

BYLAWS OF SAN JUAN ALUMNI ASSOCIATION

A California Nonprofit Public Benefit Corporation

ARTICLE I – CORPORATE NAME AND OFFICES

Section 1. NAME

The legal name of this California Nonprofit Public Benefit Corporation shall be:

SAN JUAN ALUMNI ASSOCIATION (herein called “SJAA”)

Section 2. PRINCIPAL OFFICE OF THE CORPORATION

The corporation’s principal office shall be in the County of Sacramento, State of California, at San Juan High School (herein called “SJHS”). 7551 Greenback Lane, Citrus Heights, California 95610.

Section 3. CHANGE OF ADDRESS OF PRINCIPAL OFFICE

The Board - shall have full power and authority to change said principal office from one location to another within the State of California. Any such change shall be noted by the Secretary in these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 4. OTHER OFFICES

The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE II - PURPOSES

Section 1. OBJECTIVES AND PURPOSES

The corporation is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The corporation’s purposes shall include the support and encouragement of motivating students, the reward of student achievement by a broad scholarship fund,

the providing of new thinking and innovation for the betterment of SJHS and the secondary education system, and the development of volunteer efforts to achieve these purposes.

Section 2. DEDICATION OF ASSETS

This corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3) as the Board of Directors (herein called the "Board) may determine.

ARTICLE III – MEMBERS

Section 1. MEMBERS

The SJAA recognizes five types of honorary memberships. Membership is voluntary or awarded based on the individual's classification as follows:

- (a) **Affiliate Members:** Those members who are spouses of Members or current or past San Juan High School faculty or staff.
- (b) **Life Members:** Those members or Affiliate Members whom the Board has recognized for their services to SJHS or the SJAA. Dues are waived for life members.
- (c) **Honorary Life Members:** Those members who are non-alumni individuals whom the Board has recognized for their services to SJHS or the SJAA. Dues are waived for all Honorary Life Members.
- (d) **General Membership:** San Juan High School graduates.
- (e) **Associate Members:** These individuals may be from: the San Juan Unified School District, city and county officials, businesses, or organizations desiring to support the Association.

Members maintain their membership status in the organization with the payment of annual dues with the exception of Life Members, Associate and Honorary Life Members in which all dues are waived.

No membership is transferrable and all rights of membership cease upon death.

All categories of membership as identified above, with the exception of elected Board officers, directors or appointed positions by the Board are supporting memberships with common

interests within the SJAA and are without voting or statutory rights as set forth in the California Corporation Code, Section 5310(a).

ARTICLE IV – BOARD OF DIRECTORS

Section 1. GENERAL POWERS

Subject to the provisions and imitations of the laws of the State of California, the articles of incorporation and these bylaws, the activities and affairs of the corporation shall be conducted, and all corporate powers shall be executed by or under the direction of the Board.

Section 2. SPECIFIC POWERS.

Without prejudice to these general powers set forth in Article 4, Section 1 of these bylaws, but subject to the same limitations, the Board shall have the following powers and duties:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation or by these bylaws.
- b. To appoint and remove at the pleasure of the Board, all officers, agents, advisors, consultants, and employees of the corporation and to prescribe power and duties for them as are consistent with the law, the articles of incorporation and these bylaws; fix their compensation and require from them security for faithful service
- c. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; and conduct its activities in or outside California.
- d. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- e. Authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Except for matters pertaining to the ordinary and necessary operation of the business of the corporation and as otherwise provided in Section 5214 of the California Corporations Code, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

- f. Accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.
- g. Adopt, use and, at will, alter a corporate seal.
- h. To take action to conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefore not inconsistent with the law, the articles of incorporation or these bylaws, as they may deem best.
- i. To authorize the issuance of memberships of the corporation from time to time and upon such consideration as they may deem best.
- j. To exercise all other powers conferred by the Nonprofit Public Benefit Corporation Law of the State of California.
- k. The Board may delegate the management of the Association's activities to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Association shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 3. NUMBER OF DIRECTORS.

The authorized number of directors of the Association shall be up to thirteen (13). Any resolution changing the Association's number of authorized directors shall require the approval of the Board at the time of the motion and shall not affect these by-laws.

