The name of this Corporation is and shall be the Burlingame High School Alumni Association (herein referred to as “BHSAA”)

B. Office: The principal office of BHSAA shall be the Burlingame High School Alumni Room located at Burlingame High School, 1 Mangini Way, Burlingame, California, 94010. The principal office and additional offices may be changed by resolution of the Board of Directors.

C. Purpose: The purposes of the Corporation shall be to:

1. Maintain an up-to-date roster of all living alumni.
2. Communicate news about Burlingame High School and its alumni.
3. Promote the good reputation of Burlingame High School.
4. Encourage, sponsor, facilitate, and promote activities of alumni that foster good will and community among alumni, including but not limited to, class reunions.
5. Collect and maintain items and information representing the history of Burlingame High School.
6. Maintain a close relationship with current administrators of Burlingame High School so as to ensure that Burlingame High School continues to honor its traditions and effectively serves as a high school with a curriculum grounded primarily in academic study.
7. Raise funds (including membership fees, gifts, and bequests) to carry out the above purposes, and to otherwise support current Burlingame High School activities, events, enrichment programs, enhanced curriculum, and scholarships.

ARTICLE II: NONPARTISAN ACTIVITIES

BHSAA has elected to be governed by the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of BHSAA shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation and BHSAA shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III: DEDICATION OF ASSETS

The properties and assets of BHSAA are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of BHSAA, on dissolution or otherwise, shall inure to the benefit of any Director, officer, or member of BHSAA or to any private person or individual. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to a non-profit fund, foundation, or Corporation with 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 IV: MEMBERS

A. Membership: The Association shall have three classes of Membership:

1. Regular Member: Any graduate of Burlingame High School, or other person over the age of eighteen who previously attended Burlingame High School as a student, shall be eligible to be a Regular Member.

2. Honorary Member: Any person (including but not limited to a teacher, principal, other administrator, staff member, coach, etc.) who has been affiliated with Burlingame High School, or supported the BHSAA, or has or has otherwise shown substantial interest in the welfare of Burlingame High School and its students may be designated as an Honorary Member at the discretion of the Board of Directors.

B. Discretion to Exclude: For good cause stated, the Board of Directors reserves the right to grant, deny, or revoke membership to those who are otherwise eligible for any reason and at any time, except as may be prohibited by law.

C. Dues: All Members shall pay dues. The amount of the annual dues shall be determined by the Board. The Board of Directors may, in cases of financial hardship or for other good cause shown, waive dues for a particular Member. Life Members shall not be required to pay annual dues. The payment of a fee shall not be construed so as to create a vested right to membership, provided, however, that if membership is revoked any payment of current dues shall be refunded.

D. Member Rights: As to any matter submitted to a vote of the members, a Regular Member shall have one vote. Per California Corporations Code section 5056, an Honorary Member shall not have voting rights or be allowed to serve on the Board of Directors.

E. Termination Procedure: Membership shall automatically terminate upon resignation of the member, expiration of the period of membership, or expulsion by the Board of Directors. The expulsion or suspension of any Regular Member shall require a two-thirds majority of the Board (*i.e.* ten Directors). The Board of Directors shall send a notice to the Member that includes the reasons for the suspension or termination. Upon request of the Regular Member within fifteen days of the notice being sent, the Member shall be given an opportunity to be heard before the Board of Directors, either personally or in writing before the suspension, expulsion, or termination takes effect.

ARTICLE V: GENERAL MEETINGS OF REGULAR MEMBERS

A. Annual Meeting of Regular Members: The annual meeting of Regular Members shall be held in May each year in the Burlingame High School Alumni Room prior to the BHS Senior Awards Assembly. The Board of Directors may change the date, time, or location of the Annual Meeting by resolution, so long as the change is prominently displayed on the BHSAA website homepage for at least thirty consecutive days before the new meeting date.

B. Other Meetings of Regular Members: The Board of Directors may, from time to time, schedule other general meetings of Regular Members for a specific purpose upon resolution and notice thereof (with specific purposes stated) prominently displayed on the BHSAA website homepage for at least thirty consecutive days before the new meeting date.

