

**AMENDED AND RESTATED BYLAWS OF THE**  
**OAKMONT HIGH SCHOOL PARENTS CLUB, INC.**

**ARTICLE I. NAME**

**Section I. Name**

The name of the organization is the Oakmont High School Parents Club, Inc. (the “OPC”).

**Section II. Principal Office**

The principal office of the OPC shall be located at 1710 Cirby Way, Roseville, CA, or at such other place as the board of directors of the OPC (the “Executive Board”) shall determine. Any change of this location shall be noted by the Secretary on these bylaws opposite this section, or this section may be amended to state the new location.

**ARTICLE II. PURPOSES**

The OPC is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Corporation Law for public and charitable purposes. The OPC is a tax-exempt corporation under Section 501(c)(3) of the Internal Revenue Code.

The purpose of the OPC is to raise funds for Oakmont High School and put those funds back into the school’s activities or its student body’s activities. In the context of this general purpose, the OPC shall seek to:

- a. Provide financial support to Oakmont High School students, programs, clubs, teams, and activities beyond what is available from Roseville Joint Union High School District;
- b. Promote parental and community involvement, participation, and pride in Oakmont High School; and
- c. Provide a structure through which booster clubs which support specific student activities, programs, and sports can work together for the benefit of each and the general benefit of the full student body of Oakmont High School.

**ARTICLE III. MEMBERSHIP**

**Section I. Eligibility**

Membership in the OPC is open to any adult, age 18 years or greater, who has demonstrated genuine interest in furthering the purposes of the OPC as stated in ARTICLE II and agrees to uphold the bylaws of OPC, upon approval of such person’s membership application by the Executive Board and on timely payment of such dues as the Executive Board may fix from time to time pursuant to Section II below.

There is no limit to the number of members the OPC may admit.

## **Section II. Dues**

Each member must pay annual dues covering the period from September 1 through August 31 of each year, or such other period of time as determined by the Executive Board. The cost of dues shall be determined from time to time by the Executive Board. Dues are to be paid in full with the application for membership and are non-refundable and non-assessable. Membership may include specific benefits as determined by the Executive Board from time to time.

Members who have paid the required dues in accordance with these bylaws and whose membership has not terminated shall be members in good standing.

## **Section III. Rights of Members**

Members in good standing are:

- a. Entitled to participate in all functions of the OPC except as provided in these bylaws;
- b. Eligible to serve as officers, committee chairs, committee members, or members of the Executive Board;
- c. Eligible to attend meetings of the Executive Board as set forth in these bylaws, and
- d. Eligible to vote, as set forth in these bylaws, on the election of officers, on the disposition of all or substantially all of the OPC's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the OPC.

In addition, members shall have all rights afforded members under the California Nonprofit Corporation Law.

## **Section IV. Termination of Membership**

A membership shall terminate on occurrence of any of the following events:

- a. Resignation of the member;
- b. The member's failure to pay dues as set by the Executive Board within 15 days after they are due and payable; or
- c. Termination of membership as set forth below in these bylaws based on the good faith determination by the Executive Board, or a committee or person authorized by the Executive Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the OPC, or has engaged in conduct materially and seriously prejudicial to the OPC's purposes and interests.

If grounds appear to exist for terminating a member under this section, the following procedure shall be followed:

- a. The Executive Board shall give the member at least 15 days' prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the OPC's records.
- b. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the Executive Board or by a committee or person authorized by the Executive Board to determine whether the termination should

- occur.
- c. The Executive Board, committee, or person shall decide whether the member should be expelled, or sanctioned in any way. The decision of the Executive Board, committee, or person shall be final.
  - d. Any action challenging a termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the termination.

A terminated member may reapply for membership after 30 days. Reinstatement of membership requires a unanimous vote of the Executive Board.

#### **Section V. Members Not Liable**

A member of the OPC is not personally liable for the debts, liabilities, or obligations of the OPC.

