

**FIRST AMENDED AND RESTATED
BYLAWS OF
RAYMOND J. FISHER HOME AND SCHOOL CLUB, INC.
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

1. **NAME:** The name of this corporation is Raymond J. Fisher Home and School Club, Inc. (the “Corporation”).
2. **OFFICES OF THE CORPORATION; PRINCIPAL OFFICE:** The principal office for the transaction of the activities and affairs of the Corporation is located at 19195 Fisher Avenue, Los Gatos, California in Santa Clara County.
3. **PURPOSES AND LIMITATIONS:**
 - a) **GENERAL PURPOSES.** This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. This organization is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).
 - b) **SPECIFIC PURPOSES.** Within the context of the general purposes stated above, the purposes of this Corporation shall be to enhance the experience of the students, faculty, staff and families at Raymond J. Fisher Middle School (the “School”), including without limitation by fundraising, supporting and enhancing curriculum, building a sense of community, expanding the arts, integrating technology into the classroom, promoting physical fitness, and building a positive learning environment.
 - c) **LIMITATIONS.** No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this Corporation participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of or in opposition to any candidate for public office. The Corporation’s assets are irrevocably dedicated to the purposes set forth in Sections 3(a) and 3(b) above. No part of the net income or assets of this Corporation, on dissolution or otherwise, shall ever inure to the benefit of any director of the Corporation (singularly, a “Director”, collectively, the “Directors”), officers of the Corporation (“Officers”; each an “Officer”), or Member (as defined below) thereof, or to the benefit of any private person.

Upon the dissolution or winding up of the Corporation, all properties and assets remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation shall be distributed to an organization (or organizations) organized and operated exclusively for charitable, scientific, and educational purposes, if the organization has established its tax-exempt status under Internal Revenue Code Section 501(C)(3) or the corresponding provision of any future United State internal revenue law, and has established its tax-exempt status under Revenue and Taxation Code Section 23701d or the corresponding section of any future California revenue and tax law. The Corporation may cooperate with other districts, schools, and organizations that are concerned with child education and welfare and may donate money to such entities upon the approval of the of Board of Directors (the "Board").

4. QUALIFICATIONS AND RIGHTS OF MEMBERSHIP

- a) **CLASSES AND QUALIFICATIONS.** This Corporation shall have a single class of members designated in the singular as a "Member", in the plural as "Members" and when in reference to the status of a Member or Members, as "Membership". Membership is open only to parents or guardians of students attending the School and faculty and staff at the School, in each case who have paid the amounts referenced in Section 4(c) of these Bylaws. Each family is collectively considered one "Member", regardless of the number of children from that family attending the School and the number of households.
- b) **VOTING RIGHTS OF MEMBERS.** The Members shall have the right to vote, as set forth in the Articles of Incorporation of the Corporation (the "Articles of Incorporation"), these Bylaws, including the limitation described in Section 5(j) herein, California Nonprofit Public Benefit Corporation Law, and any other applicable law, on the election of Directors, on the disposition of all or substantially all of the Corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Corporation. The Members shall have the right to vote on unbudgeted expenditures if they exceed ten percent of the annual budgeted gross income of the Corporation. In addition, the Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.
- c) **DUES, FEES, AND ASSESSMENTS.** Each Member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. All such payments shall be nonrefundable. Faculty and staff at the School shall not be required to pay any amount in order to be a Member in good standing. At the beginning of any given school year, the Board shall have the authority to determine that no such dues, fees, and/or assessments will be required for that year.