C. Special Meetings of Regular Members: Special Meeting may be called by the membership for a specific purpose by submitting a petition with the lesser of one-hundred signatures of Regular Members or 10% of the membership. Upon receiving such a petition, a Special Meeting must be scheduled within forty-five days, and notice of the meeting (with specific purpose stated) must be prominently displayed on the BHSAA website homepage for at least thirty consecutive days before the Special Meeting date.

D. Quorum for General Meetings of Regular Members: The Regular Members present in person at any Annual Meeting, Other Meeting, and Special Meeting shall constitute a quorum at such a meeting. The vote of the majority of members present in person at such meeting shall decide any question specified in the notice of meeting.

ARTICLE VI: BOARD OF DIRECTORS

A. General Powers: Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of California, the affairs of the BHSAA shall be managed, and all corporate powers shall be exercised by, or under the direction of the Board of Directors (“the Board.”)

B. Delegation Permitted: The Board may appoint and prescribe the duties of appropriate Members, including volunteer Committee Chairs, to assist the Board in carrying out its functions.

C. Number of Directors: The Board shall consist of fifteen Regular Members who shall be called Directors.

D. Terms: The term of each Director shall be three years.

E. Term Limits: No Director shall serve more than six consecutive years. The term limitations shall not be retroactive; the calculation of years shall start from the year 2014.

F. Elections: A Regular Member may be elected as a Director of the Board, as follows:
1. Beginning in the year 2015, five Directors shall be elected to the Board each year at the Annual Meeting. Unless the Board unanimously agrees otherwise, the 2014 Board will draw lots to determine which seats will be elected in 2015, 2016, and 2017.

2. Any Regular Member may nominate themselves for the Board by mailing their written nomination to the Secretary, post-marked at least sixty days before the Annual Meeting of Regular Members. All nominations must include the names, signatures, and contact information of at least five other Regular Members, or one Director.

3. At the Annual Meeting of Regular Members, all Regular Members who wish to vote shall present their identification to the Secretary. The Secretary shall determine that the person is a Regular Member in good standing (*i.e.* has previously registered as a Regular Member, is not currently suspended or expelled, and has previously paid— or received a Board waiver— for all past and current dues). All Regular Members in good standing shall be given an official ballot listing the names of all candidates in alphabetical order by last name.

4. The vote for Directors shall be by secret ballot. All Regular Members present at the Annual Meeting of Regular Members may cast one vote per candidate, and vote for as many candidates as

there are vacancies (*e.g.* if there are five vacancies, one vote may be cast for up to five candidates). A ballot that casts votes for more candidates than there are vacancies shall be voided in its entirety. The candidates who receive the most votes shall be elected as Directors. In the event of a tie, the names of the tied candidates shall be placed in a hat, and the Principal shall blindly draw the winner or winners.

G. Appointments: If any vacancy occurs on the Board more than sixty days prior to the Annual Meeting, the Board may fill the vacancy by appointment.

H. Ex Officio Board Members: The principal of Burlingame High School shall be a non-voting, ex officio member of the Board of Directors. The immediate past President shall be a non-voting ex officio member of the Board, If he or she is not otherwise a Director.

I. Regular Board Meetings: Regular Board Meeting of the Board shall be held every month (except August June, July, and December) on the second Thursday of the month at 3:30 PM in the Burlingame High School Alumni Room.

J. Special Board Meetings: Special Board Meetings may be called for a specific purpose upon resolution, with due notice (stating the special purpose for the meeting) given to any Director who is not present during the resolution. Special Board Meetings may be called by a majority of the Executive Committee, or any five Directors upon ten days' notice stating the special purpose for the Special Meeting. The scope of any such Special Board Member Meeting shall be limited to the stated special purpose.

K. Notice of Board Meetings: These Bylaws constitute notice of Regular Board Meetings and no other notice need be given. Each Director shall, upon taking office, provide the Board Secretary with a mailing address, an email address, and a telephone number with voice mail in order to receive and send communications. When notice is required to be given it may be given by first-class mail, email, orally telling the Director, or leaving a voice-mail message for the Director.

L. Quorum: The presence of eight Directors at a duly noticed meeting of the Board of Directors constitutes a quorum. Once a quorum is established, the quorum shall not be deemed extinguished simply because one or more Directors choose to leave the meeting.