#### **Section VI. Annual Meeting**

An annual meeting of members shall be held in May of each year at such time and place as the Executive Board may determine, unless the Executive Board fixes another date and so notifies members as provided in Section IX of this ARTICLE III. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. At the meeting, officers shall be elected and other proper business may be transacted, subject to Sections IX and X of this ARTICLE III.

#### **Section VII. Place of Meeting**

Meetings of the members shall be held at any place within or outside the State of California that has been designated from time to time by resolution of the Executive Board. In the absence of any such designation, members' meetings shall be held at the OPC's principal office.

#### **Section VIII. Special Meetings**

The Executive Board, the President or five percent (5%) or more of the members may call a special meeting of the members for any lawful purpose at any time. A special meeting called by any person entitled to call such a meeting (other than the Executive Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, any Vice President or the Secretary of the OPC. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Section XI of this ARTICLE III, stating that a meeting will be held at a specified time and date fixed by the Executive Board, provided however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 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 Executive Board.

No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting of the members.

#### **Section IX. Notice**

Whenever members are required or permitted to take any action at a meeting, a written notice of

the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the Executive Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which officers are to be elected shall include the names of all persons who are nominees when notice is given. Except as provided in Section X above, any proper matter may be presented at the meeting.

Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the OPC or at the address given by the member to the OPC for purposes of notice. If no address appears on the OPC's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or facsimile or other written communication to the OPC's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, and if so executed, shall be filed and maintained in the OPC's minute book.

#### **Section X. Quorum**

Three percent (3%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any special or annual meeting is less than one-third of the voting power, the members may vote only on matters as to which notice of their general nature was given under Section IX of this ARTICLE III.

Except as otherwise required by law, the articles of incorporation, or these bylaws, 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 departed 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.

### **Section XI. Voting**

Subject to the California Nonprofit Corporation Law, members in good standing on the record date as determined under Section XV of this ARTICLE III shall be entitled to vote at any meeting of members. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

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 deemed the act of the members unless the vote of a greater number is required by the California Nonprofit Corporation Law or by the articles of incorporation.

### **Section XII. Waiver of Notice of Consent**

The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each member entitled to vote, not present in person, 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 the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section X above, 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.

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 to the transaction of 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 matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

### **Section XIII. 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 the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

### **Section XIV. Action by Written Ballot**

Any action that members may take at any meeting of members may also be taken without a meeting by complying with this section. The OPC shall distribute one written ballot to each member entitled to vote on the matter. The ballots shall be mailed or delivered in the manner required by Section IX above. All solicitations of votes by written ballot shall (a) state the number of responses needed to meet the quorum requirement, (b) state, with respect to ballots other than for election of officers and directors, the percentage of approvals necessary to pass the measure or measures, and (c) specify the time by which the ballot must be received in order to be

counted. Each ballot so distributed shall (a) set forth the proposed action, (b) give the members an opportunity to specify approval or disapproval of each proposal, and (c) provide a reasonable time in which to return the ballot to the OPC. If the OPC has 100 or more members, any written ballot distributed to ten (10) or more members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice between approval and disapproval of any such matter, the vote shall be cast according to that specification.

In any election of officers, a written ballot that a member marks “withhold,” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of an officer.

Approval by written ballot shall be valid only when (a) the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (b) the number of approvals equals 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. A written ballot may not be revoked.

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

#### **Section XV. Record Date**

For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Executive Board may, in advance, fix a record date. The record date so fixed for:

- a. Sending notice of a meeting shall be no more than 90 days and no less than 10 days before the date of the meeting;
- b. Voting at a meeting shall be no more than 60 days before the date of the meeting;
- c. Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and
- d. Taking any other action shall be no more than 60 days before that action.

If not otherwise fixed by the Executive Board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Executive Board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held. If not otherwise fixed by the Executive Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If not otherwise fixed by the Executive 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 Executive Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

For purposes of this section, a person holding a membership at the close of business on the record date shall be a member of record.

