

**BY LAWS
SCIENCE ACADEMY FUNDRAISING INITIATIVE**

A California Nonprofit Public Benefit Corporation

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be SCIENCE ACADEMY FUNDRAISING INITIATIVE, also known as THE SCIENCE ACADEMY STEM MAGNET SCHOOL. It shall be a nonprofit organization incorporated under the laws of the State of California (the “Organization” or “Science Academy STEM Magnet”).

Section 2 – General Purpose: The general purpose for which this Organization is organized is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Public Benefit Corporation Law of California, provided, however, nothing in this Article I shall be construed to authorize this Organization to carry on any activity for the profit of its officers, Directors or other persons or to distribute any gains, profits or dividends to any of its officers, Directors or other persons as such. Furthermore, nothing in this Article shall be construed as allowing the Organization to engage in any activity forbidden under section 501(c)(3) of the Internal Revenue Code.

Section 3 – Specific Purpose: The specific purpose of this Organization shall include without limitation, raising funds to support the academic, social and physical needs of The Science Academy STEM Magnet School, a California public school.

Section 4 - Political Activities: This Organization has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Organization shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE II – MEMBERSHIP

Section 1 – Membership: Membership shall consist of the Board of Directors. All members, except for non-voting members as described in Article II, Section 2 must be the parent or guardian of a child currently enrolled at The Science Academy STEM Magnet School.

Section 2 – Non-Voting Members: The Board may have (delete: two) non-voting members, who may include the following: principal of The Science Academy STEM Magnet School, the PTSA President of The Science Academy STEM Magnet School (where one exists), and the SSC President (where one exists). However, if the PTA and/or SSC President concurrently chair or co-chair a SCIENCE ACADEMY FUNDRAISING INITIATIVE fundraising event, then they will be considered a voting member of the SCIENCE ACADEMY FUNDRAISING INITIATIVE Board. The Board may have two additional non-voting members comprised of a community representative appointed by the President of the Board and a teacher designated by the principal. Their terms on the Board will last as long as they retain their respective positions and at the will of the majority of

the Board. Non-voting members are not subject to election to the Board of Directors. Such non-voting members are not “members” of the Organization as defined in Section 5056 of the California Corporations Code or any successor provision. In the event that the PTA President and SSC President do not concurrently chair or co-chair a SCIENCE ACADEMY FUNDRAISING INITIATIVE fundraising event, then they are eligible to become a voting member of the Board provided he or she meet the requirements described in Article III, Section 4 and Section 9.

ARTICLE III – BOARD OF DIRECTORS

Section 1 - Board role, size and compensation: The Board is responsible for overall policy and direction of the Organization, and delegates responsibility of day-to-day operations to the staff and committees. The Board shall have up to thirteen voting members, but not fewer than nine voting members. The Board receives no compensation, but members may be reimbursed for reasonable, approved expenses.

1.1 Confidentiality Notice & Conduct: As a requirement of participation on the SCIENCE ACADEMY FUNDRAISING INITIATIVE Board, each Board Member will sign an annual Confidentiality and Proprietary Information Notice (attached hereto as Exhibit A). This agreement will be kept on file by SCIENCE ACADEMY FUNDRAISING INITIATIVE’s President. Any breach of the terms stated in the notice could be grounds for dismissal from the SCIENCE ACADEMY FUNDRAISING INITIATIVE Board of Directors.

Section 2 – Terms:

2.1 General Board - General Board members shall serve one-year terms. General Board members are eligible for re-election for one year terms not to exceed a total of six years.

2.2 Officer Terms - The Organization shall have as officers a President, a Secretary, and a Treasurer. The Organization may also have, at the discretion of the Board of Directors, 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 Article III, Section 4. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

The **President** shall have a two-year term, but is eligible for re-election for up to three consecutive terms not to exceed a total of eight non-consecutive years as President.

The **Vice President (where one exists), Treasurer and Secretary** shall have a one-year term, but each is eligible for re-election in each position for up to four years.

2.3 Eligibility for Officer Positions – In order to be eligible for the position of **President**, the person shall have been a General Board member for at least one year and served at least one term as either Vice President or Treasurer. The person shall have at least one years experience on the Board including serving chair or co-chair of at least one SCIENCE ACADEMY FUNDRAISING INITIATIVE fundraising event. The President shall demonstrate effective leadership and communication skills. The President shall have highly developed organizational skills and demonstrated management skills.

In order to be eligible for the position of **Vice President** (where one exists) or **Treasurer**, the nominee shall have been a General Board member or Advisory Board member for at least one year and have served as the chair or co-chair of at least one SCIENCE ACADEMY FUNDRAISING INITIATIVE fundraising event, or as a member of the SCIENCE ACADEMY FUNDRAISING INITIATIVE Finance Committee (including, but not limited to, bank deposit chair).

The **Treasurer** shall have experience in bookkeeping practices or demonstrated knowledge of accounting software.

Section 3 – Meetings and notice:

3.1 Regular Meetings - The Board shall meet at least quarterly, at time and place agreed upon by the Board. A regular Board meeting requires that each Board member have written notice at least two weeks in advance. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such a meeting.

3.2 Special Meetings –

3.2.1 Authority to Call.

Special meetings of the Board of Directors for any purpose may be called at any time by the President, or any Vice-President, or the Secretary, or any two Directors.

3.2.2 Manner of Giving Notice.

Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) 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; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the Director's address as shown on the records of the Organization; or, if notice is given by facsimile, the notice shall be sent to each Director at his or her facsimile number as shown on the records of the Organization. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person at the Director's home or office who would reasonably be expected to communicate such notice promptly to the Director.

3.2.3 Time Requirements.

Notices sent by first class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, or telegraph shall be delivered, telephoned, telecopied, or given to the telegram company at least 48 hours before the time set for the meeting.