M. Electronic Presence: Members of the Board may attend and participate in a meeting of the Board by means of electronic conference so long as the person so attending makes the proper arrangements at no cost to the BHSAA and all persons participating in the meeting shall be able to hear each other contemporaneously.

N. Manner of Acting: The Board shall only act by Resolution. Except as provided in the next section below, Resolutions shall only be made at a duly noticed Board Meeting in which a Quorum has been established. All resolutions shall be recorded in the minutes of the meeting by the Secretary and all such minutes shall subsequently be submitted to the Board for approval. Except as otherwise provided by these bylaws or the California Corporations Code, every Resolution shall require the vote of a simple majority of the Directors present. The approval of minutes, and the continuance of any meeting, shall require the vote of a true majority of the Board (*i.e.* eight Directors).

O. Action Without Meetings: Any action required or taken by the Board of Directors may be taken without a meeting if two-thirds of the Board (*i.e.* ten Directors) shall individually or collectively

consent in writing (including email) to such action. Such action by written consents shall be reported in writing (*e.g.* email) to all Directors by the Secretary immediately after the action is approved and said report shall constitute the minutes and be submitted to the Board for approval at the next regularly scheduled Board meeting.

P. Resignations: Any Director may resign by giving written notice to the President or Secretary, or by announcing the resignation at a Board Meeting. The resignation shall be effective unless the announcement of resignation specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when resignation becomes effective.

Q. Removal of Director: Any Regular Member suspended or expelled from the BHSAA shall be automatically expelled from the Board, and such Regular Member shall not be entitled to vote on said matter. A Director may also be removed from the Board for other reasons, such as excessive absences or rude behavior. Following a determination by the Board of Directors that a Board member should be removed, a notice shall be sent by certified mail at least fifteen days before the proposed effective date of the removal and the reasons therefore. The Director shall be given an opportunity to be heard, either orally or in writing not fewer than five days before the effective date of the proposed removal.

R. Compensation: Directors shall not receive compensation for their services as members of the Board.

S. No Interest in Assets or Self Dealing: No Director shall possess any property right in or to the property of the Association. In the event the Association owns or holds any property upon its dissolution, after paying or adequately providing for its debts and obligations, the Directors shall dispose of the remaining property in accordance with the provisions of the Articles of Incorporation and these Bylaws. No member of the Board may benefit from the Board's receipt of outside funds, whether by donation, grant award, or sale of merchandise.

T. Board Expenditures: The board shall be required to approve any expenditure of a Member at an amount approved by the Board annually. The President shall be the signatory on all payments. An expenditure over a higher amount than is set yearly by the Board shall require the signature of two Officers other than the Treasurer. Requests for reimbursed expenses must be submitted to the Treasurer with receipts within thirty days of the expenditure.

U. No Surprise Agenda Items: An agenda must be sent via email to all Directors on the Monday before the Regular Board Meeting. No action may be taken by the Board at a Regular Board Meeting on any matter as to any item not appearing on the agenda. An amendment to the agenda shall require a true majority of the Board (*i.e.* eight Directors).

ARTICLE VII: OFFICERS

A. Officers: The officers of the BHSAA shall be President, Vice President (or Co-President), Secretary, and Treasurer.

B. Qualifications of Officers: Officers must be Directors.

C. Election of Officers: Officers shall be nominated and elected by the Board of Directors after all Directors are elected at the Annual Meeting.

D. No Dual Offices: No person shall hold two offices at the same time.

E. Removal of Officers: Any officer elected by the Board may be removed by the Board with or without cause, when it is deemed that the best interest of the BHSAA would be served thereby.

F. Resignation of Officers: Any officer may resign at any time by giving written notice to the President or Secretary. Any resignation shall take effect at the date of the receipt of that notice or any later time specified in that notice.

G. President: The President shall, if present, preside at all meetings of the BHSAA. The President shall have general supervision, direction and control of the business of the BHSAA. The President shall have ultimate responsibility for preparing and emailing agendas for all meetings. The President shall have standing authority to sign BHSAA checks up to \$1,000 per payee, and otherwise contractually bind the BHSAA for goods and services up to \$1,000 per transaction.