- d) **GOOD STANDING.** Those Members who have paid the required dues, fees, and assessments in accordance with these Bylaws shall be Members in good standing.
- e) **CAUSES OF TERMINATION.** A Membership shall terminate on occurrence of any of the following events:
 - i) Resignation of the Member, on reasonable notice to the Corporation;
 - ii) Expiration of the period of Membership, unless the Membership is renewed on the renewed terms fixed by the Board.
 - iii) Occurrence of any event that renders the Member ineligible for Membership, or failure to satisfy Membership qualifications; or
 - iv) A good faith determination by the Board, or a committee or person authorized by the Board to make such determination, that the Member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.
- f) **PROCEDURE FOR EXPULSION.** Following the determination that a Membership should be terminated pursuant to Section 4(e) above, the Corporation shall (i) provide fifteen (15) days prior notice of the expulsion and the reasons therefor to the Member(s); and (ii) provide an opportunity for the Member(s) to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion by a person or body authorized to decide that the proposed expulsion not take place.
- g) **NONTRANSFERABILITY OF MEMBERSHIP.** No Membership or right arising from Membership shall be transferred. All Membership rights cease upon a Member's resignation, death, suspension, or upon dissolution of the Corporation.
- h) **MEMBERSHIP RECORDS.** The Corporation shall keep an electronic or written record of the name and address of each Member.
- i) **NONLIABILITY OF MEMBERS.** A Member is not, as such, personally liable for the debts, liabilities or obligations of the Corporation.
- j) **RESIGNATION OF MEMBERS.** A Member may resign by giving written notice to the president of the Corporation (the "President") or secretary of the Corporation (the "Secretary"). Such resignation shall be effective when notice is given, unless such notice specifies a later time for the resignation to become effective.

5. MEETING OF MEMBERS:

- a) PLACE OF MEETINGS. Meetings of the Members shall be held at the School or, with reasonable prior notice, at such other place reasonably designated by the Board.
- b) REGULAR MEETINGS. Meetings of the Members shall be held on such dates as are fixed by the Board, which shall give notice to the Members as provided in these Bylaws. At such meetings, any proper business, including without limitation the appointment of Officers and Directors, may be transacted subject to these Bylaws. The final operating budget for each fiscal year shall be submitted to the Members for approval at a regular meeting of the members held in September of such year (the "September Member Meeting").
- c) ANNUAL MEETING. A general meeting of the Members shall be held during the month of May (the "Annual Meeting") at such time and place as are fixed by the Board, which shall give notice to the Members as provided in these Bylaws. Directors shall be elected at this meeting and appointed as Officers, the preliminary operating budget for the following fiscal year shall be presented by the treasurer of the Corporation ("Treasurer") and submitted to the vote of the Members, and any other proper business may be transacted at this meeting.
- d) SPECIAL MEETINGS.
 - i) PERSONS AUTHORIZED TO CALL. A special meeting of the Members may be called at any time by (i) the Board or the President (with reasonable notice to the Members specifying the general nature of the business proposed) or (ii) twenty percent (20%) or more of the Members.
 - ii) CALLING MEETINGS BY MEMBERS. A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or the Secretary. The Officer receiving the request shall cause notice to be given promptly to the Members entitled to vote, in accordance with Section 5(g) of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting shall be at least thirty (30) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the Board.
- e) PROPER BUSINESS OF SPECIAL MEETING. No business, other than the business the general nature of which was set forth in the notice of the meeting, maybe transacted at a special meeting.

- f) NOTICE REQUIREMENTS FOR MEMBERS' MEETINGS.
- i) GENERAL NOTICE REQUIREMENTS. Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Section 5(g) of these Bylaws, to each Member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, for a special meeting, the general nature of the business to be transacted, and no other business may be transacted at such special meeting. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.
 - ii) NOTICE OF CERTAIN AGENDA ITEMS. Approval by the Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states that the general nature of the proposal or proposals:
 - (1) Removing a Director without cause;
 - (2) Filling vacancies on the Board;
 - (3) Amending the Articles of Incorporation; or
 - (4) Electing to wind up and dissolve the Corporation
- g) MANNER OF GIVING NOTICE. Notice shall be given either personally or by first class, registered, or certified mail, or by the usual and customary method of distributing information to students or families, including, but not limited to, various electronic media, website posting, weekly newsletter or by email. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting; however, notice of any meeting shall not be considered effective if it is given more than ninety (90) days prior to the date of the meeting and shall be appropriately noticed again no less than ten (10) days prior to the meeting.
- h) QUORUM.
- i) PERCENTAGE REQUIRED. At least ten (10) Members and a majority of Directors shall constitute a quorum for the transaction of business at any meeting of Members; provided, however, that if any regular meeting or the Annual Meeting is actually attended in person by less than one third of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under these Bylaws.
 - ii) LOSS OF QUORUM. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough Members have withdrawn to leave less than

