

**3rd AMENDED & RESTATED BYLAWS OF POINT LOMA HIGH SCHOOL
POINTER ASSOCIATION,
a California Nonprofit Public Benefit Corporation**

PLHS Alumni Association Adopted Bylaws - June 1983
Amended with Merger of Alumni, Foundation & PLHS 2000 - September 1999
Amended as Pointer Association – May 2009
Amended and Restated May 8, 2017

ARTICLE 1

NAME, PURPOSE, AND OFFICES

- 1.1. Name.** The name of this corporation is Point Loma High School "Pointer" Association.
- 1.2. Purpose.** This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purposes of this corporation are to raise funds to enhance the education at Point Loma High School, to promote the activities of alumni of Point Loma High School, to support Point Loma High School through volunteer activities, and to engage in any other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law. The recital of these purposes as contained in this paragraph is intended to be exclusive of any and all other purposes, this corporation being formed for those public and charitable purposes only.
- 1.3. Principal Office.** The principal office of Point Loma High School Pointer Association shall be fixed and located at 2335 Chatsworth Boulevard, San Diego, California 92106, or at such other location as the board of directors shall from time to time determine. The board is granted authority to change the principal office from one location to another in San Diego County. The Corporation may establish or maintain additional offices at such other places as the board of directors may determine.

ARTICLE 2

MEMBERSHIP

- 2.1 Members.** The Corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law as now in effect or as may hereafter be amended. Any action which otherwise would require approval by a majority of all members or approval by the members shall require approval only of the board of

directors. All rights which otherwise would vest in the members, including without limitation, the right to elect directors, shall vest in the board.

ARTICLE 3

BOARD OF DIRECTORS

3.1 Power of Board. Subject to any limitation in the Articles of Incorporation or these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by, or under the direction of, the board of directors.

The board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board.

Each director shall exercise such powers and otherwise perform such duties in good faith, in the manner such director believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, using ordinary prudence, as a person in a like position would use under similar circumstances, in accordance with Section 5231 of the California Nonprofit Public Benefit Corporation Law.

The books of account shall at all reasonable times be open to inspection by any director.

Each director shall not hold more than one director or officer position. Each Director shall be entitled to one vote in any instances where voting is needed.

The current principal of Point Loma High School shall be an ex-officio Director.

3.2 Number of Directors. The authorized number of directors of the Corporation shall be no more than twenty-five (25). The exact number of directors will be set by the Board of Directors and may, from time to time, be changed by the board of directors.

3.3 Election of Directors and Term of Office. A number of individuals equal to the number of authorized directors as provided in Section 3.2 shall be elected as directors of the Corporation yearly for a term coincident with the Corporation's fiscal year.

Nominations for directors shall be presented by the Secretary of the Board, based on candidates' demonstrated interest in the affairs of PLHS.

Directors shall be elected by majority vote of the Board in attendance at any meeting of the Board or Annual meeting at which a quorum is present or by unanimous written consent as provided in Section 3.16.

Each director entitled to vote shall be entitled to cast one vote for the entire slate of candidates or each vacant position. If electing individual candidates, where there are more candidates than positions, those receiving the highest number of votes up to the number of directors to be elected shall be elected. Board of Directors to determine voting procedure.

Except as otherwise set forth in these Bylaws, Director's normal term of office begin and end with the fiscal year as set forth in Section 8.1 or until his/her successor shall be elected and qualified, as provided in these Bylaws.

3.4 Qualifications. Members of the Board of Directors shall be limited:

(a) to one board member per household;

(b) no more than 25% total board members may also be Point Loma High School staff.

3.5 Compensation. No compensation shall be paid to any Director for his or her services as a Director, although Directors may be reimbursed, by resolution of the Board, for expenses incurred on behalf of the Corporation. The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director, unless approved by the Attorney General. Nothing contained in this Section 3.5 shall preclude a Director from serving the Corporation in any other capacity as an Officer, agent, employee, or otherwise, and receiving reasonable compensation therefor, so long as such compensation would not violate the provisions of Section 4958 of the Internal Revenue Code.

3.6 Place of Meetings. Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special, or adjourned) of the Board of Directors of the corporation may be held at any place within or without the State of California that has been designated for that purpose by resolution of the Board of Directors or by the written consent of all the members of the Board.