H. Vice President (or Co-President): The Vice President shall perform all tasks delegated by the President, and act for the President in the President's absence. Upon request of the President and consent of the Vice President, the Board may designate the Vice President as a Co-President and the Vice President shall have all the powers of the President. If the President is not present, the Vice President (or Co-President) shall preside over the meetings.

I. Secretary: The Secretary shall be responsible for collecting and maintaining records, including, but not limited to membership records, for the Association. The Secretary shall be responsible for sending notices and for the proper recording of proceedings and decisions by the Board at all meetings of the BHSAA.

J. Treasurer: The Treasurer shall be responsible for all of the funds of the BHSAA and all financial records. The Treasurer shall collect and report, or supervise collection and reporting, of all income and expenditures, shall establish proper accounting procedures for the handling of all funds of the BHSAA, and shall be responsible for keeping of the funds in such banks as approved by the Board. At the end of each fiscal year, the Treasurer shall prepare, or cause to be prepared, an annual report that shall, if required by the board, be reviewed by a certified public accountant. At the expiration of the Treasurer's elected term of office, or upon removal, the Treasurer shall immediately deliver over to the new Treasurer (or if none, the President) all books, money and other property in his or her charge. The Treasurer shall not have signing authority for any expenditures. The Treasurer shall have standing authority to sign BHSAA checks up to \$1,000 per payee.

ARTICLE VIII: COMMITTEES

A. Executive Committee: The Executive Committee shall be comprised of the President, Vice President (or Co-President), Secretary, and Treasurer. The President shall prepare an agenda in consultation with the Executive Committee. The Executive Committee shall meet when necessary.

B. Ad Hoc Committees: The Board may form committees ad hoc whenever doing so would appear to benefit the BHSAA. The Chair of any such committee shall be nominated by the President and approved by the Board.

C. Standing Committees: The Standing Committees of the Board shall perform tasks beneficial to the BHSAA as stated herein, or otherwise directed by the Board and reported in the minutes. The President shall nominate a Chair for each committee. Upon approval by the Board, each Chair shall serve at the discretion of the Board. Upon request of the President, each Chair shall update the Board at designated meetings and answer all questions the Directors may pose.

1. Newsletter Committee: The Newsletter Committee shall be responsible for providing alumni news about the BHSAA, Burlingame High School, and alumni. All content shall be edited and approved by the Newsletter Committee Chair before publication. The President may have any content retracted or removed, and such content shall remain retracted and removed until otherwise ordered by the President or the Board.

2. Membership Committee: The Membership Committee shall support the Board Secretary and will be responsible for recruiting new members and maintaining records of current members.

3. BHS Athletic Hall of Fame Committee: The BHS Athletic Hall of Fame Committee shall nominate alumni for the BHS Athletic Hall of Fame, per criteria approved by the Board, and organize an induction ceremony biannually.

4. BHS Alumni of the Year Committee: The BHS Alumni of the Year Committee shall nominate one alumnus for the Alumni of the Year Award, per criteria approved by the Board. The award shall be presented at the BHS Senior Awards Assembly in May.

5. BHSAA Scholarship Committee: The BHSAA Scholarship Committee shall raise scholarship funds in collaboration with the Board. One hundred percent of the money raised for scholarships shall be dedicated to funding the scholarships. Scholarship applications will be reviewed by the Scholarship Committee, according to criteria approved by the Board. The scholarship recipients shall be approved by the Board. The awards will be presented at the BHS Senior Awards Assembly in May of each year.

6. Other Standing Committees shall be created, approved and monitored by the Board as needed.

ARTICLE IX: CORPORATE RECORDS AND REPORTS

A. Keeping Records: The BHSAA shall keep adequate and correct records of accounts and minutes of the proceedings of its Board and Committees of the Board. The BHSAA shall also keep a record of alumni names and contact information. The minutes shall be kept in written form. Other books and records shall be kept either in writing or in other means capable of being converted into written form.

B. Fiscal Year and Annual Report:

1. The BHSAA's fiscal year shall be designated to be the same as the calendar year,

commencing January 1 and ending on December 31. The Annual Report shall be prepared not later than one hundred and twenty days after the close of BHSAA's fiscal year. The annual report shall contain, in appropriate detail, the following:

a. A balance sheet as of the end of the fiscal year, including an income statement and statement of changes in financial position for such fiscal year.

b. A statement of the place where the names of addresses of current Regular Members are located.

c. Any information concerning certain transactions and indemnifications required by Corporations Code Section 8382.

