

EL CAPITAN AG BOOSTERS, INC  
A NONPROFIT ORGANIZATION

ARTICLE I

NAME

The name of this Organization shall be the El Capitan AG Boosters, Inc located in the County of Merced, State of California.

ARTICLE II

OBJECTIVES AND PURPOSE

- A. Purpose. The object of this nonprofit organization is established for the following purposes:
1. Support teachers and administration staff in their efforts to provide the best possible education for the students participating in the El Capitan High School Agricultural Department.
  2. Provide volunteer services and other assistance to students as necessary during participation at the Local County Fair.
  3. Provide financial support to the Agriculture Program, including conducting and assisting the program with fundraisers.
  4. Provide Scholarships for Graduating Senior AG/FFA Students to assist them in their Future goals.
  5. Shall not interfere with the policies, operations or maintenance of the Merced Unified School District.
- B. Organization Status. The Organization is subject to the compliance of all applicable state and federal tax laws, a nonprofit incorporated organization formed for the educational purpose set forth in Section II (A).

ARTICLE III

DEFINITIONS

Unless the context requires otherwise, the terms used herein shall have the following meanings.

- A. "Organization" shall mean the incorporated Entity of the El Capitan AG Booster, Inc.
- B. "Bylaws" shall mean the Organization's Bylaws and Amendments thereto approved by the

- Executive Board and ratified by the Membership.
- C. "District" shall mean Merced Unified School District.
- D. "Executive Board" shall mean the body described in Article V elected by the Organization's Membership.
- E. "Fiscal Year" shall mean the period beginning on July 1 of each calendar year and ending on June 30 of the following calendar year.
- F. "General Membership Meeting" shall mean a meeting of the Members of this Organization.
- G. "Good Standing" shall mean the Member has not had any of his or her rights and privileges in the Organization suspended, revoked, or terminated within the preceding twelve (12) month period.
- H. "Household" shall mean those individuals who reside together in one location and share familial relationships.
- I. "Mail" Whenever the term "mail" is used herein, mail service may also be accomplished by e-mail or by facsimile transmission.
- J. "Member" shall mean an individual person who meets the eligibility requirements specified in Article IV, Section A, and has been granted membership in the Organization.
- K. "Membership" shall mean the Members of the Organization.
- L. "Officer" shall mean an individual who is a Member and who has been selected or elected as an officer by the Executive Board pursuant to Article VI (A).
- M. "Parent" shall mean the primary caretaker or guardian of a student of the school whether in one or more households and includes legal guardianships and joint custody arrangements.
- N. "School" shall mean the El Capitan High School located at 100 Farmland, Merced, CA 95340.
- O. "Standing Committees" shall mean the committees set forth in Article VII of these Bylaws.
- P. "Voting Rights" Members shall have voting rights as set forth in Article IV (D).

#### ARTICLE IV MEMBERSHIP

- A. Eligibility. Membership in this Organization shall be made available to an individual who meets the following requirements.
1. Is over the age of twenty-one (21) years;
  2. During the time period in which membership in the Organization is being sought and maintained;
    - a. is a Parent or legal guardian of at least one child who attends the School;
    - b. is a Parent or legal guardian of a student currently attending any of the District High

Schools and is enrolled in the Ag program offered at El Capitan High School.

- c. an employee of the District and working at the School;
  - d. a member of the community with an interest in promoting the Agriculture Program within the Merced Unified School District;
  - e. A Merced Future Farmer of America alumni or parent/guardian of said alumni.
3. Has submitted a completed application for membership, in the form provided by the Organization;
  4. Has not been suspended or terminated as Member of the Organization within the preceding twelve (12) month period, or became ineligible as a Member because he or she is no longer a Parent of a student in the program or no longer an employee at the School.

**B. Action on Application.**

1. The President, or such Officer or Member as the President may designate, shall review and approve, or disapprove, the application for Membership. If the application is disapproved, a brief statement of reasons shall be prepared and submitted to the applicant.
2. Any Person whose application is rejected may appeal to the Executive Board. The appeal shall be in writing and submitted to the Secretary or any other Officer of the Executive Board if the Secretary is unavailable, within ten (10) calendar days of notice of rejection. The Executive Board shall review the appeal and either approve or deny the appeal no later than thirty (30) calendar days after receipt of the appeal; otherwise, Membership shall be deemed granted by action. The action of the Executive Board shall be final.