Section 4. RESTRICTION OF INTERESTED PERSONS AS DIRECTORS

No more than 49 percent of the persons serving on the Board may be "interested persons." An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

Section 5. NOMINATIONS OF DIRECTORS

The President shall appoint a committee to nominate qualified candidates for election to the Board at least 30 days before the date of any election of directors. The nominating committee shall make its report at least 15 days before the date of the election, or at such other time as the Board may set, and the secretary shall forward to each member of the Board with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

Section 6. ELECTION AND TERM OF OFFICE.

At a minimum, up to six (6) shall be elected to the Board at each annual meeting of the Board that falls on an even year. At a minimum, up to five (5) shall be elected to the Board at each annual meeting of the Board that falls on an odd year. Unless otherwise provided in the articles or bylaws, each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, unless the director has been removed from office.

Section 7. NEWLEY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the end of the term of the vacant position and until such director's successor is elected and qualified.

Section 8. COMPENSATION.

The Association shall not pay compensation to officers or directors for services rendered to the Association, except that officers and directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Association.

Section 9. RESIGNATION.

Any director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Association, except if such resignation would leave the Association without a duly elected director. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Except upon notice to the California Attorney General, no officer or director may resign if the corporation would be left without a duly elected director or directors in charge of its affairs.

SECTION 10. REMOVAL OF OFFICERS OR DIRECTORS

Any officer or director may be removed with or without cause by a vote of the members of the Board at a special meeting called for that purpose or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in Article 5, Section 7.

For the purposes of Section 10, cause exists if the officer or director has been declared of unsound mind by a final order of court, is convicted of a felony, or is found by final order or judgment of any court to have breached a duty under Article 3 of the California Nonprofit

Corporation Law governing standards of conduct, fails to be in compliance with the SJAA By-Laws or SJAA approved policies and procedures for which he/she has been advised the need of correction and warned that default may result in imminent removal from position or fails to attend three (3) consecutive Board meetings or four (4) Board meetings during any calendar year without prior notice of planned absence will be automatically removed from the Board without Board resolution unless:

- (a) the director requests a leave of absence for a limited period of time and the leave is approved by the directors at a regular or special meeting (if such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present),
- (b) the director suffers from an illness or disability that prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection; or
- (c) the Board by resolution of the majority of Board members must agree before a director who has missed three meetings may be reinstated.

Any vacancy caused by the removal of a director shall be filled as provided in Article 4, Section 10 of these bylaws.

SECTION 11. VACANCIES.

A vacancy or vacancies on the Board shall occur in the event of (a) the death, removal, or resignation of any director; (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) the increase of the authorized number of directors. Vacancies on the Board may be filled by approval of the Board or, if the number of directors, then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office; (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with Corporations Code Section 5211; or (3) a sole remaining director.

SECTION 12. LIMITED LIABILITY OF DIRECTORS.

Subject to their fiduciary responsibilities and standards of conduct for directors including, but not limited to, the duty of care, the duty of loyalty, the duty of inquiry and other duties imposed by law, the directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

ARTICLE V – MEETINGS OF THE BOARD OF DIRECTORS

Section 1. ANNUAL MEETINGS.

The Board shall hold an annual meeting, at a time and place fixed by the Board, at which meeting the Board shall appoint officers and transact any other business as shall come before the meeting.

Section 2. REGULAR MEETINGS.

Regular meetings of the Board shall be held at such times and places as may fixed by the Board on a monthly basis by resolution or as specified in the notice of the meeting. The Board shall meet a minimum of four (4) times each year.

Section 3. SPECIAL MEETINGS.

Special meetings of the Board may be held at any time upon the call of the President or the Vice Presidents, the Secretary, or any two (2) directors in the case of the resignation, death or other valid reason the President is not available, in each case, the purpose, time and place of the meeting will be advised.

Section 4. PLACE OF MEETINGS.

Meetings of the Board may be held at any place within or outside the State of California that is designated in the notice of the meeting. Meetings of the members shall be held at SJHS or at such other place as may be designated by the Board.

Section 5. MEETING BY REMOTE COMMUNICATION.

Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or electronic video screen communication, constitutes presence in person if all directors participating in the meeting can hear one another. Participation by electronic transmission by and to the Association (other than conference telephone or electronic video screen communication) constitutes presence in person if each participating director can communicate concurrently with all other participating directors, each director has the means to participate in all matters before the Board, including the ability to propose or object to a specific action proposed to be taken, and the transmission creates a record that is capable of retention, retrieval, and review, and may thereafter be rendered into clearly legible tangible form.

Section 6. NOTICE OF MEETINGS.

