

AMENDED & RESTATED BYLAWS

of

LA CANADA SPARTAN BOOSTERS CLUB

ARTICLE I

NAME AND PRINCIPAL OFFICE

Section 1. Name. The name of this corporation is the La Canada Spartan Boosters Club.

Section 2. Principal Office. The principal office of this corporation shall be located at 4463 Oak Grove Drive, La Canada Flintridge, California.

ARTICLE II

GENERAL AND SPECIFIC PURPOSES

Section 1. Purposes. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. In the context of these purposes, the corporation shall provide funding for community public benefit facilities and programs, including but not limited to athletic, academic, cultural, musical and educational programs, on a charitable and nondiscriminatory basis for the students at La Canada High School grades 7-8 and 9-12 and the community, and to carry on other charitable and educational activities associated with these goals as allowed by law.

Section 2. Limitations.

(a) Political activity. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation; this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

(b) Property. The property of this corporation is irrevocably dedicated to charitable purposes. No part of the net earnings or assets of this corporation shall inure to the benefit of any of its Directors, trustees, officers, private shareholders or members, or to any private individual.

(c) Dissolution. Upon the winding up or dissolution, or both, of this corporation, all of its properties and assets, after the payment of or the making of adequate provision for the debts and obligations of this corporation, shall be given, granted, transferred and assigned jointly to any organization organized and operated exclusively for charitable or educational purposes, which has established its tax-exempt status under Internal Revenue Code section

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501(c)(3) and California Revenue and Taxation Code Section 2370I(d).

ARTICLE III

MEMBERSHIP

Section 1. Classes of Members. There shall be two classes of members of this corporation: general and faculty. A person may be both a general and a faculty member of this corporation, and may hold more than one general membership.

Section 2. General Members. The general members of this corporation shall be those persons who pay an applicable membership fee to the La Canada Spartan Boosters Club.

Section 3. Faculty Members. The faculty members of this corporation shall be those persons who are members of the faculty of La Canada High School and provide written notice to the corporation that they wish to be faculty members. Absent a determination by the Board of Directors to the contrary, a membership fee is not required of faculty members.

Section 4. Membership Fees. The membership fees shall be prescribed by, or under the direction of, the Board of Directors of this corporation. With respect to a class of membership for which a membership fee is applicable, membership in this corporation shall commence on the date of payment of such fee and shall continue until membership fees are generally solicited for the next school year, provided that membership may be renewed at any time by payment of the requisite fee for the next school year in the case of general members and by written notice of election to renew in the case of faculty members.

Section 5. Liability. No person who is a member of this corporation shall be personally liable, as such, for the debts, liabilities or obligations of this corporation.

ARTICLE IV

VOTING

The members of this corporation shall have no voting rights. Any action which would otherwise require a vote of the members shall require only a vote of the Directors and all rights which would otherwise vest in the members under applicable law shall vest in the Directors.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number. The authorized number of Directors shall be fifty (50), unless changed as provided in Article XII.

Section 2. [Intentionally Omitted].

Section 3. Powers. Subject to limitations imposed by law, the Articles of Incorporation

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or these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by, or under the direction, of the Board.

Section 4. Election and Term of Office. The Directors shall be elected at the annual meeting of the Board each year and shall serve for a term of one year and until their successors are elected and qualified.

Section 5. Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the President or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected to take office when the resignation becomes effective. A vacancy or vacancies in the Board shall be deemed to exist in case of death, resignation, or removal of any Director, if a number of directors less than the authorized number of directors have been elected or appointed, or if the authorized number of Directors be increased. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office. Vacancies in 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

- (a) the unanimous written consent of the Directors then in office, or
- (b) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice, or
- (c) the sole remaining Director.

Any Director elected to fill a vacancy shall serve until the next annual meeting and until a successor is elected and qualified.

Section 6. Compensation. Members of the Board shall serve without compensation.

Section 7. Associate Directors. The Principals of La Canada High School grades 7-8 and 9-12, or such other person as either shall designate as a representative shall be an Associate Director of this corporation. The Board, upon recommendation of the President, may from time to time appoint additional Associate Directors. All Associate Directors may receive notices of meetings of the Board and consult with the Board, but shall have no power or voting authority as Directors or otherwise with respect to this corporation. By virtue of their designation as Associate Directors, Associate Directors that are faculty members shall be deemed to be faculty members of the corporation.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place of Meetings. Meetings of the Board shall be held at any place within or without the State of California which has been designated in the notice of the meeting. In the absence of such designation, meetings shall be held at the principal office of this corporation or such other place as may be designated by resolution of the Board.