a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

- i) **ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS.** Any Members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members represented at the meeting. No notice need be given of the adjourned meeting if the time and place are announced at the meeting to be adjourned. No meeting may be adjourned for more than forty-five (45) days.
- j) **VOTING.**
 - i) **ELIGIBILITY TO VOTE.** Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, Members entitled to vote at any meeting of Members shall be Members in good standing as of the record date determined under these Bylaws.
 - ii) **MANNER OF CASTING VOTES.** Voting may be by voice or ballot or by show of hands.
 - iii) **VOTING.** Each Member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the Members, either in person or by a proxy executed by such person or by his or her duly authorized agent and filed with the Secretary prior to the start of the meeting.
 - iv) **APPROVAL BY MAJORITY VOTE.** If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the Members, unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by the Articles of Incorporation. In the event of a tie vote, the issue is to be opened for further debate. A second vote will be taken. If the issue is not resolved by the second vote, the motion shall fail.
- k) **WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS.** The transactions of any meeting of Members, however, called or notified and whether held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy. Notice need not be given to any Member who either before or after the meeting, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any meeting or Members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 5(f)(ii), the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

- l) **WAIVER BY ATTENDANCE.** A Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting; unless, the Member objects at the beginning of the meeting or the transaction or any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of the matter required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

- m) **ACTION WITHOUT A MEETING.**
 - i) **ACTION BY UNANIMOUS WRITTEN CONSENT.** Any action required or permitted to be taken by the Members may be taken without a meeting, if all Members consent in writing to the action. The written consent or consents shall be filed with the minutes of all the proceedings of the Members. The action by written consent shall have the same force and effect as the unanimous vote of the Members.

 - ii) **ACTION BY WRITTEN BALLOT WITHOUT A MEETING.** Any action that may be taken without a meeting under Section 5(m)(i) must comply with the following requirements.
 - (1) **SOLICITATION OF WRITTEN BALLOTS.** The Corporation shall distribute on written ballot to each Member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by these Bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for elections of Directors, state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the Members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the Corporation.

 - (2) **NUMBER OF VOTES AND APPROVALS REQUIRED.** Approval by written ballot shall be valid only when (1) the numbers of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicated that authority to vote is withhold) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equal or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

 - (3) **REVOCAION.** A written ballot may not be revoked.

(4) FILING. All written ballots shall be filed with the Secretary and maintained in the corporate records for at least 1 year.

n) RECORD DATE FOR NOTICE, VOTING, WRITTEN BALLOTS, AND OTHER ACTIONS.

i) RECORD DATE DETERMINED BY BOARD. For purposes of determining the Members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix a record date. The record date so fixed:

(1) For notice of a meeting shall not be more than ninety (90) nor less than 10 days before the date of the meeting;

(2) For voting at a meeting shall not be more than sixty (60) days before the date of the meeting;

(3) For voting by written ballot shall not be more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and

(4) For any other action shall not be more than sixty (60) days before that action.

ii) RECORD DATE NOT DETERMINED BY BOARD.

(1) RECORD DATE FOR NOTICE OR VOTING. If not otherwise fixed by the Board, the record date for determining Members entitled (1) to receive notice of a meeting of Members shall be the next business day preceding the day on which notice is given or, if the notice is waived, the next business day preceding the day on which the meeting is held, and (2) vote at the meeting shall be the day on which the meeting is held.

(2) RECORD DATE FOR ACTION BY WRITTEN BALLOT. If not otherwise fixed by the Board, the record date for determining Members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the sixtieth (60th) day before the date of that action, whichever is later.

o) MEMBERS OF RECORD. For purposes of these Bylaws, a person holding a Membership at the close of business on the record date shall be a Member of record.

p) ELECTRONIC MEETINGS. Any meeting may be held by video conference, telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Members participating in the

meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Members shall be deemed to be present in person at such a meeting.