(a) No Notice Required

No notice of a regular meeting shall be required where the time and place of the meetings are fixed by these bylaws or by Board resolution, as permitted under Section 5.08. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

(b) Timing and Delivery of Notice.

Notice of any special meeting, and of any regular meeting if the time and place are not so fixed by these bylaws or by Board resolution, shall be given to each director. Notice shall be given to each director at his or her address or contact information, as it appears on the records of the Association (iii) Email, or other electronic means, if the director has consented to accept notices in this manner. Notice shall be deemed to have been given when sent

(c) Content of Notice

Notice shall state the time and place where the meeting is to be held. The purpose of the special meeting must be specified in the notice.

Section 7. NOTICE OF SPECIAL MEETINGS

Notice of the time and place of special meetings shall be given to each director by:

- (a) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the direct;
- (b) electronic mail; or
- (c) other electronic means.

Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least forty-eight (48) hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The purpose of the special meeting must be specified in the notice.

Section 8. QUORUM.

The total Board member present shall constitute a quorum for the transaction of business. Any act approved by a majority of the directors present at a duly held meeting at which a quorum is present is the act of the Board, unless the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws require a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors leaving less than a quorum, if any action is approved by at least a majority of the directors who constitute the required quorum for the meeting, the Articles of Incorporation, or these bylaws.

Section 9. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETING

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as above described, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 10. ADJOURNMENT OF MEETING.

A majority of the directors present, whether or not a quorum is present, may adjourn the meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place shall be given before the adjourned meeting to each director not present at the time of the adjournment.

Section 11. ACTION WITHOUT A MEETING.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all of the directors or committee members consent to the action in writing and the number of directors or committee members then serving constitutes a quorum. For purposes of this Section 10 only, "all of the directors or committee members" shall not include any interested director as defined in Section 5233 of the California Nonprofit Corporation Law. The written consents shall be filed with the minutes of the proceedings of the Board or committee. The action by written consent shall have the same force and effect as a unanimous vote of the directors or committee members.

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 disinterested directors of the Board 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.

Article VI – LIMITATIONS ON POWERS OF BOARD

Section 1. LIMITATIONS ON POWERS OF BOARD.

The following limitations on powers of the Board apply to this corporation:

(a) Self-Dealing Transactions.

Notwithstanding the powers conferred on the Board pursuant to Section 5.01, this Association shall not engage in any transaction in which one or more of its directors has a material financial interest and which meets the definition of a “self-dealing transaction” as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law unless the transaction has been approved by one of the means specified in subparagraph (d) of that Section 5233.

(b) Transactions Between Corporations Having Common Directorships.

Unless it is established that the contract or transaction is just and reasonable as to the Association at the time it is authorized, approved or ratified, this Association shall not enter into a contract or transaction with any other corporation, association or entity in which one or more of the Association’s directors are directors unless the material facts as to the transaction and the director’s common directorship are fully known or disclosed to the Board. The Board must approve, authorize or ratify any such contract or transaction in good faith and by a vote sufficient without counting the vote of the common directors.

(c) Loans to Directors or Officers.

This Association shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless the transaction is first approved by the California Attorney General. This provision shall not apply to any reasonable advance on account of expenses anticipated to be incurred in the performance of the director’s or officer’s duties.

(d) Standards for Investment.

Except as provided in Sections 5240(c) and 5241 of the California Nonprofit Public Benefit Corporation Law, in the investment, reinvestment, purchase, acquisition, exchange, sale and management of the Association’s investments, the Board shall:

- (i) Avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Association’s capital;
- (ii) Comply with all state and federal laws and regulations governing investments by nonprofit corporations qualified as tax-exempt public charities under Section 501(c)(3) of the Internal Revenue Code including, but not limited to, the provisions contained in Section 5240 of the California Nonprofit Public Benefit Corporation Law and Section 18506 of the California Probate Code; and
- (iii) Comply with additional standards, if any, imposed by the Articles of Incorporation, these Bylaws or the express terms of any instrument or agreement pursuant to which the invested assets were contributed to the Association.

ARTICLE VII – COMMITTEES

Section 1. EXECUTIVE COMMITTEES.

The Board may, by a majority vote of directors, designate the President of the Board and one (1) or more other officers, and other members as designated by the Board, and no one who is not a director, to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- (a) Taking any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the directors or approval of a majority of all directors;
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (d) The amendment or repeal of bylaws or the adoption of new bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The creation of committees of the Board or the appointment of members thereof;
- (g) The expenditure of corporate funds to support a nominee for director if there are more people nominated for director than can be elected; (h) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as special approval is provided for in Corporations Code Section 5233(d)(3).

