

BYLAWS OF SAN DIEGO MET HIGH SCHOOL FOUNDATION

ARTICLE I – NAME, DESCRIPTION & PURPOSE

Section 1: NAME – The name of the organization shall be San Diego Met High School Foundation. The foundation is located at 7250 Mesa College Drive, K-204, San Diego CA 92111. The organization may be referred to as “The Foundation” in these bylaws.

Section 2: DESCRIPTION – The Foundation is a non-profit organization that exists exclusively for charitable purposes with the meaning of section 501(c)(3) of the Internal Revenue Code.

Section 3: PURPOSE – The purpose of the Foundation is to enhance and support the educational experience at San Diego Met High School, to develop a closer connection between school and home by encouraging parental involvement, and to improve the environment at San Diego Met High School through volunteer and financial support. The Foundation shall plan and execute fundraising events and related initiatives for the purpose of meeting these objectives. The Foundation shall budget, disperse, and account for funds raised in support of this purpose.

ARTICLE II – MEMBERSHIP

Section 1: MEMBERSHIP – Any parent, guardian, or other adult standing in loco parentis for a student at the school is a full member and shall have voting rights. The principal and any teacher or staff member employed at the school is a full member and shall have voting rights.

Section 2: DUES - There are no membership dues. All members have voting privileges, one vote per member.

ARTICLE III – OFFICERS AND ELECTIONS

Section 1: EXECUTIVE BOARD – The Executive Board shall be comprised of the following elected positions: President, Vice President, Secretary, Treasurer, Auditor, and Member-At-Large. The school Principal, or his/her designee, is a voting member of the Executive Board. Each executive board position shall have one vote per person filling the position. If 1 (one) person is filling 2 (two) positions, they shall have only 1 (one) vote.

- a. President** – The president shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, and coordinate the work of all the officers so that the purpose of the organization is served.

- b. Vice President** – The vice president shall assist the president and carry out the president’s duties in his or her absence or inability to serve. The Vice President shall act as Parliamentarian and give advice in parliamentary procedure, according to Robert’s Rules of Order.
- c. Secretary** – The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The secretary also keeps a copy of the minutes, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.
- d. Treasurer** – The treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the executive board. He or she will present a financial statement at every meeting and at other times of the year when requested by the executive board and make a full report at the end of the year. He or she will oversee the preparation of forms required for filing tax returns and other forms required by government agencies.
- e. Auditor** – The auditor shall audit the books and the financial records of the Foundation annually at the close of the fiscal year. A written audit is to be provided to the Executive Board and made available to the entire Foundation membership.
- f. Member(s) At Large** – the Executive Board Member(s) At Large shall attend all scheduled executive board meetings and regular membership meetings.

Section 2: NOMINATIONS AND ELECTIONS – Nominations will be made at the September meeting each year. Elections will be held during the November meeting each year.

Nominations for election to the board shall be made by a nominating committee. Nominations may also be made from the floor during the annual meeting. The Nominating Committee will consist of the President, school Principal, and Member-At-Large. The Nominating Committee shall be appointed at the July meeting.

The Nominating Committee shall make as many nominations for election to the board as it shall determine, but not fewer than the number of vacancies expected to be filled. Such nominations can be made from among members or non-members. Each nominee shall be given an opportunity to communicate to the members the nominee’s qualifications and reasons for their candidacy. Each nominee shall be given a reasonable opportunity to solicit votes, and members shall be given a reasonable opportunity to choose among nominees.

If only one candidate per office is nominated, voting shall be by voice vote. If more than one person is running for an office, a secret written ballot vote shall be taken.

Section 3: ELIGIBILITY – Members and non-members are eligible for office if they have attended two board meetings prior to receiving a nomination and have completed the board member application. Eligibility to serve as Board President also requires holding elected office as Vice President, Secretary, Treasurer, Auditor, or Member-At-Large for a minimum of one year prior to being elected as President. Officers with signing authorization for disbursement checks shall not be related by blood or marriage or reside at the same address.

Section 4: TERMS OF OFFICE – Officers are elected for 1 (one) year. Each person elected may hold more than one office at a time. The term of office begins on the first day of the fiscal year. The term of office ends on the last day of the fiscal year.

Section 5: VACANCIES – If there is a vacancy in the office of president, the vice president will become the new president. At the next regularly scheduled meeting, a new vice president will be elected. If an elected position remains unfilled after an election, the Executive Board may appoint, by their majority vote, a member to fill that office for the remainder of the term.

Section 6: REMOVAL FROM OFFICE – When an officer fails to fulfill the responsibilities of the office as prescribed in the Bylaws or standing rules, or engages in conduct injurious to the organization or its purpose, the officer can be removed from office by a majority vote of the Executive Board.

ARTICLE IV – MEETINGS

Section 1: EXECUTIVE BOARD MEETINGS – The Executive Board of the Foundation shall meet every other month. Meetings will be held in July, September, November, January, March, and May. Any member of the Foundation may attend these meetings. Notice of any change in time or date of regularly scheduled meetings must be given by posting notice of cancellation or change at least 5 (five) days in advance via electronic communication to the general membership.

Section 2: GENERAL MEETINGS – There are 2 (two) general meetings scheduled annually and will be held during the May and September Executive Board meetings. The secretary will notify the members of the meetings via electronic communication at least one week prior to the meeting.

