

Marina High School
Educational Foundation
Bylaws



Article I – Purpose

The purpose of the Marina High School Educational Foundation is 1) to raise funds and promote educational programs for Marina High School, Huntington Beach, California via donations from business groups, individual corporations, foundations, and individuals at large; 2) to provide a review committee for program ideas and to make gifts and grants to the school and to individual departments, teachers, students, and student groups to further the purposes of the Foundation and Marina High School; and 3) to act as fiscal agent for donors who wish to sponsor projects for the school, its teachers, and students.

Article II – Members

This corporation shall have no members

Article III – Directors

- Section 1 Powers and Duties: All corporate powers of the Foundation shall be exercised by or under the authority of the Board of Directors.
- Section 2 Number of Directors: A Director is an officer on the Board (President, Vice President, Treasurer, Secretary, and Committee Chairs). The number of Director constituting the whole board shall be a minimum of five (5) and the Principal of Marina High School. The number of Directors who shall constitute the whole board may be decreased or increased by an amendment to the Bylaws by the Directors then holding office.
- Section 3 Removal: The Board of Directors, by a two-thirds vote, may at any time, at any meeting expressly called for that purpose, and after due notice to all Directors, remove any Director for misconduct, malfeasance in office, or for other good cause.
- Section 4 Vacancies: Except as otherwise stated in these Bylaws, any vacancy occurring among the elected members of the Board of Directors shall be filled by a majority vote of the Directors then in office. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor.
- Section 5 Compensation: No Director shall receive, directly or indirectly, any compensation for his or her services as Director. The Board may authorize reimbursement of reasonable expenses incurred by Board members, in connection with attendance at Board meetings.

Section 6 Term Of Office And Election: The elected Director shall serve a minimum of one year. On a tri-annual basis the Foundation will advertise for a successor candidate. If a successor candidate is found the current directors shall hold an election to appoint the successor. If no successor is elected the current director may continue until such time as a successor is elected. The Board of Directors shall elect the officers of the Foundation annually. The Foundation fiscal year is July 1 through June 30.

Article IV – Officers

Section 1 Number: The officers of the Foundation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time appoint.

Section 2 President: Subject to control of the Board of Directors, the President shall have general supervision of the affairs of the Foundation. The President shall preside at all meetings of the Board of Directors, and shall have such other duties as may be prescribed by the Board. The President shall serve as an ex-officio member of all Committees, with the exception of the Nomination Committee.

Section 3 Vice President: In the absence of the President, the Vice President shall perform the duties of the President. The Vice-President shall have such other power and duties as may be assigned by the Board.

Section 4 The Secretary: The Secretary shall keep minutes of the proceedings of all meetings of the Board of Directors. The Secretary shall keep current records of the name, mailing address, email addresses, and telephone number of all Directors.

Section 5 The Treasurer: The Treasurer shall have custody of Foundation funds and securities and shall keep full and accurate records of all receipts and disbursements in books belonging to the Foundation. The Treasurer shall cause all monies and other valuable effects to be deposited in the name and to the credit of the Foundation in such depositories as may be designated by the board of Directors. The Treasurer shall cause the funds of the Foundation to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursements and shall render to the President and the Board of Directors, whenever requested, an account of all his transactions as Treasurer and of the financial condition of the Foundation.

Section 6 Removal: Any officer may be removed at any time for cause by a three fourths vote of all Directors then in office.

Section 7 Vacancies: Any vacancy occurring in any office of the foundation shall be filled by the Board of Directors.

Article V – Committees

- Section 1 Committees: Except as otherwise stated in the Bylaws, the President shall appoint the members and designate the chair of standing and other committees. Committees shall serve at the pleasure of the board under such rules and regulations as the Board may approve.
- Section 2 Executive Committee: There shall be an Executive Committee composed of the officers of the Foundation. The Executive Committee shall meet at the call of the President or any two officers to conduct the affairs of the Foundation between meetings of the Board. All action taken by the Executive Committee shall be subject to ratification by the Board.
- Section 3 Standing Committees:
- A. Finance committee: There shall be a finance committee whose responsibilities shall include fact-finding for the Board on matters relating to the financial administration of the Foundation, the endowment, and preparation of the Annual budget for presentation to the Board.
 - B. Fund Raising Committee: There shall be a Fund Raising Committee whose responsibilities shall include planning for the solicitation of contributions in support of the Foundation’s purposes.
 - C. Nominating Committee: There shall be a Nominating Committee of not less than three (3) persons. The Nominating Committee shall present nominations for Officers.
- Section 4 Other Committees: The Board may create additional committees as needed.

Article VI – Meetings

- Section 1 Annual Meeting: The annual Meeting of the Board of Directors shall be held in the month of June at such date, time, and place as the Board of Directors shall determine.
- Section 2 Regular Meetings: In addition to the Annual Meeting, regular meetings shall be held at least quarterly in January, April, and September; they shall be called by the President or any two Directors.
- Section 3 Notice of Meetings:
- A. Notice of the Annual Meeting shall be give to the Directors not more than thirty (30) days prior to the meeting.
 - B. Notice of regular meetings shall be given to all the Directors a minimum of two (2) days prior to the meeting.
- Section 4 Quorum: a majority of all Directors then in office shall constitute a quorum at all meetings. All action of the Board of Directors, except as otherwise provided in the Bylaws, shall be by a majority vote of the Directors present and voting at any meeting.