**Section XVI. Proxies**

Members shall not have the right to vote by proxy.

**Section XVII. Adjournment**

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 meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the OPC may transact any business that might have been transacted at the original meeting.

**ARTICLE IV. EXECUTIVE BOARD**

**Section I. General Powers of Executive Board**

Subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, the OPC's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Executive Board. The Executive Board may delegate the management of the activities of the OPC to any person or persons, management company or committee, provided that the activities and affairs of the OPC shall be managed and all corporate powers shall be exercised under the ultimate direction of the Executive Board.

**Section II. Number of Directors**

The Executive Board shall consist of at least five (5) but no more than twenty-five (25) directors unless changed by an amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted from time to time by the Executive Board.

Any reduction of the authorized number of directors shall not result in any director's being removed before his or her term of office expires.

**Section III. Election and Term of Office of Directors**

The Executive Board shall consist of: (a) all of the officers of the OPC (the "Elected Directors") and (b) such additional directors as may be designated by the current members of the Executive Board from time to time (the "Designated Directors"). When any officer is elected by the members pursuant to ARTICLE VI, such person shall automatically become an Elected Director without any further approval or action by the members or the Executive Board. An Elected Director shall remain a member of the Executive Board for so long as such person is an officer of the OPC. Each Designated Director shall hold office for one (1) year and until a successor

director has been designated and qualified.

#### **Section IV. Events Causing Vacancies on Executive Board**

A vacancy or vacancies on the Executive Board shall occur in the event of (a) the death, removal, or resignation of any director, (b) the vote of a majority of the members to remove an officer, (c) the increase of the authorized number of directors, (d) the declaration by the Executive Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order of judgment of any court to have breached any duty arising under Article 4 of the California Nonprofit Corporation Law or (d) the failure of the members, at any meeting of members at which any officer or officers are to be elected, to elect the number of officers required to be elected at such meeting. Any vacancy shall be filled as provided in Section VI below

#### **Section V. Resignation of Directors**

Subject to the provisions of Section 5226 of the California Nonprofit Corporation Law, any director may resign by giving written notice to the President, Secretary or Executive Board. 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 Executive Board may elect a successor to take office as of the date when the resignation becomes effective.

#### **Section VI. Vacancies Filled by Executive Board**

Vacancies on the Executive Board may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

#### **Section VII. Place of Meetings**

Regular meetings of the Executive Board may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Executive Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the OPC. Regular meetings of the Executive Board shall be held on such dates and at such times as may be fixed by the Executive Board, and to the greatest extent possible, shall be held monthly on a consistent week, day and time.

#### **Section VIII. Annual and Other Meetings**

Immediately after each annual meeting of members, the Executive Board shall hold a general meeting for purposes of organization, appointment of committee members and transaction of other business. Notice of this meeting is not required.

Other general meetings of the Executive Board may be held without notice at such time and place as the Executive Board may fix from time to time.

### **Section IX. Special Meetings**

Special meetings of the Executive Board for any purpose may be called at any time by the President. Special meetings of the Executive Board shall be held upon four (4) days' notice by first-class mail or 48 hours' notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile; electronic mail; or other electronic means. All such notices shall be given or sent to the director at such address or telephone number as shown on the OPC's records or, if such address or telephone number is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Executive Board are regularly held.

The notice shall state the time of the meeting and the place, if the place is other than the OPC's principal office. The notice need not specify the purpose of the meeting.

### **Section X. Quorum**

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section XIII of this ARTICLE IV. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Executive Board, unless a greater number is required by law or by the articles of incorporation, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

### **Section XI. Waiver of Notice**

Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting, without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

### **Section XII. Attendance by Members**

Members in good standing may attend any regular or special meeting of the Executive Board except when specified otherwise by the Executive Board, but only members of the Executive Board may bring motions or vote at such meetings.