**C. Effective Date of Membership and Renewal.** Membership in this Organization is effective upon approval by the President, or his or her authorized designee, or by the Executive Board and shall remain in effect for the remainder of the Fiscal Year during which an individual's application for Membership is approved. A Member may renew his or her membership in the Organization by meeting the requirements of Article IV (A).

**D. Voting Rights.**

1. Voting Rights for Election of Executive Board Members.
  - a. Only Members of this Organization whom have not had any of their rights and or privileges suspended, revoked, or terminated within ten (10) calendar days before the

time the vote is to be cast, shall have the right to vote for members of the Executive Board.

- b. Each Member, who is not a District employee, may exercise his/her voting right on one ballot, indicating his or her choice of candidates running for the Executive Board. No More than two (2) Members from each Household may vote in any one election.
- c. Each Member, who is a District employee at the school, may exercise his/her voting right on one ballot, indicating his or her choice of candidates running for the Executive Board. In the event the employee Member is also a Parent or guardian, the employee Member shall have no separate voting right as an employee Member. The employee Member's voting right shall be as set forth in Paragraph (b) above.

## 2. Voting Rights for other than election of Executive Board Members.

- a. Any Member who has completed an application thirty (30) days prior to the stated meeting for which votes are being taken, with the exception of any meeting between July 1 and September 1 of a calendar.
- b. Only Members, whom have not had any of their rights and privileges in the Organization suspended, revoked, or terminated within ten (10) calendar days before the time a vote is to be cast, shall have the right to vote.
- c. Each Member shall have the right to vote to ratify the Bylaws provided all membership requirements have been met as outlined in Article IV (A) and to vote on any other matters requiring approval by the members are specified in these Bylaws.
- d. To exercise his/her voting right, a Member must be physically present at the meeting where the voting is to take place.
- e. Each Member who is not a District employee may cast one (1) vote.
- f. Each Member who is a District employee at the School may cast one (1) vote. In the event the employee Member is also a Parent, the employee Member shall have no separate voting right as a Parent and shall be entitled to only (1) vote.

E. Membership Privileges. Membership in the Organization is a privilege, not a right, and is subject to the following:

1. A Member shall have submitted an application as provided by the El Capitan AG Boosters.
2. Each Member shall abide by these Bylaws and any amendments hereto, and all policies that the Executive Board may from time to time adopt.
3. Every Member is entitled to the voting rights set forth in these Bylaws and to accept various assignments requested by the Executive Board or Standing Committees, provided the Member agrees to do so, in order to carry out the purpose of this Organization.
4. Membership information, such as name, address, telephone, e-mail, and other personal information shall only be used for purpose of this Organization. A Member's information may not be disclosed to a non-member without the written consent of that Member. Nothing herein shall require the Organization to disclose information otherwise prohibited by law, including, but not limited to information regarding Members or their family members who are in law enforcement.
5. A Member shall not use, copy, distribute, or amend any financial records, minutes, agreements or other documents of this Organization without the written authorization of the President, or authorized designee, who may confer with the Executive Board before giving such written authorization.
6. The debts, liabilities and obligations of this Organization do not constitute the debts, liabilities, and obligations of any Member. A Member shall have no authority to and/or shall not bind, enter into , or incur any debts, liabilities, or obligations, on behalf of this Organization.
7. No Member shall engage in disruptive and/or any other inappropriate behavior during meetings of this Organization, or any activities or events for which this Organization is sponsoring, participating, or assisting. If school facilities are used, all Members shall comply with School District policies and procedures, including but not limited to the School District's Civility and Civic Center Act policies.