Section 5 Special Meetings: A special meeting of the Board of Directors may be called upon written request of the President, or any two Directors. Notice of such special meeting shall be given to the Directors no less than three (3) days before such special meeting.

Section 6 Consent of Directors in Lieu of Meeting: Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent in writing and the writing or writings are filed with the minutes of the Board.

Article VII – Bylaws Maintenance

Section 1

The Ed Foundation Board shall review these bylaws every three years or less.

Article VIII – Roberts Rules

Section 1

Any matter(s) not covered in these bylaws with regard to meetings will default to Robert’s Rules of Order (Appendix A).

signed copy on file

Jean Mertan
Ed Foundation President

signed copy on file

Paul Morrow
MHS Principal

signed copy on file

Debbie Briscoe
Ed Foundation Vice President

Appendix A

Robert's Rules of Order - Summary Version

For Fair and Orderly Meetings & Conventions

Provides common rules and procedures for deliberation and debate in order to place the whole membership on the same footing and speaking the same language. The conduct of all business is controlled by the general will of the whole membership - the right of the deliberate majority to decide. Complementary is the right of at least a strong minority to require the majority to be deliberate - to act according to its considered judgment AFTER a full and fair "working through" of the issues involved. Robert's Rules provides for constructive and democratic meetings, to help, not hinder, the business of the assembly. Under no circumstances should "undue strictness" be allowed to intimidate members or limit full participation.

The fundamental right of deliberative assemblies require all questions to be thoroughly discussed before taking action!

The assembly rules - they have the final say on everything!
Silence means consent!

- Obtain the floor (the right to speak) by being the first to stand when the person speaking has finished; state Mr./Madam Chairman. Raising your hand means nothing, and standing while another has the floor is out of order! Must be recognized by the Chair before speaking!
- Debate can not begin until the Chair has stated the motion or resolution and asked "are you ready for the question?" If no one rises, the chair calls for the vote!
- Before the motion is stated by the Chair (the question) members may suggest modification of the motion; the mover can modify as he pleases, or even withdraw the motion without consent of the seconder; if mover modifies, the seconder can withdraw the second.
- The "immediately pending question" is the last question stated by the Chair!
Motion/Resolution - Amendment - Motion to Postpone
- The member moving the "immediately pending question" is entitled to preference to the floor!
- No member can speak twice to the same issue until everyone else wishing to speak has spoken to it once!
- All remarks must be directed to the Chair. Remarks must be courteous in language and deportment - avoid all personalities, never allude to others by name or to motives!
- The agenda and all committee reports are merely recommendations! When presented to the assembly and the question is stated, debate begins and changes occur!

The Rules

- Point of Privilege: Pertains to noise, personal comfort, etc. - may interrupt only if necessary!
- Parliamentary Inquiry: Inquire as to the correct motion - to accomplish a desired result, or raise a point of order
- Point of Information: Generally applies to information desired from the speaker: "I should like to ask the (speaker) a question."
- Orders of the Day (Agenda): A call to adhere to the agenda (a deviation from the agenda requires Suspending the Rules)
- Point of Order: Infraction of the rules, or improper decorum in speaking. Must be raised immediately after the error is made
- Main Motion: Brings new business (the next item on the agenda) before the assembly
- Divide the Question: Divides a motion into two or more separate motions (must be able to stand on their own)
- Consider by Paragraph: Adoption of paper is held until all paragraphs are debated and amended and entire paper is satisfactory; after all paragraphs are considered, the entire paper is then open to amendment, and paragraphs may be further amended. Any Preamble can not be considered until debate on the body of the paper has ceased.
- Amend: Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions
- Withdraw/Modify Motion: Applies only after question is stated; mover can accept an amendment without obtaining the floor
- Commit /Refer/Recommit to Committee: State the committee to receive the question or resolution; if no committee exists include size of committee desired and method of selecting the members (election or appointment).
- Extend Debate: Applies only to the immediately pending question; extends until a certain time or for a certain period of time
- Limit Debate: Closing debate at a certain time, or limiting to a certain period of time
- Postpone to a Certain Time: State the time the motion or agenda item will be resumed
- Object to Consideration: Objection must be stated before discussion or another motion is stated
- Lay on the Table: Temporarily suspends further consideration/action on pending question; may be made after motion to close debate has carried or is pending
- Take from the Table: Resumes consideration of item previously "laid on the table" - state the motion to take from the table
- Reconsider: Can be made only by one on the prevailing side who has changed position or view
- Postpone Indefinitely: Kills the question/resolution for this session - exception: the motion to reconsider can be made this session
- Previous Question: Closes debate if successful - may be moved to "Close Debate" if preferred

- Informal Consideration: Move that the assembly go into "Committee of the Whole" - informal debate as if in committee; this committee may limit number or length of speeches or close debate by other means by a 2/3 vote. All votes, however, are formal.
- Appeal Decision of the Chair: Appeal for the assembly to decide - must be made before other business is resumed; NOT debatable if relates to decorum, violation of rules or order of business
- Suspend the Rules: Allows a violation of the assembly's own rules (except Constitution); the object of the suspension must be specified

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