

# BYLAWS OF THE GUNDERSON HIGH SCHOOL FOUNDATION

## ARTICLE I Offices

### Section 1

The Gunderson High School Foundation is a corporation duly formed under the laws of the State of California. The name of the corporation shall be *Gunderson High School Foundation*.

### Section 2

The offices of the Foundation shall be located at Gunderson High School, 622 Gaundabert Lane, San Jose, California 95136.

### Section 3

The offices for the transaction of business may be changed by a two-thirds (2/3) vote of the Board of Directors.

### Section 4

The business records of the Foundation shall be kept at its office.

## ARTICLE II Statement of Purpose

The purpose of the Foundation is to establish a Non-Profit Public Benefit Foundation to support the whole school effort for educational needs and enhancements and physical improvements.

*The Gunderson High School Foundation is the resource and focal point for attracting broad community and alumni engagement to support school needs that would otherwise go unaddressed.*

**ARTICLE III**  
**Membership**

Membership in the Foundation shall be open to any individual who supports the Foundation with a monetary donation. There are several levels of membership:

- ❖ Gunderson High School Alumni - \$25
- ❖ Gunderson High School Staff - \$25
- ❖ Advisory Members - \$25
- ❖ Executive Committee and Board members - \$50

The term of membership shall be from July 1<sup>st</sup> to June 30<sup>th</sup> of the following year. The rights and responsibilities of membership shall include the following:

- A. Voting and Leadership: Members of the Foundation will elect a Board of Directors at the Annual Meeting in May of each year. The Board will have the authority to represent the membership in decisions concerning the Foundation's governance and finances. Members of the Foundation may be elected to serve in a leadership capacity on the Board if their donation is \$50 or more.
- B. Title: Individuals who qualify for membership may use the title: "Member of the Gunderson High School Foundation".
- C. All of the rights and benefits as specified by California State Law.
- D. Each member of the Foundation will provide written notice of a change in mailing address to the Secretary of the Foundation.

**ARTICLE IV**  
**Board of Directors**

A. Election and Removal

Section 1

The persons named in the Articles of Incorporation, dated July 1, 2009, and their respective successors shall be elected every two years. There shall be no more than thirteen (13) nor less than five (5) members of the Board. The Board shall elect executive officers every year. The Board may, from time to time, determine the number of its members. At the discretion of the Board, ex-officio members may be appointed.

Section 2

The Board, except ex-officio members, shall be nominated by the members and elected by a simple majority vote of the members present at the Annual Meeting in May. The school principal and personnel may not serve as directors, sign on banking accounts, invoices or purchase authorizations.

Section 3

The term of office shall be for two (2) years. A Board member may resign from office at any time by mailing or otherwise delivering a written notice of resignation to the president of the Board and to the secretary of the Board.

Section 4

Removal of a Board member from office may be effected by a two-thirds (2/3) vote of the entire Board without assigning cause, when such action is, in the judgment of the Board, to be in the best interests of the Foundation. The removal of a Board member may be presented and voted on at any regular or special meeting of the Board.

## B. Governance

### Section 1

The Foundation shall be governed by the Board of Directors of the Foundation. The Board meetings shall be conducted by the President. Regular attendance is expected. Any Board member who is absent for two consecutive meetings may be considered for removal from the Board except for extenuating circumstances.

### Section 2

The term of office shall be for two (2) years and may be renewed.

### Section 3

The maximum number of Board members at any one time shall not exceed thirteen (13).

### Section 4

The Executive Committee shall appoint a new board member to complete the term of a Board member who is unable to complete his/her term.

## C. Compensation

### Section 1

Directors shall serve without compensation for their services and shall be reimbursed for expenses incurred in performance of their regular duties as directed by the Board.

**ARTICLE V**  
**Officers**

Section 1

The officers of the Board will be: president, vice president, secretary and treasurer, and shall be referred to as the “Executive Committee”. The officers shall be nominated and elected by the members of the Board at the Annual Meeting in May. The principal of Gunderson High School shall also be a member of the Executive Committee. The newly elected officers will assume office immediately after their election.

Section 2

The ex-officio members of the Board shall include a San Jose Unified School District representative appointed by the Superintendent of Schools and any others as deemed appropriate by the Board of Directors.

**ARTICLE VI**  
**Meetings**

Section 1

Regular meetings of the Board shall be held at least quarterly, at a time and place determined by the Executive Committee, and are open to any interested persons. The Annual Meeting of the Foundation shall be held in May of each year at a time and place determined by the Board. The Executive Committee shall meet as needed at a time and place determined by the president.

Section 2

Special meetings of the Board may be called at any time by the Executive Committee.

### Section 3

- (a) Notice of the Annual Meeting of the Board will be in writing no less than fifteen (15) nor more than ninety (90) days in advance to all members. Written notices shall be mailed or emailed to each member's address of record.
- (b) Notice of each regularly scheduled meeting of the Board shall be in writing to all members at the beginning of the fiscal year.
- (c) Notice of special meetings of the Board shall be in writing to all members at least five (5) days prior to the date of the meeting.
- (d) Committees of the Board shall meet as necessary at a time and place determined by the committee chair and shall make reports as requested by the Board at the regularly scheduled or special Board meetings.
- (e) Any dispute with respect to procedure to be followed at the meeting of the Board shall be determined in accordance with Robert's Rules of Order.