3.2.3 Notice Contents.

The notice shall state the time and place for the meeting. The notice need not specify the purpose of the meeting.

Section 4 – Board elections: During the last quarter of each fiscal year of the Organization, the Board of Directors shall elect Directors to replace those whose terms will expire on the first day of The Science Academy STEM Magnet School next school year. This election shall take place during a regular meeting of the Directors, called in accordance with the provisions of these bylaws.

Section 5 – Election procedures: New Directors shall be elected by two-thirds of the Directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of The Science Academy STEM Magnet School next school year. In any event, a Director shall serve until a successor has been elected.

Section 6 – Quorum: A majority of the total number of Directors then in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Article III, Section 7. Every act taken or decision 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 of Directors, subject to the provisions of the California Nonprofit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) creation of, and appointment to, committees of the Board, and (iii) indemnification of Directors. 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 7 – Adjournment: A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 8 – Officers and Duties: The duties of the President, Vice President (where one exists), Secretary and Treasurer are as follows:

The **President** shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice President, Secretary and Treasurer.

The **Vice President** shall chair committees and shall perform other duties as prescribed by the Board or the President. The Vice President shall assume the role of Parliamentarian. In the temporary absence or disability of the President, the Vice President 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 **Treasurer** shall make a report at each Board meeting. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of SCIENCE ACADEMY FUNDRAISING INITIATIVE, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall make financial information available to board members and the public at reasonable times.

The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

Section 9 – Vacancies: A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under the California Nonprofit Corporation Law; or

(iii) whenever the number of authorized Directors is increased. When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be voted upon at the next Board meeting. These vacancies shall be filled only to the end of the particular vacating Board member's term. In the event that the position of President becomes vacant, either the Treasurer or Vice-President will be chosen to succeed the President by a majority vote of the Board, provided a quorum is present. If neither the Treasurer nor the Vice-President is willing or able to ascend to the position of President, a general Board member shall be selected by a majority vote.

Section 10 – Removal: Directors may be removed without cause by two-thirds majority of Directors then in office. A Director may be removed for cause from the Board by a majority vote of the Board, provided a quorum is present, if she/he does not participate in the Annual Family Pledge drive at any level and/or is absent from fifty percent or more of the regularly scheduled and special meetings of the Board. A Director (other than Officers) may be removed for cause from the Board by a majority vote of the Board, provided a quorum is present, if she/he does not chair or co-chair at least one Board Committee per fiscal year.

Section 11 – Resignation: Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. No Director may resign if the Organization would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

ARTICLE IV – COMMITTEES

Section 1 – Committee formation: The Board of Directors may, by resolution adopted by a majority of the Directors then in office, create one or more committees, each consisting of two or more Directors, to serve at the discretion of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- (b) Fix compensation of the Directors for serving on the Board or on any committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) Appoint any other committees of the Board of Directors or the members of these committees;
- (f) Approve any transaction (1) between the Organization and one or more of its Directors or (2) between the Organization or any entity in which one or more of its Directors have a material financial interest; or

(g) Expend the Organization's funds to support a nominee for Director after more persons have been nominated than can be elected.

Section 2 – Executive Committee: The officers, as defined in Article III, Section 2.2 shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board, and is subject to the direction and control of the full Board.

The meetings, notice requirements, and action of the Executive Committee shall be governed by, and held and taken in accordance with, the provisions of Article III of these Bylaws. A majority of the authorized committee members shall constitute a quorum for the transaction of Executive Committee business, except to adjourn as described in Article III, Sections 6 and 7.

Section 3 - Finance Committee: A Finance Committee shall be created. The Treasurer is the chair of the Finance Committee, which includes a minimum of two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget with other Board members. One of the Finance Committee members, other than the Treasurer, shall make all bank deposits for the Organization. This position may be filled by an Advisory Board Member. Another Finance Committee member shall do monthly account reconciliation. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget (over 10% of the approved amount or more than \$200, whichever is greater) must be approved by the Board or the Executive Committee. (See also Purchase Procedure Policies, Exhibit C). The fiscal year shall be from July 1 to June 30 of the next year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to Board members routinely and to the public. A reserve may be maintained for, including but not limited to, emergency circumstances at The Science Academy STEM Magnet School, emergencies within the organization (SCIENCE ACADEMY FUNDRAISING INITIATIVE), and capital expenditures. The Finance Committee shall review and make reserve recommendations to the Board during the annual budgeting process.

Section 4 - Revocation of Delegated Authority: The Board of Directors may, at any time, revoke or modify any or all of the authority so delegated to a committee, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board.

ARTICLE V – DIRECTOR AND STAFF

Section 1 – Executive Director: The executive director, if one is needed, is hired by the Board. The executive director has day-to-day responsibilities for the Organization, including carrying out the Organization's goals and policies. The executive director will attend all Board meetings, report on the progress of the Organization, answer questions of the Board members and carry out the duties as described in the job description. The Board can designate other duties as necessary.

ARTICLE VI – AMENDMENTS

Section 1 – Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors then in office. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

ARTICLE VII – INDEMNIFICATION

Section 1 – Indemnification: The Board is obligated to purchase Directors and Officers Insurance at reasonable market rates each year. It is understood that neither insurance nor indemnifications within these By Laws would cover any intentional bad acts on the part of any Director. In the event that insurance is not enough to provide adequate coverage to (a) Director/(s), then SCIENCE ACADEMY FUNDRAISING INITIATIVE funds may be used to cover the balance, provided there is a two-thirds majority vote by the Board to do so.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of The Science Academy Fundraising Initiative, a California nonprofit public benefit corporation; that these Bylaws, consisting of 7 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on August 26, 2015.

Executed on _____ at _____ California.

Paolo