### **Section XIII. Adjournment**

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

### **Section XIV. Action Without a Meeting**

Any action required or permitted to be taken by the Executive Board may be taken without a meeting if all members of the Executive Board consent in writing to that action; provided,

however, that the consent of any director who has a material financial interest in a transaction to which the OPC is a party and who is an “interested director” as defined in Section 5233 of the California Nonprofit Corporation Law shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as a unanimous vote of the Executive Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Board.

#### **Section XV. Rights of Inspection**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind of the OPC.

#### **Section XVI. Fees and Compensation**

Directors shall receive no compensation for their services. Reimbursement for expenses incurred in performance of duties may be fixed or determined by the Executive Board.

### **ARTICLE V. OFFICERS**

#### **Section I. General**

The officers of the OPC shall consist of a President, Vice President (membership), Vice President (fund raising), Vice President (booster clubs), Secretary, and Chief Financial Officer. The Chief Financial Officer shall also be known as the Treasurer. If available, up to four (4) Members-at-Large (Freshman, Sophomore, Junior, and Senior Class representatives) may also serve as officers.

#### **Section II. Election of Officers**

The officers shall be members in good standing, be elected annually by the members, and hold office until the next annual meeting and until a successor is elected and qualified. However, if officers are not elected at an annual meeting, they may be elected at any special members’ meeting held for that purpose or by written ballot. An officer may not be elected to the same position for more than three (3) consecutive years.

#### **Section III. Removal of Officers**

The members may remove any officer with or without cause.

#### **Section IV. Resignation**

Any officer may resign at any time upon written notice to the Executive Board. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

#### **Section V. Vacancies**

If any office shall become vacant for any reason, the remaining members of the Executive Board shall appoint a member in good standing to fill such office. Such vacancies may be filled as they occur and not on an annual basis.

#### **Section VI. President**

Subject to the control of the Executive Board, the President shall have general supervision of the affairs of the OPC. The President shall preside at all meetings of the Executive Board, countersign all contracts, conveyances, agreements and other instruments of the OPC, and perform all such duties as are incident to the office or are properly required of the office by the membership. The President shall serve as an ex-officio member of all committees. The President shall appoint any special officer deemed necessary.

#### **Section VII. Vice President (Membership)**

The Vice President (membership) shall exercise all functions of the office of the President in the absence or disability of the President. The Vice President (membership) shall also serve as executive assistant to the President, performing such duties as delegated by the President in the course of exercising duties of the office. The Vice President (membership) shall counter sign any check when the President is unavailable. The Vice President (membership) will serve as the chair of the Membership Committee. The Vice President (membership) shall also serve as an ex-officio member of all committees.

#### **Section VIII. Vice President (Fund Raising)**

The Vice President (fund raising) shall exercise all functions of the office of the President in the absence or disability of the President and Vice President (membership). The Vice President (fund raising) shall also serve as executive assistant to the President, performing such duties as delegated by the President in the course of exercising duties of the office. The Vice President (fund raising) shall counter sign any check when the President and Vice President (membership) are unavailable. The Vice President (fund raising) will serve as the chair of the Fund Raising Committee. The Vice President (fund raising) shall also serve as an ex-officio member of all committees.

#### **Section IX. Vice President (Booster Clubs)**

The Vice President (booster clubs) shall exercise all functions of the office of the President in the absence or disability of the President, Vice President (membership) and Vice President (fundraising). The Vice President (booster clubs) shall also serve as executive assistant to the President, performing such duties as delegated by the President in the course of exercising duties of the office. The Vice President (booster clubs) shall counter sign any check when the President, Vice President (membership) and Vice President (fundraising) are unavailable. The Vice President (booster clubs) will serve as the chair of the Booster Club Committee. The Vice President (booster clubs) shall also serve as an ex-officio member of all committees.