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board.

Section 2. MEETINGS AND ACTION OF EXECUTIVE COMMITTEES.

The provisions of Article 5, Sections 6, 7, 8 AND 10 of these bylaws regarding notice, quorum, and action without a meeting shall apply to executive committees. All executive committees shall keep minutes of their meetings which shall be filed with the recording secretary.

Section 3. OTHER COMMITTEES.

The Board may from time to time create such other committees, either standing or ad-hoc, with such qualifications for membership, powers, and duties as the Board shall determine.

Section 4. COMMITTEE APPOINTMENTS.

The chairman, who must be a director, and members of each committee shall be nominated annually by the president and approved and appointed by majority vote of the directors then in office. The Board may appoint alternate members to replace absent members at a meeting.

The usual time for such appointments shall be the Board meeting where officers are elected or the first meeting thereafter.

ARTICLE VIII – OFFICERS

Section 1. OFFICERS.

The officers of the corporation shall be the president, a vice president, a recording secretary, a financial secretary and a treasurer (chief financial officer). The corporation may also have, at the discretion of the Board, a historian, a chairman of the board, other vice presidents, one or more assistant secretaries, one or more assistant treasurers, as the Board may, from time to time determine to be necessary and convenient. Any number of offices may be held by the same person, except that neither the secretary nor chief financial officer treasurer may serve concurrently as the president or chairman of the Board.

Section 2. ELECTION OF OFFICERS

Officers of this corporation, except any appointed under Article 7, Section 4 of these bylaws, shall be chosen at the Annual Board Meeting by the Board and shall serve at the pleasure of the Board.

Section 3. TERMS OF OFFICERS.

Officers of the corporation shall be elected by the Board for terms of two (2) years or until their successors are elected and qualify.

Section 4. APPOINTMENT OF OTHER OFFICERS

The Board may appoint and authorize the President or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

Section 5. REMOVAL OF OFFICERS OR DIRECTORS

The Board may remove any officer or director with or without cause. An officer or director who was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

Section 6. RESIGNATION OF OFFICEROR DIRECTORS

Any officer may resign at any time by giving written notice to the President or the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any

later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 7. VACANCIES IN OFFICE

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis. In the event of a vacancy in any office other than that of President. Such vacancy may be filled temporarily by appointment by the President time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 8. RESPONSIBILITIES OF OFFICERS

(a) President.

The president shall, subject to the control of the Board, have general supervision, direction, and control of the business and the officers of the corporation. The president shall preside at all meetings of the Board. The president 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 or by the bylaws.

(b) Vice-President.

In the 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 vice-president shall have such other powers and perform such other duties as from time to time may be prescribed by the Board.

(c) Recording Secretary.

The recording secretary shall keep a full and complete record of all meetings and actions of the Board and its executive committees and of the members, shall make Service of such notice as may be necessary or proper, shall supervise the keeping of the books of the corporation, and shall discharge such other duties as pertain to the office or as from time to time may be prescribed by the Board.

(d) Corresponding Secretary.

The corresponding secretary shall answer all correspondence and shall perform such other duties as from time to time may be prescribed by the Board.

(e) Treasurer

The treasurer or selected professional accounting service, shall be responsible for SJAA financial operations and may include: developing financial policies for Board approval, the review and accuracy of the financial reporting, monitoring and reporting on investments, providing information on investments to the Board for decisions related to the investments, tax preparation, and annual reporting. In conjunction with President and other members of the Executive Committee develop a draft budget for the next budget period. The treasurer is responsible for check writing. The treasurer and one or more board directors conducts an annually required non-profit corporation financial audit and prepares the audit report for Board review. The Association's books of account and records shall be open to inspection at all reasonable times to the President and any of the directors of the Association upon request at the office of the Association.

(f) Financial Secretary

The Financial Secretary or selected bookkeeping service provides reporting to the Treasurer on both the SJAA and SJAA asset management accounts income and expenses with detailed back-up supporting entries into our accounting system. dollars received and reports with back-up of expenses for the Treasurers' payment. The Financial Secretary/bookkeeping service shall keep and maintain full and accurate accounts of all deposits, donor acknowledgements and audit trails to provide the Treasurer sufficient detail to execute disbursements or other business transactions as may be approved by the of the Association.