F. Suspension and Termination of Membership Privileges.

1. Grounds for Suspension or Termination of Membership Privileges. The Association may suspend, revoke, or terminate the rights and privileges of a Member, including termination of Membership, on the following grounds:
  - a. Failure to maintain eligibility in compliance with Article IV (A) of these Bylaws.
  - b. Disruptive behavior at meetings, events, or activities of the Organization.
  - c. Conduct which, in the judgment of the Executive Board, undermines the purposes of and/or threatens the financial stability of the Organization.
2. Suspension or Termination of Membership Privileges; Member Appeal. Some or all of a Member's rights and privileges may be immediately suspended and/or terminated by the President by mailing or otherwise delivering to the affected Member a copy of the suspension and/or termination. Such action by the President, or authorized designee, shall be subject to an appeal by the affected Member to the Executive Board. The affected Member shall submit to any Member of the Executive Board a written statement as to why the action was improper. The appeal must be submitted within ten (10) business days of the notice described above. No appeal submitted after such time will be acted upon by the Executive Board. The appeal shall be acted upon the Board within twenty (20) business days of receipt. Action taken by the Board, either to affirm or deny the appeal, may be in the form of a meeting or a telephone conference in lieu of meeting within the discretion of the Executive Board. The action of the Executive Board shall be final.
3. Resignation. A Member may resign at any time from this Organization by submitting a written letter of resignation. A Member shall be deemed to have resigned if eligibility requirements can no longer be met under Article IV (A) of these Bylaws.

ARTICLE V

THE EXECUTIVE BOARD AND ITS DUTIES

A. Qualifications. Any person running for election to the Executive Board must satisfy all of the requirements for Membership to this Organization pertaining but not limited to being a member in good standing 30 days prior to nomination as stated in Article IV (A).

B. Composition and Election of Executive Board.

1. Composition and Election Date. The Executive Board shall consist of no more than seven (7) and not less than five (5) Members elected by the membership on a date to be set by the seated Executive Board in April, or in the event of special circumstances no later than the May meeting. The seated Executive Board shall provide the Membership with notice no later than fifteen (15) calendar days prior to the date of the elections. The offices of the Executive Board shall be as outlined in Article VI (A).
2. Declaration of Candidacy and Campaign Statement. Members may declare their candidacy in addition, submit their campaign statement for the Executive Board position. The declaration of candidacy and campaign must be in writing and submitted to the Elections Committee, or if the Elections Committee is not formed, to the President or Secretary of the seated Executive Board no later than ten (10) calendar days prior to the date set for the election of the new Executive Board Officers.
3. Election Ballots to Members. Members will be handed an Election Ballot at the designated meeting in April, or under special circumstances no later than the May meeting. The Member shall complete his or her Ballot at the designated meeting and return the Ballot for a final tabulation.
4. Tabulation, Verification and Announcement of Election Results. The Elections Committee, if formed, otherwise the President and Secretary or other officer designated by the Executive Board, shall tabulate, verify, and announce the results of the ballots no later than ten (10) business days after the date of the election of the Executive Board. The new Executive Board will be introduced to the membership at the Annual Spring FFA Awards Banquet for the El Capitan FFA Students held in May, and will assume their duties on July 1.

5. Challenge to Votes Cast and/or Election Results. A Member may challenge a vote cast and/or the results of an election of the Executive Board by submitting a written statement specifying the grounds and facts for the challenge. Such statement must be submitted no later than five (5) business days after the date of the election to the Chair of the Elections Committee, if formed, otherwise to the President and Secretary of the Executive Board. The Elections Committee, if formed, otherwise the seated President or Secretary of the Executive Board shall provide a written response to the challenge within five (5) business days of receipt of the written statement. A Member may appeal the response of the Elections Committee or seated President or Secretary of the Executive Board by submitting a written statement specifying the grounds and supporting facts for the appeal to a Member of the Executive Board. Such an appeal must be submitted by no later than five(5) business days after the date of the written response from the Elections Committee, seated President or Secretary of the Executive Board. The Executive Board shall provide a written response to the appeal within ten (10) business days of receipt of the appeal. The Executive Board's determination shall be final.

C. Term of Executive Board; Replacement of Board Member.

1. Term. The Executive Board shall serve a term of one year commencing on July 1 and ending in June 30 of the following year. If an Executive Board position cannot be filled by July 1, then the seated Executive Board Member may remain in position until another Member has been selected for that position. Members may be elected to a particular position on the Executive Board for multiple terms, with two (2) year limitations for each position being the desired limit.
2. Restriction or Removal of Board Member. A Member of the Executive Board may voluntarily resign and shall be deemed to have resigned if the Member loses eligibility under Article IV (A). A majority of the seated Executive Board member for conduct constituting moral turpitude



relating to the Organization's activities, persistent disruption of Executive Board meetings, or for failure to attend, without a valid reason or excuse, three or more consecutive meetings of the Executive Board. Conduct constituting moral turpitude which includes embezzlement or theft or of the Organization's funds and/or property, or falsification of the Organization's minutes, financial or tax records, or any other documents of this Organization. Other conduct constituting moral turpitude shall be as determined by California statutory and case law. The Executive Board shall have the power to appoint a Member to the Executive Board from the Membership of the Organization to fill a vacancy on the Executive Board. The Member shall serve and have the power to vote on the Executive Board until the election of new Officers to the Executive Board.