#### **Section X. Secretary**

The Secretary shall issue notices as may be required for all meetings of the OPC, shall keep the minutes of all member and Executive Board meetings, shall have charge of the OPC books and shall sign with the President such instruments that require such signatures. The Secretary shall make such reports and perform such other duties as are incident to the office and are properly required. The Secretary shall determine if a quorum is present for authoritative actions at meetings. The Secretary shall maintain a correct list of names, addresses, and terms of office of all officers and members. The Secretary shall counter sign any check when the President, Vice President (membership), Vice President (fund raising) and Vice President (booster clubs) are unavailable or have specifically delegated this authority as evidenced in the minutes.

### **Section XI. Treasurer**

The Treasurer shall have custody of all the funds and securities of the OPC and deposit all funds in the name of the OPC in such bank or banks as directed by the Executive Board. The Treasurer shall sign all checks, drafts, and notes and orders for the payment of money, which shall be countersigned by the President, Vice President (membership), Vice President (fund raising), Vice President (booster clubs) or Secretary as set forth in Sections VI through X above and shall be held accountable for all expenditures (a detailed report of which the Treasurer shall give at each regular meeting of the Executive Board) until such expenditures are approved by the Executive Board. The books and records of accounts shall at all reasonable times be available for review to any officer. The Treasurer shall report the financial condition of the OPC at each meeting of the Executive Board. The Treasurer shall be responsible for the retention of financial records and any audit required. The Treasurer shall preside at meetings of the Executive Board in the absence of the President, Vice President (membership), Vice President (fund raising) and Vice President (booster clubs). The Treasurer shall coordinate the provision of cash flow statements and records from booster clubs which have been formed pursuant to Section VIII of ARTICLE VII.

### **Section XII. Members-at-Large**

The Members-at-Large shall serve as class representatives for the freshman, sophomore, junior, and senior classes of Oakmont High School, respectively. These officers shall act as the liaison for parents of students in each grade level and shall serve on the Membership Committee.

### **Section XIII. Compensation**

The officers of the OPC are to serve without compensation.

## **ARTICLE VI. DONATIONS and EXPENDITURES**

### **Section I. Revenues**

Any donations or other revenues derived from the operations of the OPC are to be used for the promotion of the objectives of the OPC as set forth in ARTICLE II. However, it is expressly understood that any expenditures of monies require the approval of the Executive Board, subject to Section II below.

### **Section II. Discretionary Expenditures by President**

The President will have the authority to spend funds, not to exceed \$300 per month, for corporate activities as deemed necessary without prior approval of the Executive Board. Such expenditures will be recorded by the Treasurer and described in the minutes of the next meeting of the Executive Board.

### **Section III. Budget**

The President and Treasurer will submit a budget for the upcoming year to the Executive Board no later than the Executive Board meeting held in July of each year. The budget must be approved by the Executive Board.

## **ARTICLE VII. ADVISORY COMMITTEES**

### **Section I. General**

All committees (and subcommittees thereof) established pursuant to this section have no legal authority to act for the corporation but shall report their findings and recommendations to the Executive Board for approval. Standing committees of the OPC are as follows.

- The **Membership Committee** is headed by the Vice President (membership). Members-at-large also serve on this committee. This committee is responsible for getting parents involved in OPC committees and for providing volunteers to various activities.
- The **Fund Raising Committee** is headed by the Vice President (fund raising) and is responsible for identifying and executing major and minor fund raising activities. This committee is responsible for obtaining corporate sponsors and providing commensurate appreciation.
- The **Booster Club Committee** is headed by the Vice President (booster clubs) and is responsible for **[coordinating the fund raising and other activities of the booster clubs authorized by the Executive Board pursuant to Section VIII below]**.