2. The annual report shall be accompanied by any report of independent accountants or, if there is not such a report, the certificate of any authorized officer of the BHSAA that such statements were prepared without audit from the books and records of the BHSAA. The Association shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321, and on the written request of a member the Board shall promptly send electronically the most recent report to the requesting member.

C. Corporate Seal: The Board of Directors shall adopt a Corporate Seal that shall be impressed onto the last page of these Bylaws. The Secretary of the Association shall have custody of the Seal and affix it to all appropriate corporate documents. Failure to affix the Seal shall not, however, affect the validity of the instrument.

D. Place of Records: All BHSAA paper records shall be kept at the BHSAA office at Burlingame High School in a locked file. All BHSAA electronic records shall be kept in a reasonably secure (based upon contemporary business practices) "cloud-based" database.

E. Inspection Rights: Subject to Division 2, Part 2, Chapter B, Article 3 (commencing at Section 6300 of the California Corporations Code as provided below), and member may do either or both of the following for a purpose reasonably related to a member's interest as a member (i.e. not for commercial or charitable purposes):

1. Inspect the computer records of members' names, addresses and voting rights during usual business hours on five days prior written demand on the BHSAA, which demand must state the purpose for which the inspection rights are requested, or,

2. On written demand and tender of reasonable charge, obtain from the Secretary of the BHSAA a list of names, addresses and voting rights of members who are entitled to vote for the election of Directors as of the most recent record date for which a list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose of the request. The Secretary shall make this list available to the member on or before the later of ten business days after (a) the demand is received, or (b) the date specified in the demand as the date as of which the list is to be compiled. The BHSAA may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand. If the BHSAA reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member or if it provides a reasonable alternative, it may deny the member access to the membership list.

3. Any inspection and copying under this Section may be made in person or by the

member's agent or attorney, and the right to inspection shall include the right to copy and make extracts, subject to the limitations above.

4. It shall be the policy of the BHSAA that the Secretary shall not allow personal inspection of the membership list, and shall not provide a copy thereof, but shall instead offer to send an email to all members within the scope of the request advising them that a request for personal contact information has been made by the Regular Member so requesting, the stated reason for the request, and that all members willing to be contacted by that person should provide their contact information to that Regular Member at an email address or physical address specified by the Regular Member so requesting.

ARTICLE X: CONSTRUCTION AND DEFINITIONS

A. Construction and Definitions: Unless the context requires otherwise, the General Provisions, Rules of Construction and Definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

ARTICLE XI: AMENDMENTS

A. Amendments to Articles of Incorporation and Bylaws: Any amendment to the Articles of Incorporation, and any amendment to these bylaws, shall only be made at a duly noticed meeting of Regular Members. Any Regular Member proposing a change to these bylaws must propose said change in writing to the Secretary at least 90 days before the Annual Meeting of Regular Members. The Board may also propose a change to these bylaws at any time, and call a Special Meeting of Regular Members for consideration of that change. The notice of any meeting of Regular Members wherein a bylaw change is proposed shall specify all proposed changes verbatim.

B. Automatic Adoption by Board: These Bylaws, unless repealed or altered by majority vote at the Annual Meeting of Regular Members, shall be deemed adopted.

C. Suspension: These bylaws cannot be suspended by the Board.

D. Changes to Number of Directors: No amendment may extend or shorten the term of a Director beyond that for which the Director was elected, and no amendment may change the authorized, minimum or maximum number of Directors, unless such amendment is approved by two-thirds of the Board (*i.e.* ten Directors), or alternatively is approved at two-consecutive Annual Meetings of Regular Members.

F. Designated Funds: If any Bylaw change purports to allow the use any funds raised for a specific purpose (*e.g.* scholarship funds) for some other purpose, the money may not be used for that other purpose without first offering the fund back to the donor.

I hereby certify under penalty of perjury under the laws of the State of California that the above Bylaws were adopted by majority vote of all Regular Members at the Annual Meeting of Regular Members duly noticed for Monday, May 19, 2014.

Dated: _____

By: _____

Secretary
Burlingame High School Alumni Association