

AMENDED and RESTATED
BYLAWS
OF
MARINA GRAD NIGHT BOOSTER CLUB, INC.

A CALIFORNIA NONPROFIT PUBLIC BENEFIT ORGANIZATION

AS ADOPTED
[DATE]

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ARTICLE 1
ORGANIZATION NAME

The name of this organization is **MARINA GRAD NIGHT BOOSTER CLUB**

ARTICLE 2
ADDRESSES

2.1 PRINCIPAL MAILING ADDRESS. The mailing address of the Organization is: Marina Grad Night Booster Club, 15871 Springdale Street, Huntington Beach, California, 92649-1727.

2.2 CHANGES OF ADDRESS. The Chairmen/Board shall have the authority from time to time to change the principal address and agent for service of process from one location to another within the State by amending this Section.

ARTICLE 3
OBJECTIVE AND PURPOSE

3.1 GENERAL PURPOSE. This Organization is a Nonprofit Public Benefit organization and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Organization Law for public and charitable purposes, and it shall be nonpartisan.

3.2 SPECIFIC OBJECTIVES. The specific objectives of this Organization shall include without limitation the promotion, support, and hosting of an annual graduation party for the graduating students of Marina High School in Huntington Beach, California. This event is named the Marina High School Graduation Night Party and generally shall be held on the night of graduation.

3.3 PUBLIC PURPOSE AND PROHIBITED ACTIVITY. No substantial part of the activities of the Organization shall consist of attempting to influence legislation, and the Organization shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. Nothing in these Bylaws shall be construed as permitting the Organization to engage in any activity forbidden under Section 501(c)3 of the Internal Revenue Code or under Section 23701d of the California Revenue and Taxation Code.

ARTICLE 4
DEDICATION OF ASSETS

4.1 PROPERTY USE. The property of this Organization is irrevocably dedicated to charitable or educational purposes, or any other purposes permitted under Section 501(c)(3) of the Internal Revenue Code. No part of the income or assets of this Organization shall personally benefit any Director, Officer, or other private person, except in the case of payment of reasonable compensation for services performed for the Organization in effecting any of its public purposes. No private person or persons shall receive any of the corporate assets upon the dissolution of the Organization.

4.2 DISTRIBUTION OF ASSETS UPON DISSOLUTION. Upon the dissolution of this Organization, its assets remaining after payment of all debts and liabilities of this Organization shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, scientific, or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 5 **MEMBERSHIP**

5.1 MEMBERS. The Organization's Membership shall be open to any parents of students at Marina High School and to other interested parties. There is no limit on the number of Members. The Organization shall have one class of Members only, and no dues shall be charged to Members.

5.2 MEMBER MEETINGS

. There shall be two annual General Membership Meetings each year: the first in February and the second in May. Written notice of each meeting of the Members must be either personally delivered or mailed by US mail or Electronic Mail at least ten (10) days before the date of the meeting, to each Member who is entitled to vote at the meeting, as of the record date for notice of the meeting. A Quorum at any meeting of the Members consists of a majority of the Members. A Quorum of the Members shall elect the Board of Directors at the second General Meeting in May. A Quorum of Members shall approve any amendment of the Articles of Incorporation or Bylaws, except for the special privilege of the Board to amend Sections 2.1 and 2.2 of these Bylaws, as described in Section 2.3. Each Member is entitled to one vote on each matter submitted to a vote of the Members. The Chairperson shall preside over the meeting. The Secretary will act as Secretary of the Meeting.

5.3 NONLIABILITY OF MEMBERS. A Member of the Organization is not personally liable, solely because of Membership, for the debts, obligations, or liabilities of the Corporation.

ARTICLE 6 **DIRECTORS**

6.1 NUMBER OF DIRECTORS. The Board of Directors shall consist of minimum of eleven (11) Directors.

6.2 POWERS

6.2.1 GENERAL ORGANIZATION POWERS. Subject to the provisions of the California Nonprofit Organization Law, the business and affairs of the Organization shall be managed 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 Organization to any person or persons, Management Company or committee, provided that the activities and affairs of the Organization are managed, and all corporate powers are exercised, under the ultimate direction of the Board.

6.2.2 SPECIFIC POWERS. Without prejudice to the general corporate powers described in Section 6.2.1 , and subject to the same limitations, the Board shall have the following powers: (1) supervise all officers, agents, and employees of the Organization, (2) prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws, (3) approve the budget, date, time, and admission price of the Graduation Party, (4) change the principal address or the Agent for Service for Process in the State of California from one location to another, and (5) designate the location of meetings, including annual meetings.