6. DESIGNATION OF DIRECTORS:

- a) DIRECTORS. The Board is designated by virtue of their elected positions in accordance with Section 5520 of the California Corporation Code.
- b) The Board shall consist of the following:
 - i) The principal of the School (the “Principal”), or a representative appointed by the principal; and
 - ii) The elected and appointed Officers. The Principal is a non-voting member of the Board.
- c) Two people sharing an office shall count as one Director and each office shall be entitled to one vote as a Director. If two people hold an office, only one vote as a Director may be counted, as agreed upon by the co-chairs. Disagreement by the co-chairs will constitute a no vote for the Director appointed for their office.

7. DIRECTOR'S POWERS:

- a) GENERAL CORPORATE POWERS. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations or the Articles of Incorporation or these Bylaws regarding actions that require approval of the Members, the Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.
- b) SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 7 of these Bylaws, but subject to the same limitations, the Directors shall have the power to:
 - i) Appoint and remove, at the desire of the Board, all the Corporation’s Officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.
 - ii) Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities within or outside California; and designate any place within California for holding any meeting of the Members.
 - iii) Adopt and use a corporate seal; prescribe the forms of Membership certificates; and alter the form of the seal and certificates.

- iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages pledges, hypothecation, and other evidences of debt and securities.

8. DIRECTORS TERMS AND VACANCIES:

- a) **TERMS.** As of August 1 of each year, the Directors elected the previous spring will become Directors for the following one (1) year. The principal will remain a Director so long as he or she is employed in such position.
- b) **VACANCIES ON BOARD.** A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Public Benefit Corporation Law; (c) or the vote of the Members to remove any Director(s).
- c) **RESIGNATIONS.** Except as provided below, any Director may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if the Corporation would be left without a duly elected Director or Directors.
- d) **FILLING VACANCIES.** Except for a vacancy created by the removal of a Director by the Members, vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. The Members may fill any vacancy or vacancies not filled by the Directors.

9. DIRECTOR'S MEETINGS:

- a) **PLACE OF MEETINGS.** Meetings of the Board shall be held at any place within California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.
- b) **ELECTRONIC MEETINGS.** Any meeting may be held by video conference, telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such a meeting.

- c) OTHER REGULAR MEETINGS. Regular meetings of the Board may be held at such time and place as the Board may fix from time to time.^[1]~~[SEP]~~ The Board shall approve by a two thirds vote both the preliminary operating budget of the Corporation to be submitted to the Members for approval at the Annual Meeting and the final operating budget of the Corporation to be submitted to the Members for approval at the September Member meeting.
- d) SPECIAL MEETINGS; AUTHORITY TO CALL. Special meetings of the Board for any purpose may be called at any time by the President or the Secretary or any two (2) Directors.
- e) NOTICE. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of oral or written notice; (b) by first-class, postage prepaid; or (c) by telephone or email, either personally to the Director or through a voice messaging system or other system or technology designed to record and communicate messages. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting; however, notice of any meeting shall not be considered effective if it is given more than ninety (90) days prior to the date of the meeting and shall be appropriately noticed again no less than ten (10) days prior to the meeting.
- f) TIME REQUIREMENTS. Notice sent by first-class mail shall be deposited in the United States mails at least five (5) days before the time set for the meeting. Notices given by personal delivery, telephone, email, or voice messaging system shall be delivered at least forty-eight (48) hours before the time set for the meeting.
- g) NOTICE CONTENTS. The notice shall state the time of the meeting, and the place, if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting unless required elsewhere in these Bylaws.
- h) QUORUM. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Each office shall count as one membership towards the constitution of a quorum of the Directors. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transaction between corporations having common directorships, (c) creation of and appointments to committees of the Board,

- and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. For purposes of this section, two people sharing an office shall count as one Director for the purpose of calculating a quorum.
- i) **WAIVER OF NOTICE.** Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.
 - j) **ADJOURNMENT.** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
 - k) **NOTICE OF ADJOURNED MEETING.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.
 - l) **ACTION WITHOUT A MEETING.** Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action (subject to the voting rule for co-chairs set forth in Section 6(c)); provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an “interested director” as defined in Section 5233 of the California Corporation Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board. Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the President.
 - m) **COMPENSATION AND REIMBURSEMENT.** Directors may receive such compensation, if any, for their services as Directors or Officers, and such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted. Pursuant to California Corporations Code Section 5227, not more

than 49 percent of the Directors may be compensated for their work as Officers of the Corporation.