For additional details of officer duties and responsibilities, see the San Juan Alumni Association Policies and Procedures manual which each officer will be responsible to execute.

Section 9. ADDITIONAL OFFICERS.

The Board may from time to time appoint such additional officers as it shall deem necessary. To the fullest extent allowed by law, the Board may prescribe each additional officer his or her respective title, term of office, authority, and duties.

Section 10. COMPENSATION.

The Association shall not pay compensation to officers for services rendered to the Association as officers, except that officers may be reimbursed for reasonable expenses incurred in the performance of their duties to the Association. In the case of a selected professional service rendering an officer function, the service will be made in accordance with Board approval of the compensation.

Section 11. COMPENSATION OF CERTAIN OFFICERS.

Should the Board decide to compensate the Association's officers, the Board, or an authorized committee of the Board will review and approve the compensation, including benefits, of every person, regardless of title, with the powers, duties, or responsibilities of the President, chief

executive officer, and Treasurer (or chief financial officer) to assure that it is just and reasonable. This review and approval shall occur: (a) Initially upon the hiring of the officer; (b) Whenever the term of employment, if any, of the officer is renewed or extended; and (c) Whenever the officer's compensation is modified (unless a similar modification of compensation is applied to all other employees).

ARTICLE IX - INDEMNIFICATION AND INSURANCE

Section 1. INDEMNIFICATION OF CORPORATE AGENTS.

(a) Right of Indemnity.

To the fullest extent permitted by Section 5238 of the California Nonprofit Public Benefit Corporation Law, and as provided in these Bylaws, the Association:

- (i) shall indemnify any person who is or was a director, officer, or employee of the Association, or of a corporate predecessor of the Association;
- (ii) may indemnify any person who is or was serving as another agent of the Association or of a corporate predecessor of the Association; and
- (iii) may indemnify any person who is or was serving, at the request of the Association or of a corporate predecessor, as a director, officer, employee or agent of another entity,

Such persons described immediately above in subparagraphs (i), (ii), and (iii) shall be referred to as "**agents of the Association**"), against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding, by reason of the fact that the person is or was an agent of the Association. As used in this Article, "expenses," shall have the same meaning as in Section 5238(a) and shall include reasonable attorney's fees; and "proceeding" shall have the same meaning as in Section 5238(a) (including an action by or in the right of the Association, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, and an action brought by the Attorney General or its relator for breach of duty relating to assets held in charitable trust).

(b) Approval of Indemnity.

To the extent that an agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, on written request to the Board by any person seeking indemnification under the Section 5238(b) or Section 5238(c), the Board shall promptly decide under Section 5238(e) whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification to the extent permitted thereby.

(c) Advancing Expenses.

The Board may authorize the advance of expenses incurred by or on behalf of an agent of this Association in defending any proceeding, prior to final disposition of that proceeding, if the Board receives a written undertaking by or on behalf of that agent that the advance will be repaid unless it is ultimately found that the agent is entitled to be indemnified for those expenses.

Section 2. INSURANCE.

The Association shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of the Association's directors, officers, employees and other agents (each, an "agent"), to cover any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such. Such insurance may provide for coverage against liabilities beyond the Association's power to indemnify the agent under the law; however, the Association shall have no power to purchase and maintain such insurance to indemnify any agent for a violation of Section 5233.

The Association shall have the right, and shall use its best efforts to purchase and maintain the appropriate bonding for those individual handling monies for the organization, e.g., President, Treasurer, Secretary, and the Financial Secretary.

Section 3. PERSONAL LIABILITY OF DIRECTIONS AND OFFICERS.

The personal liability of officers and directors of this Association for negligent acts or omissions, debts, liabilities, and other obligations of the Association, shall be eliminated to the fullest extent permitted by law.

ARTICLE X – GENERAL PROVISIONS

Section 1. INSPECTION BY DIRECTORS.

Every director, in person or by an agency or attorney, shall have the absolute right at any reasonable time to inspect, copy, and make extracts of all books, records, and documents of every kind.

Section 2. MAINTENANCE OF ARTICLES AND BYLAWS.

The corporation shall keep at its principal office a copy of the articles of incorporation and bylaws as amended to date.

Section 3. FISCAL YEAR.

The fiscal year of the Association shall be January 1 through December 31st unless otherwise provided by the Board.

Section 4. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS.