6.3 TERMS; SELECTION OF SUCCESSORS. Each member of the Board shall serve for one (1) year. Elections for the Board of Directors shall be held at the annual General Membership Meeting held in May. The members of the Board shall be elected by a majority of the Members, provided a Quorum is present, at the annual General Membership Meeting in May. Each Member may cast one vote for each of up to eleven (11) candidates. The eleven (11) candidates with the most votes will be elected. Each new Director shall take office on September 1st. Directors shall hold their office until a successor is elected.

6.4 VACANCIES. If a vacancy of the Board of Directors is created by any event, a majority of the remaining Directors then in office may appoint a new Director to serve until the next annual meeting of the Board of Directors. Appointments to fill vacancies shall be made only at Special Meetings and with proper notice. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires. The Board shall further have the power to appoint replacement Officers, as necessary, if any Officers are unable to finish their terms.

6.5 ANNUAL DIRECTORS' MEETING. There shall be an annual meeting of the Directors in June of each year for the purposes of: (1) transition, (2) electing Officers, and (3) such other business as may be required.

6.6 OTHER REGULAR MEETINGS. The Board Members shall meet regularly as determined necessary by Board at the first meeting of each fiscal year., and may set a specified time and place for its regular meetings. Once the Board Members, sets the time for regular meetings, each Member shall be notified by the Secretary of the time and place that regular meetings shall be held. Subsequent to such notice, regular meetings shall be held without call. If the Board Members change the time and place of regular meetings, each Director shall receive notice of the change from the Secretary. At one regular meeting the Board of Members shall vote to approve the date, hours, and admission price for the Graduation Party, which shall be proposed by the Officers

6.7 CONDUCT OF MEETINGS. Meetings of the Board Members shall be presided over by the Chairperson of the Board or, in his or her absence, by another Director chosen by a majority of the Directors present at the meeting. The Secretary of the Board shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

6.8 SPECIAL MEETINGS. Special meetings of the Board of Members for any purpose may be called at any time by a Chairperson of the Board, or by any two Directors. Notice of the special meeting shall be given to all Directors. The notice shall state the time, purpose, and place for the meeting.

6.9 QUORUM. The presence of a majority of the authorized number of Board of Members shall constitute a Quorum for the transaction of business, except to adjourn as provided in Section 6.11 of this Article 6. Every act taken or decision made by a majority of the Board of Members present at a meeting duly held at which a Quorum is present shall be regarded as the act of the Board of Members, subject to the provisions of the California Nonprofit Organization Law, including, without limitation, those provisions relating to: (1) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, and (2) creation of, and appointment to, committees of the Board.

6.10 WAIVER OF NOTICE. The transactions of any meeting of the Board of Members, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if: (1) a Quorum is present, and (2) either before or after the meeting, each of the Board of Members not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. All waivers, consents, and approvals shall be made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Board of Members who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

6.11 ADJOURNMENT. A majority of the Board of Members present, whether or not constituting a Quorum, may adjourn any meeting to another time and place.

6.12 ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Members may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this Section only, “all members of the Board” shall not include any “interested Director” as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such action by unanimous written consent shall have the same force and effect as a unanimous vote of the Board of Members. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

6.13 NO COMPENSATION OF DIRECTORS. Directors shall serve on a voluntary basis and receive no compensation for their official service. Directors may be compensated for rendering services to the Organization in a capacity other than as a Director, provided such compensation is reasonable and further provided that not more than forty-nine percent (49%) of the persons serving as Directors may be “interested persons,” as defined in Section 5277 of the California Nonprofit Public Benefit Organization Law or any successor provision. “Interested Persons” means: (1) any person currently being compensated by the Organization for services rendered to it within the previous twelve (12) months, whether as a full or part-time officer or other employee, independent contractor, or otherwise, or (2) 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 any such person.

ARTICLE 7 **OFFICERS**

7.1 OFFICERS. The Organization shall have a minimum of eleven (11) officers: a Chairperson of the Board, two (2) Vice-Chairpersons, a Secretary, a Treasurer, and six (6) Committee Leaders. These Officers shall be elected by a majority vote of a Quorum of the Directors at a meeting duly called and held or by unanimous written consent in accordance with Section 6.12. If an office becomes vacant for any reason, the office may be filled by appointment by the Board. Neither the Secretary nor the Treasurer may serve concurrently as the Chairperson of the Board, nor may the Secretary or Treasurer be related to the Chairperson by blood, marriage, or cohabitation. The Officers shall schedule meetings and administer the business of the Corporation as they deem necessary, in accordance with their duties and these Bylaws, and under the ultimate supervision of the Board of Directors. Officers shall serve on a voluntary basis and receive no compensation for their official service. Officers may be compensated for rendering services to the Corporation in a capacity other than as an Officer, provided such compensation is reasonable.