n) COMMITTEES

i) COMMITTEES OF THE BOARD. The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees, consisting of persons who are not Directors to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent Member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (1) Take any final action on any matter than, under the California Benefit Corporation Law, also require approval of the Members or approval of a majority of all Members;
- (2) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (3) Fix compensation of the Directors for serving on the Board or any committee;
- (4) Amend or repeal Bylaws or adopt new by-laws;
- (5) Amend or repeal any resolution of the Board that by its express terms is not so amendable or subject to being repealed;
- (6) Create any other committees of the Board or appoint the members of committees on the Board;
- (7) Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected;
- (8) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as specified approval is provided for in Section 5233(d)(3) of the California Corporations Code; or
- (9) Have any authority to sign any agreement or otherwise contractually bind the Corporation in any way.

o) MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the

calling of special meetings of such committees may be determined either by Board resolution, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any of the Board shall be kept and shall be filed with corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules. Each committee chair shall keep written records of all receipts and disbursements of the committee and provide them to the Board upon request. Upon the expiration of the term of a committee chair or in case of resignation or termination, each committee chair shall turn over to the president, without delay, all Corporation funds, records, books, records of receipts and disbursements, and other material belonging to the Corporation.

- p) PARTICULAR BOARD AND ADVISORY COMMITTEES. These Bylaws may establish particular committees, i.e. an executive committee, audit committee, compensation committee, and finance committee. The Board cannot, however, delegate the powers listed in Corporations Code Section 5212 (1)(1)-(8) to any committee. If any committee is to have any non-Director committee members, it is not a “committee of the Board” and it should be clearly labeled an advisory committee.
- q) REVOCATION OF DELEGATED AUTHORITY. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a committee, increase or decrease (but not below two) the number of members of a committee, and fill vacancies in a committee from the members of the Board. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

10. OFFICERS:

- a) OFFICERS OF THE CORPORATION.
 - i) The Officers of the Corporation shall be:
 - (1) A President
 - (2) A Fundraising Chair (the “Fundraising Chair”)
 - (3) A Treasurer
 - (4) A Secretary
 - (5) A Communications Officer (the “Communications Officer”)
 - (6) A Parliamentarian (the “Parliamentarian”)
 - (7) A Community Chair (the “Community Chair”)
 - (8) A Student Enrichment Chair (the “Enrichment Chair”)

- ii) The Corporation may also have, at the Board's discretion, more than one person hold chairs for any position. If the Parliamentarian cannot fill any position other than President, Secretary and Treasurer, the rest of the Officers may take on or delegate the responsibilities of such position or positions without violating these Bylaws. The Corporation may also have, at the Board's discretion, such other Officers as may be appointed in accordance with Section 10(c) of these Bylaws. No person may hold more than one office and, subject to the provisions on co-chairs set forth in Section 6(c), each person shall be entitled to only one vote and shall count as one membership toward the constitution of a quorum of Directors.

b) ELECTION OF DIRECTORS AND OFFICERS.

- i) The Parliamentarian shall be charged with finding Members in good standing to serve as Officers and Directors prior to the Annual Meeting. If a Director chooses not to continue on the Board for the following year, notice should be given to the Parliamentarian by March 1st.
 - ii) Each Officer must be a current Member and must have a child enrolled as a student at the School.
 - iii) Directors shall be elected and appointed as Officers at the Annual Meeting for one (1) year terms. At such meeting, the slate of the Directors and Officers as prepared by the Parliamentarian will be presented, and the Members present on such meeting, assuming a quorum is present, will vote on the slate. Candidates receiving the highest number of votes shall be elected as Directors and appointed as Officers.
 - iv) Each Director and each Officer, including a Director or Officer elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director or Officer's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. New Directors and Officers shall assume their duties on August 1 of each year, provided that (1) current Treasurers will start working with the incoming Treasurers as soon as possible each spring, (2) the incoming Treasurer will assume his or her responsibilities as an Officer on July 1 of each year but will not become a Director until August 1, and (3) the outgoing Treasurer will continue to work with the incoming Treasurer to complete the fiscal year responsibilities.
- c) OTHER OFFICERS. The Board may appoint and may authorize the President, or other Officer, to appoint any other Officers that the Corporation may require. Each Officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined by the Board.