Section 2. Annual Meeting. The Board shall hold an annual meeting in April or May of each year for the purpose of election of Directors and officers and the transaction of such other business as may properly come before the meeting.

Section 3. Regular Meetings. Regular meetings of the Board shall be held at 6:30 a.m. on the second Wednesday of every month during the school year or at such other date and times as may be fixed from time to time by the Board.

Section 4. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, any Vice President, the Secretary, or by not fewer than ten (10) of the current voting Directors.

Section 5. Notice of Meetings. Regular meetings of the Board that are held at a time and place specified generally in these Bylaws may be held without notice. Other regular meetings, annual meetings and special meetings of the Board shall be held upon four (4) days notice by first-class mail or forty-eight (48) hours notice given personally or by email, telephone, or other similar means of communication. Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of this corporation or as may have been given to this corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage paid. Any other written notice shall be deemed to have been given when actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by electronic means, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver. A notice should, but need not, specify the purpose of any annual, regular or special meeting of the Board. Any defect in notice shall not invalidate any action of the Board duly taken at such meeting.

Section 6. Quorum. One-fifth (1/5) of the number of Directors specified in Article V, Section I of these Bylaws shall constitute a quorum of the Board for the transaction of business. Every act of decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is otherwise required by law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors from that meeting, if any action taken is approved by at least a majority of the required quorum for such meeting or such greater

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number as may otherwise be required by law.

Section 7. Electronic Participation in Meetings. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 8. Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. Any Director who did not receive notice and attends the meeting without protesting the lack of notice to the Secretary prior to the meeting or at its commencement, shall be deemed to have waived notice. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting of the Board to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, unless the meeting is adjourned for more than one (1) calendar week.

Section 10. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the members of the Board shall consent in writing to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a vote of the Board.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of this corporation shall be a President, a Vice President, a Secretary and a Treasurer. This corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries or Treasurers and such other officers as the Board may from time to time determine. Officers may, but need not, be members of the Board. If the Board appoints multiple Vice Presidents, the Board shall designate one person as the First Vice President. If the Board does not designate a First Vice President, the Vice President with the most years of service on the Board shall be the First Vice President. Any number of offices may be held concurrently by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 2. Election. The officers of this corporation shall be chosen by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service or until their respective successors shall be elected.

Section 3. Vacancies. Any vacancy in an office because of death, resignation removal, disqualification or any other cause shall be filled as it occurs by the Board.

Section 4. President. The President is the chief executive officer of this corporation and

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has, subject to the control of the Board, responsibility for general supervision, direction, and control of the business and affairs of this corporation. The President shall determine the agenda for each meeting of the Board and shall preside at all meetings of the Board.

Section 5. 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 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 President or the Board. In the event that there is more than one Vice President, the First Vice President shall perform the duties of the President in his or her absence or disability.

Section 6. Secretary. The Secretary shall keep or cause to be kept a record of the proceedings of the members and of the Board, shall make or cause to be made service of such notices as may be necessary or proper (unless such service shall be made or caused to be made by the President), and shall have such other powers and duties as may be prescribed from time to time by the President or the Board.

Section 7. Treasurer. The Treasurer shall be the custodian for all funds of this corporation, which funds shall be deposited in such banks or other financial institutions as may from time to time be designated by the Board. Funds of this corporation shall be disbursed only on checks or other withdrawal orders of this corporation signed by such officers or other persons as may be specifically authorized by the Board. The Treasurer shall generally supervise the condition and results of operations of this corporation, and shall have such other powers and duties as may be prescribed from time to time by the President or the Board.

Section 8. Compensation. Officers of this corporation shall serve without compensation.

ARTICLE VIII

COMMITTEES

Section 1. Creation and Appointment. This corporation shall have the standing committees as specified in Article VIII, Section 2 of these Bylaws. The Board may, by majority vote of a quorum present at a meeting, create from time to time such *ad hoc* committees as in its discretion the activities of this corporation require, and shall delegate to such committees such powers and duties as it may deem appropriate within the limitations prescribed by these Bylaws and otherwise by law. Each such committee shall consist of two (2) or more Directors, shall be presided over by a chair selected by the President and shall serve at the pleasure of the Board. The Board may appoint one (1) or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. In addition, the Board or the President may from time to time appoint such advisory and other committees as it deems appropriate, consisting of Directors and/or persons who are not Directors, but such committees shall not be deemed committees of the Board and shall not exercise any power of the Board.