The minutes of the proceedings of members, the Board, and executive committees and accounting books and records shall be open to inspection on the demand of any member for a purpose reasonably related to such person's interest as a member. Membership records may be requested by members upon five (5) business day's prior written request to the corporation, or a copy of the membership lists may be requested by members upon ten (10) business day's prior written request. The request shall state the purpose for which the inspection is requested. The corporation may deny access to the list where it believes that the information will be used for a purpose other than one reasonably related to the member's interest or where the corporation offers an alternative method of achieving the purpose set forth in the request. Otherwise, the requested list shall be made available within (10) business days after the request is received.

Section 5. ANNUAL REPORT.

The corporation shall provide to its Board within one hundred and twenty (120) days of the close of its fiscal year. If approved by a majority of the Board, the annual report and any accompanying material sent pursuant to this Section 10.04 may be sent by electronic transmission by the Association. The report must be accompanied by either a report of an independent accountant or, if there is no such report, the certificate of the Treasurer of the Association that such statements were prepared without audit from the books and records of the Association.

The annual report shall contain in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the Association 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 Association, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year.
- (e) A statement describing any transaction during the previous fiscal year that involved more than fifty thousand dollars (\$50,000), or a series of transactions with the same

person that in the aggregate involved more than fifty thousand dollars (\$50,000) and in which:

- i The Association, its parent, or its subsidiary was a party; and
- ii Any director or officer of the Association, its parent, or its subsidiary had a direct or indirect material financial interest (not including a mere common directorship).

The statement shall include:

- i The names of the directors or officers involved in such transactions;
 - ii The person's relationship to the Association;
 - iii The nature of the person's interest in the transaction; and
 - iv Where practicable, the amount of such interest.
- (f) A statement of the amount and circumstances of any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of the Association pursuant to Section 5238 of the California Nonprofit Corporation Law., and any information required by California Nonprofit Public Benefit Corporation Law Section 6322 relating to insiders and to indemnifications.
- (g) The annual report must be accompanied by a report thereon of independents accountants, or if there is no such report, the certificate of an authorized officer of the corporation that the statements were prepared without audit from the books and records of the corporation.
- (h) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors of the corporation at all reasonable times.

Section 7. ELECTRONIC SIGNATURES.

Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE X CONFLICT OF INTEREST TRANSACTIONS

In any instance where the Association proposes to enter into a conflict-of-interest transaction, including self-dealing transactions as defined in the Association's Conflict of Interest Policy and under Section 5233 of the California Nonprofit Corporation Law, the Association shall follow the procedures and rules set out in the Conflict-of-Interest Policy.

ARTICLE XI AMENDMENTS

Section 1. AMENDMENTS.

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the Board at any annual or special meeting or by written ballot.

Section 2. AMENDMENTS BY DIRECTORS.

Other than a bylaw fixing or changing the authorized number of directors may be adopted, amended, or repealed by the Board. However, if bylaws provide for an indefinite number of directors within specified limits, the Board may adopt or amend a bylaw fixing the exact number of directors within those limits.

The Board may adopt, amend, or repeal bylaws by the affirmative vote of the Board except that:

- (a) Where any corporate action requires a greater vote in these bylaws, any amendment or repeal of such provision must be approved by the same greater vote.
- (b) No amendment may extend the term of a director beyond that for which the director was elected.
- (c) Such action shall be authorized at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

ARTICLE XII NO POLITICAL ACTIVITY

The Association shall not directly or indirectly participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for elective public office. In addition, no substantial part of the Association's activities shall be to attempt to influence legislation.

ARTICLE XIII NON-DISCRIMINATION

In all of its dealings, neither the Association nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

ARTICLE XV REFERENCE TO ARTICLES OF INCORPORATION

References in these bylaws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically expected by these bylaws. In the event of a conflict between the Articles of Incorporation and these bylaws, the Articles of Incorporation shall govern.

I, the undersigned, certify that I am the presently elected and acting recording secretary of SAN JUAN ALUMNI ASSOCIATION, a California non-profit public benefit association, and the above bylaws, consisting of nineteen (19) pages, are the bylaws of this corporation as adopted at a meeting of members held on January 18, 1981. Amended February 6, 2000. Amended August 8, 2015. Amended March 19, 2016. Amended March 25, 2017. Amended XXXX

IN WITNESS WHEREOF, the undersigned has executed this certificate on behalf of the Association as of this ___ day of Month and Year.

SAN JUAN ALUMNI ASSOCIATION

By: _____

Name: Patricia Schmid

Title: Recording Secretary