- d) REMOVAL OF OFFICERS. Without prejudice to any rights of any Officer under any contract of employment, any Officer may be removed with cause upon the vote of a majority of the Members. As used herein, "with cause" means, among other things, that an Officer has missed three consecutive meetings of the Board or fails to support the purposes of the Corporation as defined in Section 3.
- e) RESIGNATION OF OFFICERS. Any Officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not to be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.
- f) VACANCIES IN OFFICE. A vacancy occurring in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.
- g) END OF OFFICE. Upon the expiration of the term of office, or in the case of resignation or termination, each Officer shall turn over to the President, without delay, all records, books and other material pertaining to the office and shall return to the Treasurer, without delay, all funds belonging to the Corporation.

11. RESPONSIBILITIES OF OFFICERS:

- a) PRESIDENT. The President shall be the general manager of the Corporation and shall supervise, direct, control the Corporation's activities, affairs, and Officers. More specifically, the President shall:
 - i) Empower and support the work of the Officers and the committees of the Corporation in order that the purposes of the Corporation may be accomplished;
 - ii) Solicit monthly updates from each of the Officers and set agendas based thereon for meetings, with assistance from the Secretary;
 - iii) Preside at all Members' meetings and at all Board meetings;
 - iv) Attend meetings as needed to represent the interests of the Corporation;
 - v) Give, or cause to be given, notice of all meetings of Members, of the Board and of committees of the Board required by these Bylaws;
 - vi) Set the Corporation's calendar with input from the Officers and other stakeholders;
 - vii) Be an ex-officio member of the committees;

- viii) Be responsible for coordinating events highlighting the Corporation's purpose to members and other parents and shall represent the Corporation at school wide events;
 - ix) Perform such other duties as may be prescribed in these bylaws or assigned to her or him by the Board; and
 - x) Have the right to expend up to the sum of \$250 per item to promote the purposes of the Corporation. The cumulative amount of these unbudgeted expenditures is not to exceed, \$1,000 per fiscal year. Unbudgeted expenditures of sums greater than \$250 or cumulatively in excess of \$1,000 must be approved by the Board.
- b) FUNDRAISING CHAIR.
- i) The Fundraising Chair shall act as the Board liaison for each of the Corporation's fundraisers, work with the President and each fundraising committee to set the calendar for events, and provide regular updates of the Corporation's fundraisers to the Board.
 - ii) The Fundraising Chair shall plan, coordinate, and/or oversee activities that raise funds for the Corporation. This shall include helping to communicate with, support, and promote the OneCommunity LG campaign as needed, including without limitation by determining and communicating fundraising goals, reviewing memorandums of understanding, coordinating calendars, and attending meetings.
 - iii) The Fundraising Chair shall perform such other duties as may be prescribed in these bylaws or assigned to her or him by the Board.
- c) SECRETARY.
- i) The Secretary shall keep or cause to be kept, at the Corporation's principal office, a record of the minutes of all meetings, proceedings, and actions of the Board and of Member's meetings. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special (and, if special, how authorized and the notice given), the names of those present at Board and committee meetings, and the number of Members present or represented at Members' meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation, and these Bylaws, as amended to date.
 - ii) The Secretary shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.
- d) TREASURER.