3. Recall. The Membership shall not have the power to recall the Executive Board or Members thereon during their one-year term of office except for violation of Article IV (A) and/or Article V (C) (2).

#### D. Authority and Functions.

1. General Powers. Governing and directing the ongoing operations and adopting policies to govern the operations of this Organization; and approving amendments to these Bylaws which shall only become operative upon ratification by the Members at a General Membership Meeting.
2. Contracting. Approving and entering into contracts with third parties on behalf of this Organization.
3. Property. Acquiring, holding and disposing of property on behalf of this Organization.
4. Incurring Obligations. Incurring debts, liabilities or obligations necessary for the operation of this Organization.
5. Expenditures. Receiving, accepting, expending or disbursing funds for purposes consistent with the purpose of the Organization and these Bylaws.

6. Accounting. Maintain an accurate system of accounting of the funds of this Organization.  
Money collected by this Organization shall, whenever possible, be counted by a least two Members who will then record the amount and sign recorded document. The money will then be deposited in the depository approved by the Executive Board.
7. Record Keeping. Maintaining records and documents of this Organization.
8. Donations. Accepting monetary donations, property, or other items made to this Organization.
9. Budget. By no later than September 30<sup>th</sup> of each fiscal year, adopt a budget, based on the projected budget prepared, or caused to be prepared, by the Executive Board, showing each of the purposes for which this Organization will need to estimated amount of monies for the fiscal year. A copy of the budget shall be made available for inspection to any Member upon request.
10. Committees. Create and dissolve standing or special committees as are deemed by the Executive Board to be necessary to promote the Organization's objectives and to carry on the work of the Organization.
11. Periodic Reporting. Make an annual report or prepare an oral summary delivered by the President, or authorized designee, at the annual General Membership Meeting regarding the status of the Organization.
12. Annual Report. The Executive Board President and Treasurer shall prepare, or cause to be prepared, at the annual General Membership Meeting, an annual report in a format approved by the Executive Board, regarding the financial condition, activities and accomplishments of the Organization for each Fiscal Year. The annual report, if one is prepared, shall be completed by no later than the date of the annual General Membership Meeting.
13. Annual Audit. The Executive Board will contract with a license Certified Public Accountant (CPA) for an annual audit of accounts, records ad financial affairs of this Organization by May 1<sup>st</sup> of each year. The minimum requirements of the audit shall conform to general accepted auditing standards and accounting principles. The report of the CPA shall be maintained by this Organization and upon request of any Member be available for inspection

- or photocopied for a reasonable fee for use relating to Organization business. This Audit shall be conducted by a CPA not immediately related to or in business with any Executive Board Member of this Organization.
14. Turning over Records. Executive Board members, Officers of the Executive Board, and Committee Chairs of Standing Committees, upon the expiration of his/her term of office, shall turn over to his/her successor without delay all records, books, funds and other Association materials pertaining to his or her office. The outgoing Treasurer shall relinquish to the newly elected Treasurer all financial records and materials pertaining to this office by July 31.
15. Notice and Service of Process. The Executive Board shall receive notices, correspondence and other communications on behalf of the Organization's designated officers. The El Capitan High School principal shall be designated as the official agent for service of process for the Executive Board and the Organization.
16. Limitations on Authority. A member of the Executive Board shall have no authority to bind, incur, or enter into debts, liabilities, or obligations on behalf of the Organization, except as approved and authorized by the Executive Board. A Member who incurs such debts, liabilities, or obligations, without the proper approval of the Executive Board, shall be personally liable thereof.
17. Other Responsibilities. The Executive Board shall carry out such other responsibilities as are approved by a majority of the Executive Board or as provided by these Bylaws and any amendments hereto.
18. Filing with Government Agencies. The Executive Board shall be responsible for ensuring that the Organization is in compliance with applicable provisions of law and applies for and maintains its tax exempt status, engaging independent contractors as may be necessary to comply with this section.
19. Ag Department Chairperson of School as *Ex Officio Officer*. The Ag Department Chairperson, or his or her authorized designee, shall serve on the Executive Board as a non-voting *ex officio* Member of the Board.