Section 2. Standing Committees. The standing committees of the Board shall be as follows:

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(a) Executive Committee. The Executive Committee shall be comprised of the President, all Vice Presidents, the Secretary, and the Treasurer. The Executive Committee is empowered to action behalf, and with the full power, of the Board during the summer months or in those instances where immediate action is deemed necessary by the President, but the situation is not of a magnitude or time is insufficient to call a special meeting of the Board.

(b) Nominating Committee. The Nominating Committee shall be comprised of at least three (3) members of the Board appointed by the President. The Nominating Committee shall, prior to each annual meeting of the Board, prepare and submit to the Board (i) a list of nominations of persons for election as Directors of this corporation, and (ii) a list of nominations for a complete slate of officers for the following year.

Section 3. Proceedings and Reports. The Board shall have power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of these Bylaws applicable to meetings and actions of the Board. Minutes shall be kept of meetings of each committee and each chair shall regularly report on action taken by that committee to the Board.

ARTICLE IX

RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records.

The corporation shall keep the following:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of the board and committees of the board; and
- (c) A record of its members, addresses and the class (general vs. faculty) of membership held.

Section 2. Inspection by Directors.

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 3. Annual Report.

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Except as provided under Section 6321(c), (d) or (t) of the California Corporations Code, not later than one hundred twenty (120) days after the close of the fiscal year of the corporation, the Board shall cause an annual report to be sent to all members of the Board. Such report shall contain the following information in reasonable detail:

(a) The assets and liabilities, including the trust funds, of the corporation 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 corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(e) Any information required by Section 4 of this Article.

(f) An independent accountant's report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than twenty-five thousand dollars (\$25,000) in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors and to any member who requests it in writing. If the Board approves, the corporation may send the report and any accompanying material sent pursuant to this Section by electronic transmission.

Section 4. Annual Statement of Certain Transactions and Indemnifications.

The corporation shall prepare annually and furnish to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the close of the fiscal year of the corporation:

(a) Any transaction to which the corporation, its parent or its subsidiary was a party, and in which any Director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest) had a direct or indirect material financial interest, if such transaction involved over twenty five thousand dollars (\$25,000), or was one of a number of transactions with the same person involving, in the aggregate, over twenty five thousand dollars (\$25,000). This statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the

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transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of the corporation pursuant to Article XI hereof.

ARTICLE X

MISCELLANEOUS

Section 1. Fiscal Year. This corporation's fiscal period for financial and accounting purposes shall commence on June 1 and end on May 31 of each year.

Section 2. Execution of Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between this corporation and any other person, when signed by the President, or any Vice President with the authorization of the President, and the Secretary or any Assistant Secretary with the authorization of the Secretary, shall be a binding obligation of the corporation. Any such instruments may be signed by any other person authorized by the Board, although absent such authorization no officer, agent, or employee shall have any power or authority to bind this corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 3. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or by the President are each authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 4. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

ARTICLE XI

INDEMNIFICATION

Section 1. Indemnification. This corporation may, to the maximum extent permitted by the California Nonprofit Public Benefits Corporation Law, indemnify and defend each of its officers, Board members, members and agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an officer, member or agent of this corporation.

For purposes of this Article XI, an agent of this corporation means any person who is or was a Director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprises or was a Director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation.

Section 2. Advance of Expense. Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified.

Section 3. Insurance. This corporation shall have power to purchase and maintain insurance on behalf of any agent of this corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this corporation would have the power to indemnify the agent against such liability, provided, however, this corporation shall have no power to purchase and maintain such insurance to indemnify any agent of this corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE XII

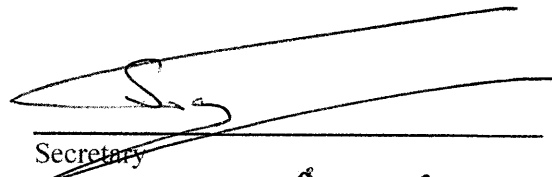
ADOPTION, AMENDMENT, AND REPEAL

Bylaws may be adopted, amended, or repealed by approval or ratification by vote of the Board of Directors at a meeting.

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that he/she is the duly elected and acting Secretary of the La Canada Spartan Boosters Club, a California nonprofit corporation, and that the foregoing Bylaws constitute a true and correct copy of the Bylaws of said corporation as adopted by the Board of Directors and members and in effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this
13th day of March, 2019.


Secretary
S. TAPP