- i) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the Members and Directors such financial statements, and reports as are required to be given by law, by these Bylaws, or by any Director at all reasonable times. The office of the Treasurer may be shared by one other person.
 - ii) The Treasurer shall handle bank relations and investing, including depositing, or causing to be deposited, all money and other valuables in the name and for the credit of the Corporation with such depositories as the Board may designate, disbursing the Corporation's funds as the Board may order, and rendering to the Board, when requested, an account of all transactions made by the Treasurer and of the financial condition of the Corporation. The Treasurer shall (i) reconcile bank statements and balances using QuickBooks or a comparable software system to maintain accurate records of deposits and payments, especially for direct donation fundraisers, (ii) ensure the integrity of online accounts by maintaining the database of account usernames and passwords, changing the passwords annually, and (iii) minimize access to accounts to only the President, Treasurer, and any Member determined by the Board to need account access.
 - iii) The Treasurer shall prepare and present monthly financial statements, including a balance sheet, profit and loss statement, and a year-to-date comparison to budget, at every regular meeting of the Corporation and at other times when requested by the Board. The Treasurer shall prepare and present an operating budget for the current fiscal year at the regular September meeting of the members. The Treasurer shall prepare and present a preliminary operating budget for the next fiscal year at the Annual Meeting.
 - iv) The Treasurer shall prepare, or have prepared, those reports, filings and statements as may be required by the Internal Revenue Service and the California Franchise Tax Board. This includes filing the annual Registry of Charitable Trusts renewal with the State of CA.
 - v) The Treasurer shall review all insurance contracts.
 - vi) After leaving office, the Treasurer shall work with the incoming Treasurer to close out the fiscal year.
 - vii) The Treasurer shall Perform such other duties as may be prescribed in these Bylaws or as assigned by the Board.
- e) **COMMUNICATIONS OFFICER.** The Communications Officer shall be the liaison with, or assume the roles of, editor and publisher of the Corporation's weekly newsletter. The Communications Officer shall update and maintain

the Corporation's website. When needs are identified by the Board for mass distribution to Members, the Communications Officer shall create copy and coordinate the distribution of mailers, email campaigns, and signage. The Communications Officer shall perform such other duties as may be prescribed in these bylaws or assigned to her or him by the Board.

f) PARLIAMENTARIAN.

i) The Parliamentarian shall attend all Board and Member meetings and provide necessary advice in parliamentary procedure when requested.

ii) The Parliamentarian shall recruit Directors and conduct the election process, shall review these Bylaws and rules as necessary, and shall perform such other duties as may be set forth in these Bylaws or as assigned by the Board.

iii) If the President is absent or disabled, the Parliamentarian shall perform all duties of the President. When so acting, the Parliamentarian shall have all powers of and be subject to all restrictions on the President.

g) COMMUNITY CHAIR.

i) The Community Chair shall act as the Board liaison for the school's community programs, work with the President and community programs in setting the calendar for events, identify, coordinate, and recruit parent volunteers as requested by Officers, school administration and community programs, and solicit regular updates from the community programs and report progress and any problems to the Board.

ii) The Community Chair shall perform such other duties as may be prescribed in these bylaws or assigned to her or him by the Board.

h) ENRICHMENT CHAIR. The Enrichment Chair shall act as the Board liaison for the school's student enrichment programs, work with the President and student enrichment programs in setting the calendar for events, solicit regular updates from the student enrichment programs and report progress and any problems to the Board, and work with the Community Chair to recruit parent volunteers for student enrichment events. The Enrichment Chair shall perform such other duties as may be prescribed in these bylaws or assigned to her or him by the Board.

12. INDEMNIFICATION:

a) RIGHT OF INDEMNITY. To the fullest extent permitted by law, the Corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably

incurred by them in connection with any “proceeding”, as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporation Code.

- b) APPROVAL OF INDEMNITY. On written request to the Board by any person seeking indemnification under Section 53238(a) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of Members. At that meeting, the Members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Members present at the meeting in person or by proxy shall authorize indemnification.
- c) ADVANCEMENT OF EXPENSES. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 12 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.
- d) INSURANCE. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, or agents in such capacity or arising out of the Officers’, Director’s employee’s, or agent’s status as such.

13. RECORDS AND REPORTS:

- a) MAINTENANCE OF CORPORATE RECORDS. The Corporation shall keep:
 - i) Adequate and correct books and records of account;
 - ii) Written minutes of the proceedings of its Members, Board, and committees of the Board; and
 - iii) A record of each Member’s name, address, and class of Membership.