In addition, the Executive Board may appoint other advisory committees as it deems necessary from time to time. However, the Executive Board may not delegate to any committee:

- a. the taking of any final action on matters which, under the California Nonprofit Corporation Law, also requires members' approval or approval of a majority of all the members;
- b. the filling of vacancies on the Executive Board or on any committee which has the authority of the Executive Board;
- c. the fixing of compensation of the directors for serving on the Executive Board or on any committee;
- d. the amendment or repeal of bylaws or adoption of new bylaws;
- e. the amendment or repeal of any resolution of the Executive Board which by its express terms is not so amendable or repealable;
- f. the appointment of any other committees which have the authority of the Executive Board or the members of these committees;
- g. the expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- h. the approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Corporations Code.

## **Section II. Chairpersons**

The chairpersons of the standing committees shall be as set forth in Section I above. Chairpersons of all other advisory committees shall be appointed by the committee he or she represents, subject to the approval of the Executive Board. All committee chairpersons shall provide the OPC Treasurer with a budget for his or her respective committee for the upcoming year by **[July]** of each year.

## **Section III. Members**

Members of the standing committees and other advisory committees established pursuant to this ARTICLE VII shall be members in good standing of the OPC but need not be members of the Executive Board. The chairperson of each committee shall have the authority to select and appoint members of his or her committee and to establish subcommittees from time to time.

## **Section IV. Charter**

Each committee shall establish and submit for ratification by the Executive Board a charter that identifies the scope of responsibilities and authority of the committee, rules and guidelines for the collection and disbursement of funds and/or merchandise by the committee, if applicable, and any other rules for the government of the committee. Such charter may not conflict with the bylaws of OPC and, once approved by the Executive Board, is binding on the committee.

## **Section V. Records**

All committees are to maintain complete and accurate records of all inventories, sales, donations, and expenses. Committees shall provide cash-flow and accounting information in a timely fashion on the schedule prescribed by the OPC Treasurer order to meet OPC's tax filing requirements. Committees are encouraged to document activities and develop clear information and instructions regarding their operations that can be passed along and used in the future.

Committees (other than Booster Clubs) shall submit full reports of all inventories, sales, donations, and expenses to the OPC Treasurer on the first day of each month. Funds in excess of those required for normal operations are to be delivered by each committee (other than Booster Clubs) to the OPC Treasurer for deposit in the OPC's bank account within 48 hours of receipt.

The OPC Treasurer may request, and any Booster Club shall provide to the OPC Treasurer within 30 days of such request, a complete report of such Booster Club's financial activities, inventories, sales, donations and expenses since OPC's last tax filing.

## **Section VI. Compensation**

Members of committees shall receive no compensation for their services. Reimbursement for expenses incurred in performance of duties may be fixed or determined by the Executive Board.

## **Section VII. Officers**

Each committee shall elect officers (which shall consist, at a minimum, of a President and a Treasurer), hold regular open meetings, and record the minutes of such meetings. The minutes of all committee meetings shall be made available to the Executive Board upon request.

**Section VIII. Booster Clubs**

Individual booster clubs (“Booster Clubs”) may be established from time to time pursuant to Section III above as subcommittees of the Booster Club Committee for the purpose of supporting a specific Oakmont High School program, activity, sport, or team and integrating this support into the greater Oakmont High School community. Booster Clubs shall operate for the benefit of the students and program associated with their activity. Booster Club members must be members in good standing of OPC.

**Section IX. Subcommittees**

Many of the provisions of this ARTICLE VII regarding committees shall apply to subcommittees, including Booster Clubs, as applicable. Without limiting the generality of the foregoing statement, it is expressly acknowledged that the provisions of Sections III through VII of this ARTICLE VII shall apply to all Booster Clubs.

**ARTICLE VIII. AMENDMENTS**

The bylaws may be amended, repealed, or altered in whole or in part, by the vote of a majority of the Executive Board.

**ARTICLE IX. DISSOLUTION**

The OPC may cease operations at any time based on the vote of a majority of the members. Upon dissolution any and all assets shall be transferred to Oakmont High School and divided equally between the Senior, Junior, Sophomore, and Freshman class accounts without condition.