Section 3: SPECIAL MEETINGS – Special meetings may be called by the president, any two members of the executive board, or five general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members via electronic communication at least 10 days prior to the meeting. No business may be transacted at a Special Meeting other than that business for which the Special Meeting was called, and which was announced in the notice sent to the members.

Section 4: PLACE OF MEETINGS – Location of executive board meetings, the general meeting, and any special meetings for the year will be established at the first Executive Board Meeting of the year. The President will propose the meeting location(s) and a majority vote of the Executive Board will confirm the meeting locations.

Section 5: BUSINESS CONDUCTED BY EMAIL - In some cases, the executive committee may determine that a particular action should be taken by email vote or other written consent. The need for this action will be minimized, however the following factors will be considered:

1. How soon a decision is required
2. Whether the decision would be better made after further discussion
3. Whether the action is a routine action

4. Whether a conference call meeting can be scheduled

Each Executive Board member will sign a consent to conduct business via email or written consent. These forms will be kept on file by the Secretary and renewed annually at the first board meeting of the fiscal year.

The Board President will determine if the action should be taken by email vote. The Secretary will draft the proposed action and email it to all executive board members. The deadline to respond will be outlined by the Secretary. Upon the Secretary's receipt and verification of all votes, he/she will confirm whether the action has passed or failed by email to all Executive Board members.

The Board will ratify any action taken via email at the next scheduled board meeting and the minutes of the meeting will reflect this ratification.

ARTICLE V – NOTICES

The purpose of notices is to offer a full opportunity for members to participate in the business of the Foundation. Written notice must be given for all meetings involving the general membership. Notice will be provided using the school's electronic communication method. A notice of the meeting will also be posted at least 5 (five) days in advance in a visible public area at the School.

ARTICLE VI – QUORUM

The Foundation shall establish a quorum for the transaction of business in any meeting of the Foundation. Three (3) voting members shall constitute a quorum for the transaction of business in any meeting of the Executive Board. Ten (10) voting members shall constitute a quorum for the transaction of business in any general membership meeting.

ARTICLE VII – COMMITTEES

Section 1: MEMBERSHIP – Committees may consist of members and board members, with the president acting as an ex officio member of all committees.

Section 2: STANDING COMMITTEES – There are no standing committees. The board may appoint new committees as needed.

ARTICLE VIII – FINANCIAL POLICIES

Section 1: FISCAL YEAR - The fiscal year of the Foundation begins July 1st and ends June 30th of the following year.

Section 2: BANKING - All funds shall be kept in a checking account at a local financial institution in the name of San Diego Met High School Foundation. The Treasurer, Vice President, and Member At Large will all be authorized signers on the checking account. Expenditures of more than \$500.00 will require two (2) authorized signatures.

Section 3: REPORTING – The Treasurer shall keep accurate records of any disbursements, income, and bank account information. The Treasurer shall reconcile the bank account monthly and report all financial activity monthly. The Executive Board shall arrange an independent review of its financial records each year.

Section 4: CONTRACTS - Contract signing authority is limited to the President or the President's designee.

Section 5: EXPENDITURES – All expenditures must be authorized by the Foundation Executive Board by majority vote.

Section 6: BUDGETS - Prior to the May meeting, the Treasurer shall prepare a budget to be approved by a majority of the Executive Board. The budget will be presented to the membership at the general meeting in September. A simple majority vote of the membership is sufficient to approve the budget.

ARTICLE IX – PROGRAMS AND FUNDRAISERS

Programs and fundraisers are necessary to carry on the work of the Foundation. The fundraisers will be selected and approved by a majority vote of the Executive Board. Program and fundraiser Chairpersons will be selected from volunteers. The Chairpersons will find volunteers for their event and organize the work of the volunteers. Chairpersons shall file a written report to the Executive Board as soon as the event has concluded. This report shall be kept in the Foundation's files for future reference.

ARTICLE X - PARLIAMENTARY AUTHORITY

"Robert's Rules of Order Newly Revised" shall govern meetings when they are not in conflict with the organization's bylaws.

ARTICLE XI – STANDING RULES

Standing rules may be approved by the Executive Board, and the secretary shall keep a record of the standing rules for future reference.

ARTICLE XII - DISSOLUTION

The organization may be dissolved with notice of 14 calendar days and a two-thirds vote of those present at the meeting. Any remaining funds should be used to pay any outstanding bills and with the membership's approval, spent for the benefit of San Diego Met High School.

ARTICLE XIII – BYLAW AMENDMENTS

The Executive Board will review the Bylaws annually at the July meeting. Any proposed amendments will be voted on at the September meeting. Amendments to the bylaws may also be proposed by any Foundation member. Voting on amendments presented will be conducted at the next regular meeting. Amendments will be approved by a two-thirds vote of those present.

ARTICLE XIV – CONFLICT OF INTEREST POLICY

Section 1: PURPOSE – The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organization.

Section 2: DEFINITIONS

a. Interested Person - Any person with governing board-delegated powers who has a direct or indirect financial interest, as defined below is an interested person.

b. Financial Interest – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
2. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement;
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: PROCEDURES

a. Duty to Disclose – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible transaction or arrangement.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: RECORDS OF PROCEEDINGS – The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of all persons who disclosed or otherwise were found to have a financial interest in connection with an actual adult or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present;

and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5: COMPENSATION

a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6: ANNUAL STATEMENTS – Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement with affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax-exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7: PERIODIC REVIEWS – To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable

investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8: USE OF OUTSIDE EXPERTS – When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

These bylaws were adopted on May 13, 2020.