3.7 Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment, so long as all members participating in the meeting can communicate with all of the other members concurrently,

each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection,

- 3.8 Regular and Annual Meetings.** Regular meetings of directors may be held upon forty-eight (48) hour notice given personally, by telephone (including a voice messaging system) or by electronic mail at such time and place as the board may fix during the regular school year of Point Loma High School. At the annual meeting of directors held no later than the last day of June, incoming directors shall be elected, as provided in Section 3.3.
- 3.9 Special Meetings.** Special meetings of the board of directors may, upon forty-eight (48) hour notice given personally, by telephone (including a voice messaging system) or by electronic mail, be called by a President, a Vice President, the Secretary, or any two of the directors, and such meetings shall be held at the place designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.
- 3.10 Notice of Meetings.** Regular, annual and special meetings of the board shall be held upon at least four (4) days' notice by first-class mail or forty-eight (48) hours' notice given personally, by telephone (including a voice messaging system) or by electronic mail. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place where the meetings of the directors are regularly held.
- 3.11 Waiver of Notice and Consent to Holding Meetings.** 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 or made a part of the minutes of the meeting.
- 3.12 Quorum for Meetings.** Fifty percent (50%) plus one (1) of the number of directors then serving constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 3.14. 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 board, unless a greater number be required by law, by these Bylaws, 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 remaining directors for such meeting.

- 3.13 Conduct of Meetings.** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the board of directors may adopt. Including procedures for meetings held electronically.
- 3.14 Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any directors' 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 be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, reasonable 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.
- 3.15 Proxy.** Unless otherwise stated in these bylaws or the Articles of Incorporation, each director may only cast a vote in person and no director shall vote by proxy.
- 3.16 Action by Unanimous Written Consent Without Meeting.** Any action required or permitted to be taken by the board of directors under any provisions of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the Bylaws of this Corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.
- 3.17 Vacancies.** Vacancies on the board of directors shall exist (1) on the death, resignation, completion of term or removal of any director, and (2) whenever the number of authorized directors is increased.

The board of directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final

order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Vacancies on the board shall be filled by the same process provided for the election or designation of the board member whose resignation, removal, or death created the vacancy. A person elected or designated to fill a vacancy as provided by this Section shall hold office for the unexpired term of the director whom such person is replacing or until such person's death, resignation or removal from office.

3.18 Removal of Directors. All directors may be removed without cause by a vote of a majority of the directors then in office. Consecutive absences of 3 regularly scheduled meetings by a board member shall be grounds for removal.

(a) Notice of a proposed removal shall be given to that director at least five (5) days in writing by mail or other means before the date of the meeting at which the removal will be considered. Removal due to absences shall be accomplished by the vote of two thirds (2/3) of directors present at a board of director's meeting at which a quorum is present.

(b) Any director may resign effective upon giving written notice to the President (or if there be more than one President, to the President designated by the board as having the legal powers of President as specified in Section 4.7), the Secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General as provided in Section 5226 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4

OFFICERS

4.1 Officers. The Officers of the Corporation shall be a President, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the board of directors, a second President, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be appointed in accordance with the provisions of Section 4.3 of this Article 4. No person shall hold multiple board or officer positions in a given year. Each Officer shall be entitled to one vote in any instances where voting is needed.

4.2 Election. The Officers of the Corporation, except such Officers as may be appointed in accordance with the provisions of Section 4.3 or Section 4.6 of this Article shall be elected

annually by a majority of the board of directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his/her successor shall be elected and qualified.

4.3 Subordinate Officers. The board of directors may appoint, and may empower the President to appoint, such other Officers as the business of the Corporation may require. Each of the subordinate officers appointed shall hold office for periods of one (1) year or less, and shall have such authority and perform such duties as are provided in the Bylaws or as the board of directors may from time to time determine. Subordinate Officers shall serve at the pleasure of the board and may be re-appointed at the expiration of their term of office.

4.4 Inability of Act. In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of the officer to any other officer, or any Director or other person whom the Board may select.

4.5 Removal and Resignation of Officers. Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or except in case of an officer chosen by the Board of Directors, by any officer on whom the power of removal may be conferred by the Board of Directors.

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. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

4.6 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

4.7 President(s). The President(s) shall be subject to the control of the board of directors. The President(s) shall be ex officio member(s) of all the standing committees, including the Executive Committee, if any.

If there be two Presidents, one will be designated by the Board as presiding at all Board of Director meetings. Both shall be responsible for activities as defined by the board.

The President (or if there be two Presidents, the President designated by the board) shall have general supervision, direction and control of the business and officers of the Corporation, shall preside at all meetings of the board of directors, shall have the general powers and duties of management usually vested in the office of president of a Corporation, and shall have such other powers and duties as may be prescribed by the board of directors, the Bylaws, or the California Nonprofit Public Benefit Corporation Law. Unless the board specifically provides to the contrary, in the absence or disability of a President, the other President (if there be two), shall perform all the duties of the absent or disabled President, and when so acting shall have all the powers of, and be subject to, all the restrictions upon, such President.