7.2 RESPONSIBILITIES OF OFFICERS

7.2.1 CHAIRPERSON OF THE BOARD. The Chairperson of the Board shall preside at meetings of the Board Members and at meetings of the Officers, and exercise such other powers and duties as may be assigned by the Board of Directors or prescribed by the Bylaws. The Chairperson of the Board shall, in addition, be the chief executive Officer of the Organization. The Chairperson of the Board, shall, subject to the control of the Board of Directors, supervise, direct, and control the business affairs of the Organization and the activities of the Officers of the Organization. The Chairperson shall make an annual report to the Membership at the close of the organizational year. The Chairperson may delegate his or her responsibilities and powers to the Vice-Chairpersons and to other Officers and Members, subject to the control of the Board of Directors. He or she shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws. The Chairperson shall also serve as a signatory with the Treasurer on the bank account of the Organization.

7.2.2 VICE-CHAIRPERSONS. The two (2) Vice-Chairpersons shall assist the Chairperson with the administration of the Organization's general business and organization, as the Chairperson or Board may direct. In the event that the Chairperson becomes unable to perform his or her duties, either temporarily or for the remainder of his or her term in office, a Vice Chairperson designated by the Board of Directors shall perform all of the duties of the Chairperson, and when so acting have all the powers of the Chairperson, including taking the Chairperson's seat on the Board of Directors if such Vice President is not already a Director.

7.2.3 SECRETARY. The Secretary shall attend to the following:

7.2.3.1 BYLAWS. The Secretary shall certify and keep the original or a copy of these Bylaws, as amended to date. The Secretary shall bring to meetings of the Board a current copy of these Bylaws and of the standing rules.

7.2.3.2 MINUTE BOOK. The Secretary shall keep, or cause to be kept, at such place as the Board Members may direct, a book of minutes of all meetings, proceedings, and actions of Directors. This book shall record: (1) the time and place of holding such meetings, (2) whether regular or special, and, if special, how authorized, (3) the manner of giving notice of each meeting and a copy thereof, if applicable, (4) the names of those present at such meetings, (5) the number of Directors present or represented at Directors' meetings, and (6) the proceedings of such meetings. The book of minute shall also contain, when applicable, any

written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof, written consents for action without a meeting, protests concerning lack of adequate notice, and all written dissents from Board actions. The Secretary shall also keep the minutes of the meetings, proceedings, and actions of the Members and of the Officers, in the same manner as for meetings of the Board. These books shall be the records of the Corporation and shall be retained for five (5) years including the current year.

7.2.3.3 MEMBERSHIP RECORD. The Secretary shall keep or cause to be kept, at such a place as the Board of Directors may direct, a record of the Membership. This record shall include the Members' names and their addresses, phone numbers, email addresses, or other contact information as the Secretary may deem appropriate for the purposes of establishing communication with the Members.

7.2.3.4 NOTICES. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors in accordance with these Bylaws. The Secretary shall similarly give notice of the meetings of the Officers and Members, by notifying these parties of the time and place of regular meetings, and of any exceptions to such schedules.

7.2.3.5 CORPORATE RECORDS. Upon request, the Secretary shall exhibit, at all reasonable times, the Bylaws, Membership Record, and Book of Minute to any Director or Member of the Organization . The Membership Record, however, shall not be used for any purpose that is not legitimately related to the activities of the Organization without approval by the Board.

7.2.4 TREASURER. The Treasurer shall attend to the following:

7.2.4.1 BOOKS OF ACCOUNT. 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 transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times. These books shall be the records of the Organization and shall be retained for five (5) years, including the current year.

7.2.4.2 CHECKS AND NOTES. The Treasurer shall disburse or cause to be disbursed the funds of the Organization as approved by the Board of Directors. The Treasurer shall be a signatory with the Chairperson on the bank account of the Organization. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Organization shall be signed by the Treasurer and countersigned by the Chairperson or authorized signatures as authorized by the board.

7.2.4.3 DEPOSITS. The Treasurer shall deposit, or cause to be deposited, all funds in the name and to the credit of the Organization with such depositories as may be designated by the Board of Directors.

7.2.4.4 GIFTS. The Treasurer and/or authorized board members may accept on behalf of the Organization any contribution, gift, bequest, or devise for the charitable or public purposes of this Organization.

7.2.4.5 FINANCIAL REPORTS. The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. The Treasurer shall file the Organization's tax returns, insurance forms, and the annual filing with the Secretary of State, which is required by California Corporations Code, Section 6210. The Treasurer shall make reports of account at any General Membership Meeting and shall make an annual Financial Report to the Board at the transitional meeting each June. The Treasurer shall render, or cause to be rendered to the Chairperson and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Organization.

7.2.5 COMMITTEE LEADERS. The eight (8) Committee Leaders, Volunteer Coordinator, Entertainment, Decorations, Construction, Food, Prizes/Donations, Security, Tickets, shall each organize and be the chief Officer of a committee of Members that will be assigned certain responsibilities with respect to the Marina High School Graduation Night Party, as determined by the Board. The Committee Leaders shall organize their committees as they deem appropriate.

