

BYLAWS
OF
NOVATO HIGH SCHOOL BOOSTER CLUB, INC.
A CHARITABLE EDUCATIONAL ORGANIZATION
A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I
OFFICES

SECTION ONE. Principal Office.

The principal office of this corporation in the State of California shall be located in the City of Novato, County of Marin.

The Directors may change the principal office from one location to another. 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.

SECTION TWO. Other Offices.

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE II
NONPARTISAN ACITVITIES

This corporation has been formed under the California Mutual Benefit Corporation Law for the purposes described herein below at Article XV, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation. and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE III
DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to fulfillment of the Objectives and Purposes of this corporation as set forth in Article IV hereof. No pan of the net earnings, properties, or assets of this corporation. on dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual. or any member or director of this corporation except in fulfillment of said Objectives and Purposes. On liquidation or dissolution, all properties and assets and obligations shall be

distributed pursuant to the nonprofit provisions of the California Corporations Code then in effect.

Novato High School and the Novato Unified School District have the right to audit the books of this organization at any time.

ARTICLE IV MEMBERSHIP

SECTION ONE. Classes of Membership.

There shall be two classes of membership in this corporation: Membership on the Board of Directors and Regular Membership in the organization. The rights and privileges of all members shall be equal EXCEPT ONLY BOARD MEMBERS WILL BE ENTITLED TO VOTE, and they shall have one vote each. Any person eighteen years of age or older, of good character and dedicated to the purposes of this corporation shall be eligible for regular membership upon acceptance of his or her application by the Board of Directors and payment of such dues and initiation fees as may be fixed by the Board of Directors:

SECTION TWO. Dues.

Annual dues for membership may be set up by the Board of Directors.

SECTION THREE. Property Rights.

No member shall have any right, title, or interest in any of the property Or assets, including any earnings or investment income of this corporation, nor shall any such property or assets be distributed to any member on the dissolution or winding up thereof.

SECTION FOUR. Liability of Members.

No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

SECTION FIVE. Transfer, Termination and Reinstatement.

Membership in this corporation is nontransferable. Any procedure for the expulsion or suspension of a member or the termination or suspension of membership or membership rights must be done in conformity with the provisions of Corporation Code 5341. Individuals whose membership has been terminated in accordance with Corporation Code 5341 may apply for reinstatement in the same manner as application is made for initial membership.

ARTICLE V

SECTION ONE. Meetings.

The first annual meeting of the Board of Directors shall be held at a designated time and place in August of each year as requested by the President. The regular monthly meeting of board members and members shall be held at the discretion of the Board of Directors.

Dates and locations of meeting shall be advertised.

(a) Meetings shall be held at such place or places as the Board of Directors may by resolution designate; or, in the absence of such designation, at the principal office of the corporation.

(b) Regular meetings as fixed by the president shall be held as soon as convenient after the school semester starts.

(c) The president may, as he/she deems necessary and appropriate, and the secretary shall, if so requested in writing by two members of the Board of Directors, call a special meeting of the Board. (Article 5; Section 2).

(d) A half of the board of directors plus one shall constitute a Quorum for the transaction of business at any meeting of the board, provided. However, that if less than a half of the directors plus one are present at any meeting, a majority of the directors present may adjourn the meeting.

(e) Except as may otherwise be provided in these bylaws, or in the Articles of Incorporation of this corporation, or in the constitution, or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

(f) All meetings of the Board of Directors shall be governed by Robert's Rules of Order, including such revisions thereof as may be published, except insofar as such rules are inconsistent with these bylaws, with the Articles of this corporation, or with applicable law.

SECTION TWO. (Special Meetings.)

Special meetings of board members only may be called by the president, as deemed necessary. All board members shall be notified of such meeting at least five (5) days but not more than thirty (30) days in advance.

SECTION THREE. Place of Meeting.

The Board of Directors may designate any place, either within or without the State of California as the place of meeting for any annual or special meeting of members. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be Novato, California, provided, however, that if all members shall meet at any time and place, either within or without the State of California, and consent for the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION FOUR. Notice of Meetings.