## ARTICLE VI

## OFFICERS

- A. Election of Officers. The Executive Board of Officers shall be elected by the Membership of the Organization. The Officers shall consist of the President (also known as the Chief Executive Officer), Vice President, Secretary, Treasurer (also known as the Chief Financial Officer) and Membership Chairperson.
- B. Term of Office. Unless earlier resigned or terminated, the Officers shall serve for a one year term, commencing July 1 and ending June 30 of the following year.
- C. Officers and Duties. The Officers of the Organization's duties are as follows:
1. President. The President shall:
    - a. Ensure that all actions of the Executive Board are carried into effect.
    - b. Preside at all general Membership and at Executive Board Meetings.
    - c. Maintain orderly conduct at General Membership and Executive Board Meetings.
    - d. Have general supervision and direction of the business of the Organization.
    - e. Co-sign with the Treasurer or Vice President on checks payable by the Organization.
    - f. Represent the Association at District, School or community functions, events or activities.
    - g. Receive notices, correspondence and other communications on behalf of the Organization.
    - h. Accept services on behalf of the Organization or Executive Board.
    - i. Execute contracts on behalf of the Organization, consistent with the direction and

approval of the Executive Board.

- j. Perform such duties as may be approved by the majority of the Executive Board or as provided in these Bylaws and any amendments hereto.

2. Vice President. The Vice President shall:

- a. In the absence or unavailability of the President, be vested with all the executive powers and authority to perform all of the duties of the President.
- b. In the absence of the President, co-sign checks with the Treasurer.
- c. Organize and direct the fund raising projects of the Organization, with the approval of the Executive Board.
- d. Work with committee chairpersons for fund raising activities.
- e. Summarize the progress of fundraising activities for the Executive Board.
- f. Coordinate volunteers as needed for activities, events, or fundraisers of this Organization.
- g. Perform such duties as may be approved by the majority of the Executive Board or as provided in the Bylaws and any amendments thereto.

3. Secretary. The Secretary shall:

- a. Keep the accurate record of the proceedings of all General Membership and Executive Board meetings through the use of minutes, which shall be reviewed and approved at subsequent meetings.
- b. Submit a draft of the proceeding General Meeting Minutes and/or Executive Board Meeting Minutes within seven (7) business days to be reviewed by the Executive Board prior to approval at the subsequent meetings.
- c. Keep a current copy of these Bylaws.
- d. Conduct the necessary correspondence of this Organization.
- e. Provide notice of all General Membership and Executive Board Meetings.
- f. Perform such duties as may be approved by a majority of the Executive Board or as provided

in these Bylaws and any amendment hereto, including dissemination of candidate, Member, and election materials for the election of Members to the Executive Board.

4. Treasurer. The Treasurer shall be the Chief Financial Officer of the Organization and shall:
- a. Prepare or cause to be prepared on behalf of this Organization, appropriate state and federal tax filing so that the Organization remains a non-profit incorporated organization able to receive tax deductible donations under both state and federal tax law.
  - b. Receive all monies for the Organization and deposit it in the name of this Organization, in a depository approved by a majority vote of the members of the Executive Board.
  - c. Pay out sums signed by a least two of the Organization's authorized signers (President, Vice President, Treasurer, and Ag Instructors) and shall keep an accurate record of receipts and disbursements.
  - d. Present to the Executive Board and Members of General Membership meetings a monthly statement of accounts regarding the financial status of the Organization.
  - e. Provide a copy of the Treasurer's monthly statement of accounts to the Secretary to attach to his or her minutes.
  - f. Receive and issue receipts for all monies received by the Organization.
  - g. Be responsible for the safekeeping and disbursements of all of the Organization's monies.
  - h. Provide information to the Organization's CPA for the fiscal year; starting balance from August 1 and ending balance for July 31, along with a Profit and Loss statement including information from all fundraising events and expenses, and copies of monthly balance of accounts,
  - i. Ensure a smooth transition for the newly elected Treasurer by preparing a final report, orally and in writing, and giving all financial information to the newly elected Treasurer.
  - j. Recommend to the President and to the Executive Board what contracts need to be entered into in order to carry out the purposes of this Organization, including tax filings to ensure that the Organization remains a non-profit organization able to receive tax deductible donations

under state and federal law.