**ARTICLE X. RECORDS and REPORTS**

**Section I. Corporate Records**

The OPC shall keep adequate and correct books and records of accounts, written minutes of the proceedings of its members, Executive Board and committees of the Executive Board, and the original or a copy of the articles of incorporation and bylaws, as amended, to date.

**Section II. Annual Report**

The Executive Board shall cause an annual report to be sent to the members and directors within 120 days after the end of the OPC’s fiscal year. The annual report shall contain in appropriate detail the following:

- a. The assets and liabilities of the OPC, as of the end of the fiscal year;
- b. The principal changes in assets and liabilities during the fiscal year;
- c. The revenue or receipts of the OPC for the fiscal year;
- d. The expenses or disbursements of the OPC during the fiscal year;
- e. Any transaction during the previous fiscal year involving more than \$50,000 to which the OPC was a party and which any directors or officers of the OPC had or has a direct or indirect material financial interest. The report must disclose the names of the interested

persons involved in such transaction, stating such person's relationship to the OPC, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; and

- f. The amount and circumstances of any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the OPC.

Such annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the OPC that such statements were prepared without audit from the books and records of the OPC.

This requirement of an annual report shall not apply if the OPC receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing.

### **Section III. Inspection Rights**

Unless the OPC 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:

- a. Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand to the OPC, which must state the purpose for which the inspection rights are requested; or
- b. 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 officers 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 the demand is received or the date specified in the demand.

The OPC 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 the proposed alternative does not meet the proper purpose of the demand.

If the OPC reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this section, it may deny the member access to the membership list.

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.

## **ARTICLE XI. INDEMNIFICATION**

### **Section I. Right of Indemnity**

To the fullest extent permitted by law, the OPC may indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Nonprofit Corporation Law, 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 OPC, 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 Nonprofit Corporation Law.

### **Section II. Approval of Indemnity**

On written request to the Executive Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Corporation Law, the Executive Board shall promptly determine under Section 5238(e) of the California Nonprofit Corporation Law whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Executive Board shall authorize indemnification. If the Executive 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 court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation, shall determine under Section 5238(e) of the California Nonprofit Corporation Law whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the court shall authorize indemnification.

### **Section III. Advancement of Expenses**

To the fullest extent permitted by law and except as otherwise determined by the Executive Board in a specific instance, expenses incurred by a person seeking indemnification under Sections I and II of this ARTICLE XI 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.

### **Section IV. 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, and other agents, against any liability asserted or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer’s, director’s, employee’s, or agent’s status as such.

## ARTICLE XII. OTHER PROVISIONS

### **Section I. Endorsement of Documents, Contracts.**

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the OPC and any other person, when signed by the President and the Secretary shall be valid and binding on the OPC in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Executive Board, and, unless so authorized by the Executive Board, no officer, agent, or employee shall have any power or authority to bind the OPC by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

### **Section II. Construction and Definitions.**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law shall govern the construction of these bylaws.

### **Section III. Rules of Order**

Roberts Rules of Order will govern all parliamentary debates at all member, Executive Board, and committee meetings. The order of business of any meeting shall be as follows:

- § Roll Call and Introductions
- § Announcements
- § Secretary's Report
- § Treasurer's Report
- § President's Report
- § Vice President (membership) Report
- § Vice President (fund raising) Report
- § Vice President (booster clubs) Report
- § School Report
- § Old and Unfinished Business
- § New Business
- § Committee Reports
- § Adjournment

**Certificate of Adoption of Amended and Restated Bylaws**  
**of**  
**Oakmont High School Parents Club, Inc.**

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Oakmont High School Parents Club, Inc. (the "OPC").

2. That the foregoing Amended and Restated Bylaws constitute the Bylaws of the OPC as adopted by the members of the OPC by resolutions dated as of \_\_\_\_\_, 2004.

Executed this \_\_\_\_\_ day of \_\_\_\_\_, 2004.

\_\_\_\_\_, Secretary