4.8 Vice President. If the board of directors so decides per Section 4.1, then in the absence or disability of the Presidents (or if there be two Presidents, the absence or disability of both Presidents), the Vice Presidents, in order of their rank as fixed by the board of directors, or if not ranked, the Vice President designated by the board of directors, shall perform all 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 Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or the Bylaws.

4.9 Secretary. The Secretary shall keep or cause to be kept, at the principal executive office and such other place as the board may order, a book of minutes of all meetings of the board, and its committees, with the time and place held, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at board and committee meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, a copy of the Bylaws of the Corporation at the principal office.

The Secretary shall give, or cause to be given, notice of all the meetings of the board and of any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board.

The secretary of the Corporation shall maintain the policies and procedures of the Corporation. The policies and procedures shall be maintained in the book of Bylaws.

The secretary shall keep a current roster and historical record of members of the board and positions they hold/held including the dates of holding those positions.

4.10 Treasurer. The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and earnings (or surplus).

The Treasurer shall direct the deposit of all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the board of directors.

The Treasurer shall disburse the funds of the Corporation. As may be ordered by the board of directors, shall render to the President(s) and directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as may be prescribed by the board of directors or by the Bylaws.

The Treasurer shall present the Corporation's Statements of Financial Position at Board Meetings.

The books of account shall at all reasonable times be open to inspection by any director.

The Treasurer(s) shall not concurrently hold a position as Treasurer on any Pointer Association committee, such as a Booster.

ARTICLE 5

COMMITTEES

5.1 Committees. The board of directors, by a majority vote of directors then in office, provided a quorum is present, may create one or more standing or special committees and set forth the powers and duties delegated to such committee. Each committee shall consist of two (2) or more directors, to serve at the pleasure of the Board. The President(s) of the board is ex-officio member of all committees.

5.2 Standing Committees. The term "standing committee" shall mean any committee appointed by the Board which is authorized by specific delegation, without further Board action, to make and implement decisions on behalf of the Board, or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board. Notice of, and procedures for, meetings of standing committees shall be as prescribed by the Chair of each such standing committee. Meetings of standing committees may be called by the Board or the Chair of the standing committee.

Executive Committee. The President(s), Vice President(s), Treasurer and Secretary are members of the executive committee.

Alumni Committee. Director of Alumni Relations heads this committee. Its members are all alumni of Point Loma High School. The goal of the Alumni Committee is to support the activities of alumni from Point Loma High School.

Booster Committees. Booster groups may be created for various activities on the Point Loma High School campus, examples would be for specific athletic teams, performing arts or other activities. Each booster falls under the oversight of the Pointer Association Board of Directors.

Each booster will have their own board, bylaws and meetings, meeting minutes and approved budget.

Booster Director(s) are ex-officio board members for all boosters and are the board contact point for the various booster groups.

Booster groups are required to:

- (a) Be recognized by Point Loma High School as an adult Booster group.
- (b) Submit a charter application and Booster bylaws to the Board of Directors for approval.
- (c) Attend a Booster orientation meeting once yearly.
- (d) Follow corporation policy and procedure which assures compliance with IRS rules and regulations, SDUSD policy, and Point Loma High School procedures.

5.3 Limitations upon Committees of the Board. No committee of the Board shall have any of the authority of the Board with respect to:

- (a) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (b) The amendment or repeal of Bylaws or the adoption of new Bylaws of the Corporation;
- (c) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

- (d) The creation of other committees of the Board or the appointment of members thereof if such committee will have the authority of the Board;
- (e) The expenditure of corporate funds to support a nominee for the Board after there are more people nominated for the Board than can be elected; or
- (f) The approval of any self-dealing transaction described in Section 5233 of the Law, except that when it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction, a committee authorized by the Board may approve the transaction in a manner consistent with the standards set forth in Section 5233(d) of the Law subject to ratification by a majority of the Board then in office at the next meeting of the Board.

5.4 Committee Meetings; Notice; Voting; Minutes. Meetings of a committee may be called by the President, Chair of the committee, or a majority of the committee's voting members. Each committee shall meet as often as is necessary to perform its duties. Notice of a meeting of a committee may be given at any time and in any manner reasonably designed to inform the committee members of the time and place of the meeting. Each committee shall keep minutes of its proceedings and shall report periodically to the Board.