- k. Perform such duties as may be approved by a majority of the Executive Board or as provided in these Bylaws and any amendments hereto.

5. Membership Chairperson. The Membership Chairperson shall:

- a. Keep a list of all Members.
- b. Coordinate with the Secretary to send out cards and necessary correspondences.
- c. Coordinate with the Treasurer to keep an accurate record of all Members.
- d. Chair the correspondence committee.
- e. Perform such duties as may be approved by a majority of the Executive Board or as provided in these Bylaws and any amendments hereto.

- D. Vacancies. If for any reason an Officer position becomes vacant, either through lack of eligibility as a Member, voluntary resignations, or termination for cause under Article V ( C), the Executive Board shall have the authority to appoint a Member from the membership to complete the term of the Officer position.

## ARTICLE VII

### COMMITTEES

- A. Standing Committees. In its direction, the Executive Board may create a committee and shall have the power to appoint the Chair and Members of each committee and to remove such Chair or Members. The Committee shall consist of no fewer than three (3) Members who shall serve at the pleasure of the Executive Board. The President and or an appointed Executive Board Member shall have the responsibility to oversee every committee.

- B. Eligibility for Selection for Committee Chair by Executive Board. The Executive Board may select as

a committee chair is any Member of the Organization in good standing who shall serve at the pleasure of the Executive Board. Under the direction of the committee chair, each Standing Committee shall be organized, and duties shall be assigned, to carry out the charge of the Standing Committee or Committees. The committee chair shall report to the President and to the Executive Board regarding pertinent committee matters.

- C. Dissolution of Standing Committee or Committees. In the sole discretion of the Executive Board, that any standing Committees may be dissolved by the Executive Board.

#### ARTICLE VIII

#### COMPENSATION

No member shall be compensated for their services to this Organization. However, a Member of the Executive Board or Standing Committee shall be reimbursed for reasonable and necessary out-of-pocket expenditures advanced on behalf of this Organization and pre-approved or subsequently ratified by the Executive Board. A Member requesting reimbursement for expenditures must complete and submit a written payment/reimbursement document attaching a copy of invoice or receipts as proof of the expenditure.

#### ARTICLE IX

#### MEETINGS

- A. Parliamentary Rules. To the extent not inconsistent with these Bylaws, "Roberts Rules of Order Newly Revised" shall govern the meetings of the Executive Board and General Membership Meetings. Standing Committees or other committees need not be guided by Robert's Rules of Order.



B. Quorum.

1. General Membership Meeting. A quorum for a General Membership Meeting shall consist of a majority of the Executive Board plus one or more of the Membership in good standing.
2. Executive Board Meeting. A simple Majority (one-half plus one) of the Members serving on the Executive Board shall constitute a quorum.
3. Standing Committees. A quorum, while desirable, shall not be necessary for Standing Committees in order for decisions to be made by those committees.

C. Action Where No Quorum.

1. Executive Board Meeting. If a quorum is not present at an Executive Board meeting and the Executive Board adopts or implements certain actions, such actions may be ratified through a majority of the Executive Board Members by subsequent affirmative approval in writing by an absent Executive Board Member or Members. In the alternative, notice of the action taken shall be mailed or otherwise delivered to the absent Executive Board Members. If there is an objection to the action by a majority of the absent Executive Board Members within ten (10) calendar days after mailing the proposed action, the proposed action shall not be deemed ratified. Otherwise, the action shall be deemed ratified by failure to make an objection as set forth herein.
2. General Membership Meeting. If a quorum is not present at a General Membership Meeting and the Members present take certain actions, such actions may be ratified through a majority of the Members by subsequent affirmative approval in writing by absent Members. In the alternative, notice of the action taken shall be mailed or otherwise delivered to the absent Members. If there is an objection to the action by at least 25% of the absent Members within ten (10) calendar days after mailing the proposed action, the proposed action shall not be deemed ratified by failure to make an objection as set forth herein.