- b) **MEMBERS' INSPECTION RIGHTS.** Subject to Division 2, Part 2, Chapter 13, Article 3(commencing at Section 6330) of the California Corporations Code and unless the Corporation provides a reasonable alternative as provided below, any Member may do either or both of the following for a purpose reasonably related to the Member's interest as a Member:
- i) Inspect and copy the records of Members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the Corporation, which demand must state the purpose for which the inspection rights are requested; or
 - ii) Obtain from the Secretary, on written demand and tender of a reasonable charge, 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 that list has been compiled, or as of the date, after the date of demand, specified by the Member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the Member on or before the later of ten (10) days after (i) the demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.
 - iii) The Corporation may, within ten (10) 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 a 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.
 - iv) If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a Member, for a personal or professional interest in addition to the reasonably related interest, or if it provides a reasonable alternative under this Section, it may deny the Member access to the Membership list.
 - v) Any inspection and copying under this Section may be made in person or by the Member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the Corporation.
- c) **ACCOUNTING RECORDS AND MINUTES.** On written demand on the Corporation, any Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the Member's interest as a Member. Any such inspection and copying may be made in person or by the Member's

agent or attorney. Any right of inspection extends to the records of any subsidiary of the Corporation.

- d) **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and these Bylaws, as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours.
- e) **INSPECTION BY DIRECTORS.** Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.
- f) **ANNUAL REPORT.** The Board shall cause an annual report to be made available to the Members and Directors at the September Member Meeting. That report shall contain the following information, in appropriate detail, for the fiscal year:
 - i) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
 - ii) The principal changes in assets and liabilities, including trust funds.
 - iii) The revenue or receipts of the Corporation, both unrestricted and restricted, to particular purposes.
 - iv) The expenses and disbursements of the Corporation for both general and restricted purposes.
 - v) Any information required to be disclosed under Section 13(g).
 - vi) The annual report shall be accompanied by statements prepared by independent accountants or by a certificate of an authorized Officer of the Corporation that such statements were prepared without audit of the Corporation's books and records. In addition, the annual tax returns of the Corporation shall be prepared by independent accountants or an authorized Officer of the Corporation. If prepared by an Officer of the corporation, such tax returns shall be made available to all Board members for review.
- g) **ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.** As part of the annual report to all Members, or as a separate document if no annual report is issued, the Corporation shall annually make available to each Member and furnish to each Director a

statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the Corporation's fiscal year:

- i) Any transaction (i) in which the Corporation was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$10,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$10,000. For this purpose, an "interested person" is either of the following: (i) any Director or Officer of the Corporation; or, (ii) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.
- ii) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the Corporation under these Bylaws, unless that indemnification has already been approved by the Members under Section 5238(e)(2) of the California Corporations Code.

14. 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. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neutral, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

15. AMENDMENTS:

- a) AMENDMENT BY BOARD.
 - i) MEMBERSHIP RIGHTS LIMITATION. Subject to the rights of Members under Section 4 of these Bylaws and the limitations set forth below, the Board may adopt, amend, or repeal Bylaws unless the action would materially and adversely affect the Members' rights as to voting or transfer. The Board may not extend the term of a Director beyond that for which the Director was elected.
 - ii) CHANGES TO NUMBER OF DIRECTORS. The Board may not, without the approval of the Members, specify or change any bylaw provision that would:
 - (1) Fix or change the authorized number of Directors.
 - (2) Fix or change the minimum or maximum number of Directors, or
 - (3) Change from a fixed number of Directors to a variable number of Director or vice versa.

- iii) HIGH VOTE REQUIREMENT. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.
- iv) MEMBERS' APPROVAL REQUIRED. Without approval of the Members, the Board may not adopt, amend, or repeal any Bylaws that would:
 - (1) Increase or extend the terms of Directors;
 - (2) Increase the quorum for Members' meetings;
 - (3) Repeal, restrict, create, expand, or otherwise change proxy rights; or
 - (4) Authorize cumulative voting.
- b) AMENDMENT BY MEMBERS. New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the two thirds of the Members. No amendment may extend the term of a Director beyond that for which the Director was elected.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Raymond J. Fisher Home and School Club, Inc., a California nonprofit benefit corporation, that the above Bylaws, consisting of 22 pages (including this Certificate of Secretary), are the Bylaws of the Corporation as properly approved and adopted by the Members on _____, 2021, and they have not been amended or modified since that date.

Executed on _____, 2021 at Los Gatos, California.

By: _____ (signature)

Name: _____ (print or type)