ARTICLE 8

TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS

8.1 CONTRACTS WITH DIRECTORS AND OFFICERS

8.1.1 PROHIBITED TRANSACTIONS. The Organization shall not be a party to any contract or transaction:

- (a) In which one or more of its Directors has a material financial interest; or
- (b) With any corporation, firm, association, or other entity in which one or more Directors has a material financial interest; or
- (c) With any corporation, firm, association, or other entity (other than a California Nonprofit Public Benefit Organization) in which one or more of its Directors is a member; unless:
 - (1) The material facts concerning the contract or transaction and such Director's or Officer's financial interest or common Directorship are fully disclosed in good faith and are noted in the minutes;
 - (2) Prior to authorizing or approving the contract or transaction, the Board considers and in good faith determines after reasonable investigation that the Organization could not obtain a more advantageous arrangement with reasonable investigation under the circumstances or that the contract or transaction implements a charitable program of the Organization;
 - (3) The Organization enters into the contract or transaction for its own benefit;
 - (4) The contract or transaction is fair and reasonable to this Organization or implements a charitable program of the Organization at the time the contract or transaction is entered into, and;

(5) Such contract or transaction is authorized or approved in good faith by a majority of disinterested Directors at the meeting with any interested Directors abstaining from voting, provided that majority has decision making authority under the Quorum provisions of these Bylaws.

8.2 LOANS TO DIRECTORS AND OFFICERS. The Organization shall not make any loan of money or property to, or guarantee the obligation of, any Director unless approved by the Attorney General of the State of California; provided, however, the Organization may advance money to a Director of the Organization for expenses reasonably anticipated to be incurred in the performance of duties of such Director, provided that in the absence of such advance such Director would be entitled to be reimbursed for such expenses by the Organization.

ARTICLE 9

LIMITED LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

9.1 LIMITED LIABILITY OF UNCOMPENSATED OFFICERS AND DIRECTORS. The Officers and Directors of this Organization, to the maximum extent permitted by law, shall have no personal liability to third parties for actions taken by them in good faith and on behalf of the Organization and in the belief that such actions are in the best interests of the Organization.

9.2 AUTHORIZED INDEMNIFICATION. The Organization, by action of the Board, have the power to indemnify any person who was or is a party or is threatened to be made a party to any legal proceeding or action to the extent permitted under the California Corporation Code if the Organization finds that such a person acted on behalf of the Organization and in accordance with the standard of conduct specified in the Corporation Code. The indemnification authorized in this Section may be made, to the extent permitted by law, against expenses, judgements, fines, settlements, and other amounts reasonably incurred in connection with the action or proceeding.

9.3 INSURANCE. The Organization shall have the power to purchase and maintain insurance on behalf of any agent, Officer, or Director of the Organization.

ARTICLE 10

CORPORATE RECORDS AND REPORTS

10.1 MINUTE BOOKS. The Organization shall keep a minute book, maintained by the Secretary, in accordance with Section 7.2.3.2 of these Bylaws. This book shall be retained for five (5) years, including the current year.

10.2 BOOKS AND RECORDS OF ACCOUNT. The Organization shall keep adequate and correct books and records of account, maintained by the Treasurer, in accordance with Section 7.2.4.1 of these Bylaws. These records shall be retained for five (5) years, including the current year. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

10.3 ARTICLES OF INCORPORATION AND BYLAWS. The Organization shall keep the original or a copy of the Articles of Non Profit Status and Bylaws as amended to date.

10.4 ANNUAL REPORT; STATEMENT OF CERTAIN TRANSACTIONS. The Treasurer shall make an annual Financial Report to the Board at the transitional meeting each June. The Chairperson shall make an annual Report to the Membership at the close of the Organization's Fiscal year.

10.5 DIRECTORS' RIGHTS OF INSPECTION. Every Director shall have the right to inspect the Organization's books and records at any reasonable time. The right of inspection includes the right to copy and to make extracts of documents.

ARTICLE 11
CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Law shall govern the construction of these Bylaws.

ARTICLE 12
AMENDMENT BY THE MEMBERS

The Membership may adopt, amend, or repeal the Bylaws, in accordance with California Corporation Code Section 5150 (b), by a majority vote of a Quorum of the Membership. The Board does not have the power to adopt, amend, or repeal the Bylaws, but must instead seek the ratification of the Membership as described above.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that:

(1) I am the duly elected and acting Secretary of Marina Grad Night Booster Club, Organization., and

(2) The foregoing Bylaws, consisting of ten (10) pages, is a true and correct copy of the Bylaws of this Organization as duly adopted in an Action by the Membership dated **[Date of Adoption]**.

IN WITNESS WHEREOF, I have subscribed my name effective **[Date of Signing]**.

[Name]