D. Notice of Meetings.

1. Notice of Executive Board Members. Notice setting forth the time, place, and location of each

meeting of the Executive Board or General Membership Meeting may be mailed, e-mailed, or communicated by telephone to each member of the Executive Board no later than five (5) days before the meeting.

2. Notice to Members. Unless otherwise requested in writing by a Member, notice setting forth the time, place and location of each meeting of the Executive Board or General Membership Meeting may be e-mailed or posted with the School's permission, at the location(s) where School notices are generally posted, not less than five (5) calendar days before the scheduled meeting.
3. Notice of Standing Committee. In the case of Standing Committees, formal notice of meetings need not be given so long as notice is disseminated by a means reasonably calculated to notify Standing Committee Members of a meeting or telephone conference in lieu of meeting.
4. Waivers of Notice of Meetings. The above notice periods may be waived by a majority of the Executive Board or Standing Committee members, including such earlier times for calling meetings.

E. Location of Meetings. Meetings shall not be required to be held at a particular place, date, or time. If meetings are held at the school facility they shall be in conformance with requirements of the District's Civility Policy.

F. Conduct and Order During Meetings. Members shall exercise proper behavior and decorum during all meetings, activities and events at which the Organization is sponsoring, assisting or participating. Any Member who engages in disruptive behavior and persists in such disruptive behavior will be requested to leave by the President and or his/her designee, and may have his or her rights and privileges suspended or terminated as provided in these Bylaws. Nothing herein shall limit the Organization's right to exercise its legal remedies, including injunctive relief, with regard to any such Member, or to file a complaint with local law enforcement for disturbance of the peace or any other violation of the California Penal Code, or to remove a Member from a meeting who is engaging in disruptive behavior by a law enforcement officer or security guard.

G. Minutes. Minutes of any General membership Meeting shall be kept by the Secretary or such other designated Officer of the Executive Board. It shall not be required, but rather encouraged, that any Standing Committees keep minutes of its meetings. However, if minutes are not kept by the Standing Committee, the chair of the Standing Committee shall give a report of the meeting(s) to the President of the Executive Board on a quarterly basis.

H. Executive Board Meetings.

1. The Executive Board may meet as frequently as it deems necessary to conduct the business of the Organization. To facilitate the transition between old and newly elected Executive Board Members, the former and newly elected Members to the Executive Board shall meet jointly after the election of the new Executive Board members no later than June 30<sup>th</sup>.
2. Special meetings of the Executive Board may be called by the President or Vice President.
3. Unless notice is provided, all meetings of the Executive Board shall be open to Members in good standing. Notwithstanding the foregoing, the Executive Board may convene any time in executive session and exclude non-Executive Board Members, except for any *ex officio* Member, in order to hold closed sessions relating to confidential matter including, but not limited to, contract negotiations, personnel matter, financial matter, pending litigation, and attorney-client matters.

I. Standing Committee Meetings. Meetings of Standing Committees shall be called by the chair or other such designated Member of each Standing Committee.

J. General Membership Meeting. There shall be an annual General Membership Meeting to be held on a date set by the Executive Board but by no later than June 30<sup>th</sup> of each fiscal year. The Executive Board may call other meetings of the membership as it deems proper for the operation of the Organization.

## ARTICLE X

## FINANCES, ACCOUNTS AND RECORDS

- A. Fiscal Year. This Organization shall operate on a fiscal year beginning July 1<sup>st</sup> through June 30<sup>th</sup>.
- B. Executive Board Responsibility. The Executive Board shall have the power, authority and duty to manage and handle the finances of the Organization, including delegation of responsibilities to its Treasurer and, if necessary, to qualified independent contractors.
- C. Organization Accountability. This Organization is accountable to its Members for all funds received and disbursed by it and, to the end; this Organization shall establish and maintain such funds and accounts as may be required by good accounting practices or by law.
- D. Depository. The Executive Board shall designate a depository for funds and other properties of the Organization.
- E. Disbursements and Use of Organization Funds.
1. All funds raised, donated, or otherwise received by this Organization, except those which are required for normal operating expenses of the Organization, shall be for the benefit of the School for educational and student related purposes as may be determined by the Executive Board, with advise of the Principal and/or Ag Department Chairperson.
  2. The Treasurer shall be responsible for safekeeping and disbursement of all Organization funds.
  3. Any warrant or check of this Organization must be signed by a least two authorized signers. The Officers authorized to sign warrants and checks on behalf of this Organization are the President, Vice President or Secretary, and Treasurer, along with the Ag Department Chair and/or other designated Ag instructor.
  4. The Executive Board may delegate, from time to time, authority to the Treasurer or other officers to

incur obligations and to sign warrants and checks up to a specific amount. Unbudgeted expenditures may not exceed \$200, and may be paid without prior Executive Board Approval.