Written or oral communication stating the place, day and hour of any meeting of the members, shall be delivered personally or deposited in the mail or notice by other means of communication, to each member entitled to vote at such meeting, not less than five (5) nor more than thirty (30) days prior to the date of such meeting by, or at the direction of the president, secretary or such other officers or persons as are calling the meeting. In case of special meetings, or when required by these bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice. Whether it be a written or an oral communication, a notice of meeting shall be deemed delivered when deposited in the United States postal service, postage prepaid, addressed to the

member at his/her address as it appears on the books of the corporation at the time of mailing.

SECTION FIVE. Quorum.

Five board members shall constitute a quorum at such meeting. If a quorum is not present at any meeting, a majority of board members present may adjourn the meeting.

SECTION SIX. Proxies.

At any meeting of members, a member entitled to vote on items for which a vote of members is authorized by these bylaws may vote by proxy executed in writing by the member.

ARTICLE VI
DIRECTORS

SECTION ONE. Number.

The authorized number of directors of this corporation can vary between twelve (12) and sixteen (16).

SECTION TWO. Term of Office.

A minimum of four (4) new directors shall be elected each year by the membership (board and regular members) at the last meeting of the school year (June). The term of office shall be for two (2) years. New Board members that are elected during the course of the school year as existing board members leave or as the need for additional board members is determined shall serve until the end of the school year. The Principal, the Athletic Director and the ASB Athletic Commissioner or their designees shall also serve as board members.

SECTION THREE. Powers.

Except as otherwise provided in the Articles of Incorporation, or by law, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the board may by resolution designate.

SECTION FOUR. Replacement of Directors.

(a) Special elections can be held at the Board President's discretion during the course of the year to maintain between 12 and 16 directors. New board directors can be elected by the membership (board and regular members) at any regularly scheduled board meeting.

(b) Any director may be removed by compliance with the provisions of Corporation Code 5222, 5223.

(c) Any person elected mid year or designated to fill a vacancy in the Board of Directors shall hold office until the end of the school year, subject to the power of removal contained herein.

SECTION FIVE. Compensation.

No member of the Board of Directors shall receive any compensation from the corporation.

ARTICLE VII
OFFICERS

SECTION ONE. Officers.

The officers of the corporation shall include a president, a vice-president, a secretary, a treasurer, and a financial secretary.

SECTION TWO. Appointment/Election and Term of Office.

Elections will be held annually, at the last meeting of the school year (June). A nominating committee shall prepare a slate of officers and director nominees and a vote shall be taken, with all members (directors and regular members) having one vote.

SECTION THREE. Removal.

Any officer appointed by the Board of Directors may be removed from office by majority vote of the Board of Directors.

SECTION FOUR. Resignation of Officers.

Any officer may resign at any time by giving written notice to the corporation. 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 FIVE. Vacancies.

A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION SIX. President.

The president shall be the chief executive of the corporation, and shall exercise general supervision and control over all activities of the corporation. He/she shall preside at all meetings of members and of directors. He/she may call a special board meeting at her/his discretion as long as five (5) days notice has been given. He/she or designee along with the secretary or other officer duly authorized by the Board of Directors may sign any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Directors, except in cases where signing and execution thereof shall have been expressly delegated by the Board of Directors, by these bylaws, or by the law to some other officer or agent of the corporation; and in general he/she shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors. The President is without vote unless there is a tie.

SECTION SEVEN. Vice-President.

In the absence of the president or in the event of his/her inability to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the president. The vice-president shall perform such additional duties as may be assigned by the president or by the Board of Directors.

SECTION EIGHT. Secretary.

The secretary shall keep the minutes of meetings of members and of the Board of Directors: see that all notices are duly given in accordance with these bylaws or as required by law: be custodian of the corporate records and of the seal of the corporation: exhibit to any director of the corporation, or to his/her agent, or to any person or agency authorized by law to inspect them within ten (10) working days of request, these bylaws, the articles of incorporation, the minutes of any meeting, and the other records of the corporation.

SECTION NINE. Treasurer.