## **ARTICLE VII**

### **Quorum**

#### Section 1

The Executive Committee may transact business by an affirmative vote of no less than three (3) members of the Executive Committee present at any meeting of the Executive Committee.

#### Section 2

A quorum of the Board shall consist of a majority of the voting members of the Board. A quorum of the Board must be present at the beginning of any regular or special meeting of the Board for business to be transacted. If the attendance of the meeting falls below a quorum, any business transacted must be by vote of a number of members representing the majority of those present at the beginning of the meeting.

**ARTICLE VIII**  
**Duties of the Officers**

Section 1

President – The president shall:

- Serve as general manager and chief executive officer of the Foundation.
- Preside at all meetings of the Board.
- Perform such other duties as directed by the Board or these Bylaws.

Section 2

Vice President – The vice president shall:

- Preside at meetings in the absence of the president.
- Perform such duties as required to assist the president.
- Fill the position of president, in the event of a vacancy of the office of president.
- Ensure that the original or copies of the current Articles of Incorporation and the Bylaws of the Gunderson High School Foundation are maintained at the principal offices of the Foundation.
- Perform such other duties as directed by the Board or these Bylaws.

Section 3

Secretary – The secretary shall:

- Record or cause to be recorded, and keep or cause to be kept a book of the minutes of actions taken at all meetings of the Board, as well as notices of such meetings and the names of those present.
- Keep or cause to be kept an accurate record of the names and addresses of the members of the Foundation.
- Give or cause to be given, notice of all meetings to Board members.
- Maintain a copy of all records at the principal offices of the Foundation.

- Keep the official seal (if any) of the Foundation in safe custody.
- Perform such other duties as directed by the Board or these Bylaws.

#### Section 4

Treasurer – The treasurer shall:

- Keep and maintain, or cause to be kept and maintained, an adequate and correct accounting of all properties and business transactions (including accounts of assets, liabilities, receipts, disbursements, gains and losses) of the Foundation.
- Ensure that appropriate business controls are in place to protect the assets of the Foundation.
- Submit statements of accounts and such reports as directed by the Board at each regular meeting of the Board, or upon request of the president, Executive Committee or Board.
- Deposit or cause to be deposited monies given to the Foundation.
- Disburse or cause to be disbursed funds as directed by the Board.
- Ensure that deposits and disbursements are handled in accordance with the procedures approved by the Board.
- Schedule an annual audit of all of the Foundation's finances.
- Perform such other duties as directed by the Board or these Bylaws.

### **ARTICLE IX** **Committees**

#### Section 1

The Board may create standing or special committees for any purpose and delegate to such committees any of the powers and authorities of the Board. The committees shall consult with, advise and assist the Board in determining and meeting the needs of the school. Such committees shall have the power to act only in intervals between meetings of the Board and shall at all times be subject to the control of the Board. Except as otherwise provided in these Bylaws, the Chairperson and members of each committee shall be selected by the President, with the approval of the Board, and may be removed by a two-thirds (2/3) vote of the directors then in office.



**ARTICLE X**  
**Fiscal Year**

The fiscal year for the Foundation shall be from July 1<sup>st</sup> to June 30<sup>th</sup> of the following year.

**ARTICLE XI**  
**Indemnification and insurance**

To the fullest extent permitted by laws and in the manner provided by law, the Foundation may indemnify against liability and hold harmless any person who was or is a party to, or is threatened to be a party to, or is involved in a pending or completed action or lawsuit – civil, criminal, administrative or investigative, by reason of the fact that a person is or was a director, officer, employee or an agent of the Foundation while serving in an official capacity, on behalf of the Foundation, non-profit or for-profit partnership, joint venture or trust or other enterprise. The foregoing rights of indemnification shall not be deemed to be exclusive of any other rights to which a person may be entitled under applicable law, and shall continue as to the person who has ceased to be the director, officer, employee, or agent of the Foundation and shall inure to the benefit of the estate, executors, administrators, heirs, legatees, or devisees of any such person.

**ARTICLE XII**  
**Miscellaneous**

Section 1 – Inspection of Articles and Bylaws

The original or a copy of the Articles of Incorporation and the Bylaws of the Gunderson High School Foundation will be maintained at the principal offices of the Foundation. When amended or otherwise altered as to date, the Articles of Incorporation and/or Bylaws will be certified by the Secretary, and shall be available for inspection by any Foundation member, upon request.

### Section 2 – Checks, Drafts, Etc.

All checks, drafts or other forms of monetary payments issued in the name of or payable to, the Foundation shall be signed by any two officers.

### Section 3 – Records

The Foundation shall keep adequate and correct records of accounts and shall keep minutes of the proceedings of Board meetings and committee meetings. Such minutes shall be in written form or capable of being converted to written form.

### Section 4 – Conflicts of Interest

The Foundation Board, may promulgate a conflict of interest policy to be adhered to by its directors and officers. Any conflict of interest policy will be drafted in accordance with current laws.

## **ARTICLE XIII** **Amendments**

### Section 1 – Amendment by Directors

Changes to these Bylaws must be approved by a two-thirds (2/3) vote of the Board prior to being submitted to the membership. The recommended Bylaws must be approved by a majority vote of the membership in attendance at the Annual Meeting or special-called meeting of the membership.

### Section 2 – Record of Amendment

Any amendment or alteration in these Bylaws shall be filed with the original Bylaws of the Foundation.