5. Any person who disburses the Organization funds without the required approval of the Executive Board or its President, or if not subsequently ratified by the Executive Board, is personally liable to this Organization and shall reimburse this Organization for such funds.

F. Inspection of Books. Books and records of the Organization shall be available for inspection by Members requesting such access for audit purposes. The books and records shall be made available within seven (7) business days of any such written request.

G. Investment. The Executive Board shall have the power to invest or cause to be invested such surplus funds as are not necessary for the operation of the Organization.

## ARTICLE XI

### LIABILITY, INDEMNIFICATION, AND INSURANCE

A. Disposition of Assets and Liabilities. Any Member of the Executive Board shall have no liability based on any alleged failure to discharge such person's obligations as a Member of the Executive Board, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Organization, or assets held by it, is dedicated, so long as such person complies with these Bylaws.

B. Indemnification and Insurance. Except for conduct or a crime constituting moral turpitude relating to the Organization's affairs, any Member of the Executive Board, and any Member discharging obligations delegated to him or her pursuant to the authority of the Executive Board and pursuant to these Bylaws shall, to the extent financial resources are available to the Organization, be fully

indemnified by the Organization. The Organization shall purchase liability insurance as may be required under Civic Center Act (Education Code sections 38131, et, Esq.). Any Member sued in connection with carrying out the duties of the Organization shall be fully indemnified by the Organization, and insured, to the extent that liability insurance is available, and shall not be personally liable except in the case of loss by the Organization due to conduct constituting moral turpitude as defined by California Law relating to the affairs of the Organization.

## ARTICLE XII

### DISSOLUTIONS OF ASSETS

A. Disposition of Assets and Liabilities. In the event of dissolution of this Organization, the assets, and funds of this Organization shall be turned over to El Capitan High School's Ag Department for educational purposes. The School and School District are not responsible and shall not be liable for any of the liabilities of this Organization.

## ARTICLE XIII

### BYLAWS AND AMENDMENTS

A. Effectiveness of Bylaws. These Bylaws, as permanent Bylaws, shall become effective upon adoption by the Executive Board and ratification by a majority vote of a quorum of the Members of this Organization. These Bylaws shall supersede any prior bylaws, to the extent they exist. These Bylaws may be amended at a General Meeting by a majority vote of the Members in good standing.

B. Members Bound by Bylaws; Contract with Members. This Organization shall be governed by these

Bylaws and by such amendments hereto as may from time to time be adopted by the Executive Board. Each Member of this Organization agrees to comply with and be bound by the provisions of these Bylaws and further agrees that this Organization shall be operated pursuant to these Bylaws, upon approval of the membership, as to their rights, duties and obligations.

C. Amendments.

1. Recommendation. Any amendments to these Bylaws may be recommended by any Member of the Executive Board or any Member in good standing.
2. Notice of Amendment. If the Executive Board approves a proposed amendment to the Bylaws, the proposed amendment shall be submitted for ratification to the Membership at a General Membership Meeting. Upon request, a copy of the proposed amendment shall be made available for inspection or copying by any Member. Notice of the proposed amendment shall be given and may be merged with any notice of meeting, provided that the proposed amendment is described or summarized in the notice or in any agenda accompanying such notice.
3. Votes Required. These Bylaws may be amended by a majority vote of a quorum of the Membership. Ratification of amendments to the Bylaws by the Member may be made by voice vote, roll call, or by confidential ballot as determined by the Executive Board.
4. Effective Date. Unless otherwise stated by the proposed amendment to the Bylaws, any amendment to these Bylaws shall be effective immediately following the ratification of the amendment by the Membership. All amendments to these Bylaws, and all Bylaws, shall be binding upon the Members of this Organization.

D. Timelines. the timeliness of these Bylaws shall be deemed directory, unless substantial prejudice results to the Membership.