5.5 Committee Quorum. At all Committee meetings, a majority of committee board members then serving shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee, except as may be otherwise specifically provided by law or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent member. With the exception of the Executive Committee, Ex Officio Committee members will not be included in determining the number of Committee members that constitutes a quorum, but if present shall be included in determining if the quorum has been met.

5.6 Resignation of Committee Members. Any member of a committee may resign at any time by giving written notice to the Chair of the committee or to the President. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice.

5.7 Vacancies on Committees. A vacancy in any committee shall be filled for the unexpired portion of the term in the same manner as the committee member whose position is vacant was selected.

ARTICLE 6

INDEMNIFICATION

6.1 Definitions. For the purposes of ARTICLE 6, the following definitions shall apply:

References to “agent” mean any person who is or was a Director, Officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of this Corporation or of another enterprise at the request of such predecessor corporation;

References to “proceeding” mean any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

References to “expenses” include without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Sections 6.5 or 6.6.

6.2 Indemnification in Actions by Third Parties. This Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of this Corporation to procure a judgment in its favor, an action brought under Section 5233 of the Law, or an action brought by the Attorney General or a person granted realtor status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this Corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

6.3 Indemnification in Actions by or in the Right of the Corporation. This Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of this

corporation, or brought under Section 5233 of the Law, or brought by the Attorney General or a person granted realtor status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in favor by reason of the fact that such person is or was an agent of this Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Notwithstanding the foregoing, no indemnification shall be made under this Section 6.3:

- (a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to this Corporation in the performance of such person's duty to this Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

6.4 Limitation on Indemnification. Notwithstanding the foregoing Sections 6.2 and 6.3, at any time during which Section 4941 of the Code applies to the Foundation, no indemnification shall be made nor indemnification reimbursement insurance purchased where it would constitute an act of self-dealing under Section 4941 of the Code.

6.5 Indemnification Against Expense. To the extent that an agent of this Corporation has been successful on the merits in defense of any proceeding referred to in Section 6.2 and 6.3, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

6.6 Required Determinations. Except as provided in Section 6.5, any indemnification under this ARTICLE 6 shall be made by this Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances

because the agent had met the applicable standard of conduct set forth in Section 6.2 and 6.3, by:

- (a) A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or
- (b) The court in which such proceeding is or was pending upon application made by this 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 this Corporation.

6.7 Advances of Expenses. Expenses incurred in defending any proceeding may be advanced by this Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this ARTICLE 6.

6.8 Other Indemnification. No provision made by the Corporation to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of Directors, an agreement, or otherwise, shall be valid unless consistent with this ARTICLE 6. Nothing contained in this ARTICLE 6 shall affect any right to indemnification to which persons other than such Directors and Officers may be entitled by contract otherwise.

6.9 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this ARTICLE 6, except as provided in Sections 6.5 or 6.6 (c), in any circumstance where it appears:

- (a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

6.10 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of an agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the

provisions of this ARTICLE 6; provided, however, that this Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 7

CORPORATE RECORDS, FINANCIALS AND REPORTS

- 7.1 Records.** The Corporation shall maintain adequate and correct accounts, books and records of its business and properties and shall maintain minutes of the proceedings of the board of directors. All of such books, records and accounts shall be kept at its principal executive office in the State of California, as fixed by the board of directors from time to time.
- 7.2 Inspection of Books and Records.** The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be kept at the Corporation's principal executive office and shall be open to inspection by the directors of the Corporation, at all reasonable times during office hours, as provided in Section 5160 of the California Nonprofit Public Benefit Corporation Law.
- 7.3 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 this Corporation (and its' subsidiary committees, Booster Groups) and any other person, when signed by any one; the President, any Vice President, Secretary or other board appointed officer of this corporation shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

- 7.4 Checks, Drafts, Etc.** All checks, drafts or other order for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the board of directors.
- 7.5 Receipt of Assets.** The corporation shall receive all monies, other properties, or both monies and properties, transferred to it for the purposes for which the corporation was formed. However, nothing contained herein shall require the Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the corporation as shown by the Articles.
- 7.6 Use of Assets.** The corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.
- 7.7 Disbursements.** No disbursement of corporation money or property shall be made until it is first approved by the President of the corporation or by the Treasurer or by the Directors. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of the corporation from time to time to make disbursements to implement the appropriations.
- 7.8 Signatures.** All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by the officer or officers, agent or agents, as the Board of Directors may from time to time by resolution designate. In all cases in which checks, drafts, demands for money or other document require two signatures, the two signers may not be members of the same household.
- 7.9 Financial Statements.** A copy of any annual financial statement and any income statement of the Corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the Corporation as of the end of each such period, that has been prepared by the Corporation shall be kept on file in the principal executive office of the Corporation for twelve (12) months and each such statement shall be exhibited at all reasonable times to any director demanding an examination of any such statement or a copy shall be mailed to any such director.