The treasurer shall be the chief financial officer and, if so required by the Board of Trustees, shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Trustees may deem appropriate. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever; and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general performs all duties incidental to the office of treasurer and such other duties as may be assigned to him/her by the president or by the Board of Directors. On all checks issued from this corporation, there are to be two signatures required. Any two officers of the board, not related by blood or marriage, may sign the checks. A monthly treasurer's report is required at each meeting. The treasurer shall keep a membership book containing the names and addresses of all members and directors of the corporation and with respect to any membership which has been terminated, record that fact together with the date of termination: exhibit to any director of the corporation, or to his/her agent, or to any person or agency authorized by law to inspect them, within ten (10) working days of requests.

SECTION TEN. Financial Secretary.

The financial secretary shall assist in keeping accurate records of all receipts and payment authorizations for the treasurer's financial records. He/she shall be authorized to receive and give a receipt for monies received for the corporation and shall either turn funds over to the treasurer or deposit such funds to the corporation's bank account. He/She will give a copy of any and all deposit slips to the treasurer for the corporation's records. He/She will also be authorized to receive requests for payment authorizations and will forward such to the Treasurer or President for approval.

The financial secretary will assist the chair of any fundraising event in the preparation of budgets for their events, and along with the Treasurer, will monitor

budgets for all fundraising activities for the corporation. He/she will prepare and present a financial secretary's report regarding these events for board meetings.

The financial secretary shall perform such other duties as may be delegated by the president or treasurer.

ARTICLE VIII COMMITTEES

SECTION ONE. Executive Committees.

By majority vote of the directors in office, the Board of Directors may by resolution duly adopted establish one or more committees, each of which shall consist of one or more directors, which have all exercise the authority of the Board of Directors in the management of the corporation provided, however, that the designation of such committees and delegations of authority thereto shall not operate to relieve the Board of Directors, or any director individually, of any responsibility imposed on it or him/her by these bylaws, or by law.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION ONE. Contracts.

The Board of Directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

SECTION TWO. Gifts and Contributions.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise of any property whatsoever, for the general and special charitable purposes of the corporation.

SECTION THREE. Deposits.

All funds of the corporation shall be deposited to the credit of the corporation in such bank, trust companies, or other depositories as the Board of Directors may select.

SECTION FOUR. Checks, Drafts, Orders for Payment.

All checks, drafts, or orders of the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the Board of Directors shall by resolution determine. (Two signatures are required on all checks issued from this corporation). In the absence of such determination, such instruments shall be signed by the treasurer and countersigned by the president or his/her designee.

SECTION FIVE. Expenditure of funds over \$50.00 must be approved by the Board.

ARTICLE X
CERTIFICATE OF MEMBERSHIP

SECTION ONE. Certificate of Membership.

The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation which shall be of such form as may be determined by the Board. Such certificates shall be signed by the president or vice-president or by the secretary. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued on such terms and conditions as the Board of Directors may determine.

SECTION TWO. Issuance of Certificates.

When an individual or organization has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in the name of such individual or organization and delivered to him/her by the treasurer or any other board member if the Board of Directors shall have provided for the issuance of such certificate under the provisions of Section One of this Article.

ARTICLE XI
DUES AND FEES

SECTION ONE. Annual Dues.

The Board of Directors may determine the amount of annual dues payable to the corporation by members.

SECTION TWO. Payment of Dues.

The Board of Directors may determine the amount of fees, if any, for participation in the corporation activities.

ARTICLE XII

SECTION ONE. Books and Records.

The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members. Board of Directors, and committees and shall keep a membership book giving the names and addresses of members at the school. All books and records of the corporation may be inspected by any director, or member, or the agent or attorney of either, for any property reason, this information shall be available within ten (10) working days of request.

SECTION TWO. Fiscal Years.

The fiscal years of the corporation shall begin on the first day of July and end on the last day of June of each year corresponding to the school year.

SECTION THREE. Waiver of Notice.

Whenever any notice is required to be given under the provisions of the Nonprofit Public Benefit Corporation Law of California or under the provisions of the Articles of Incorporation or by the Bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such" notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII
AMENDMENTS

SECTION ONE. Power of Members to Amend Bylaws.

The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by a majority vote of the Board of Directors, or by the vote of a majority of a quorum of the Board of Directors at a meeting duly called for the purpose according to the articles or by laws.

SECTION TWO. Power of Directors to Amend Bylaws.

Subject to the limitations of the Articles of Incorporation, these bylaws, and the Nonprofit Public Benefit Corporation Law of California, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the Board of Directors.

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