The directors shall have such rights to review the financial statements of the Corporation at the principal executive office of the Corporation at reasonable times or to receive a

copy of such statements, as provided in Section 6334 of the California Nonprofit Public Benefit Corporation Law. The quarterly income statements and balance sheets referred to in this Section shall be accompanied by the report, if any, of any independent accountants engaged by the Corporation or the certificate of an authorized officer of the Corporation that the financial statements were prepared without audit from the books and records of the Corporation.

7.10 Annual Statement of General Information. Within ninety (90) days after the date of incorporation and annually thereafter, the officers of this Corporation shall prepare and file with the California Secretary of State a statement setting forth the information as requested by and in compliance with Section 6210 of the California Nonprofit Public Benefit Corporation Law.

7.11 Annual Report. Except as provided in Section 6321 of the California Nonprofit Public Benefit Corporation Law, the board shall cause an annual report to be finished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all directors of the Corporation and, which report shall contain the following information in appropriate detail:

- (a)** The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b)** The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c)** The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year;
- (d)** The expenses or disbursement of the Corporation, for both general and restricted purposes, during the fiscal year;
- (e)** Any information required by Section 6322 of the California Nonprofit Public Benefit Corporation Law.

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

If this Corporation receives less than Twenty-Five Thousand Dollars (\$25,000) in gross revenues or receipts during the fiscal year, no such annual report need be provided.

7.12 Annual Statement of Specific Transactions to Directors. This Corporation shall mail or otherwise cause to be delivered to all directors a statement, within one hundred and twenty (120) days after the close of its fiscal year, which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

Any transaction in which the Corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

- (a)** Any director or officer of the Corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or
- (b)** Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000) or which one of a number of transactions with the same persons involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any director or officer.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE 8

OTHER PROVISIONS

8.1 Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and shall end on June 30 of each year.

- 8.2 Property used Exclusively for Charitable Purposes.** During the existence of this Corporation, the assets and property of this Corporation, including all personal property and all real property wherever situated, shall be irrevocably dedicated, held, used and applied exclusively to promote and further the general charitable purposes and objectives of this Corporation, as set forth in its Articles of Incorporation, as amended from time to time.
- 8.3 Amendments to Bylaws.** Except as otherwise provided in these Bylaws, the board of directors may, by a vote of two-thirds (2/3) of directors then in office, amend or repeal these Bylaws, or may adopt additional Bylaws; except that these Bylaws may not be amended, altered or modified in any manner which would alter the general charitable purposes of this Corporation or which would jeopardize the tax-exempt status of this Corporation as a charitable organization under Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the California Revenue and Taxation Code. Notwithstanding any other provisions of these Bylaws to the contrary, amendments of the Bylaws may only be considered at a meeting of the board of directors noticed not less than ten (10) days in advance, and the substance of the proposed amendment must be set forth in such notice.
- 8.4 Record of Amendments.** Whenever an amendment or new bylaw is adopted, it shall be copied in the book of Bylaws with the original Bylaws, in the appropriate place. If any bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted to written assent was filed shall be stated in said book.
- 8.5 Construction and Definitions.** Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the general provisions of the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.
- 8.6 Dissolution.** On dissolution of this corporation, the Board of Directors shall cause the corporation's assets to be distributed to another corporation with purposes similar to that identified in the Articles of Incorporation, and Article 1 of these Bylaws.
- 8.7 Seal.** The corporate seal, if any, shall be circular in form, shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the word "California."

AMENDMENTS/POLICIES:

MAY 2017: PLHSPA Board of Directors approved restated and amended bylaws which make PLHSPA have NO members, and makes term of office for directors & officers one year.

FEBRUARY 2007: PLHS Principal, Bobbie Samilson, reconfirmed policy that PLHSPA is sole adult fundraising organization for PLHS.

NOVEMBER 6, 2001: Board of Directors of PLHSFAA voted to approve the policy: all Booster Groups will act as Advisory Committees of the PLHSFAA (now PLHSPA) and must submit bylaws.

JUNE 2000: PLHS set a policy making PLHSFAA (now PLHSPA) the sole adult fundraising organization on behalf of PLHS.