

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**SAN MATEO HIGH SCHOOL FOUNDATION**  
**(A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**  
**WITHOUT MEMBERS)**

ARTICLE I

NAME AND LOCATION OF CORPORATION OFFICE

Section 1. NAME. The name of this corporation shall be San Mateo High School Foundation, a California nonprofit public benefit corporation (the “Corporation”).

Section 2. OFFICE. The principal office for the transaction of the business of the Corporation (“principal executive office”) shall be located in the County of San Mateo, California. The Board of Directors (the “Board”) may change the principal executive office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE II

PURPOSES AND GOALS

Section 1. GENERAL PURPOSE. The Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

Section 2. SPECIFIC PURPOSE. The Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The specific purpose for which the Corporation is organized includes, but is not limited to, providing supplemental financial support for San Mateo High School. Uses for this financial support would include, but not be limited to, the development and enhancement of educational programs, the purchase of books, specialized equipment and other academic material designed to enhance educational programs, and the funding of personnel and capital improvements needed to effectively carry out the Corporation’s primary goal.

Section 3. OTHER GOALS. In addition to its primary goal, the Corporation is formed for and shall have all other purposes allowed to nonprofit California corporations. Also, the Corporation has, and may exercise, all powers now or later permitted to nonprofit California corporations, provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific

goals of the Corporation. Additionally, the Corporation shall operate in a manner to maintain its federal and state tax-exempt status.

### ARTICLE III

#### DEDICATION OF ASSETS

Section 1. DEDICATION OF ASSETS. The properties and assets of the Corporation are irrevocably dedicated to charitable 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 any Director of the Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to a corporation dedicated to charitable purposes meeting the requirements for exemption under the California Revenue and Taxation Code, provided that the corporation continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

### ARTICLE IV

#### MEMBERSHIP

Section 1. MEMBERSHIP. The Corporation shall not have any members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest under the Non-Profit Public Benefit Corporation Law of California in the members shall vest in the Board of Directors.

### ARTICLE V

#### DIRECTORS

Section 1. NUMBER

- (a) The Board shall consist of not less than 10 nor more than 25 elected Directors (“Directors”).
- (b) The number may be changed by amendment of this Bylaw, as provided by these Bylaws.
- (c) The Executive Director shall serve as a non-voting member of the Board.

Section 2. POWERS. Subject to the limitations of the Articles of Incorporation, these Bylaws, and California law, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the control of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation shall be managed by, and all corporate powers shall be exercised under the

ultimate direction of, the Board. Without prejudice to these general powers, and subject to the same limitations, the Board shall have the following powers:

- (a) To select and remove all officers, agents and employees of the Corporation; prescribe their powers and duties, consistent with law, the Articles of Incorporation and these Bylaws; and fix their compensation.
- (b) To conduct, manage, and control the affairs of the Corporation and to make any rules and regulations, consistent with law, the Articles of Incorporation and these Bylaws, as it deems necessary.

Section 3. QUORUM. A majority of the elected Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4 below. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board, unless the law, the Articles of Incorporation or these Bylaws specifically requires a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding withdrawal of Directors, if any action taken is approved by at least a majority of the number of Directors constituting a quorum for such meeting. In the absence of a quorum at any meeting of the Board, a majority of the Directors present may adjourn the meeting, as provided in Article V, Section 4 of these Bylaws.

Section 4. ADJOURNMENT. Any meeting of the Board, whether or not a quorum is present, may be adjourned to another time and place by the affirmative vote of a majority of the Directors present. If the meeting is adjourned for more than twenty four (24) hours, notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 5. VACANCIES. Subject to the applicable provisions of the California Nonprofit Public Benefit Corporation Law, any Director may resign at any time by giving written notice to the President, Secretary, or the Board, effective as of the date of notice or at a later time if specified therein. In addition, a vacancy in the Board shall be deemed to exist in case of the death or removal of any Director. The Board may, at its discretion at any time, elect additional Directors to fill an unfilled Director position by a vote of the majority of the then-current Directors. A Director elected as a result of a vacancy shall serve for the unexpired term of his or her predecessor.

Section 6. VOTING. Each Director shall be entitled to one vote. No voting by proxy shall be permitted.

Section 7. ELECTION OF DIRECTORS. Election of Directors shall be held in May at the regularly scheduled annual meeting with Directors taking office on June 1. The Board Governance and Nominating Committee shall submit names of proposed successor Directors to the Board during the regular meeting in April. The Board shall also have the ability to schedule an election at any time as shall be determined by a two-thirds (66.67%) vote of the Board.

Section 8. TERM. The term of office for a Director shall be two (2) years. Directors' terms shall generally run concurrently with the SMHS school year ending on May 31st of each year. A Director may serve successive terms, however, no Director shall serve more than six (6) consecutive years in office. A Director may be elected for an additional two consecutive terms

after an absence from the Board of at least one (1) year.

Section 9. QUALIFICATIONS. A Director may not be a permanent, full-time employee or a member of the Board of Trustees of the San Mateo Union High School District.

Section 10. MEETINGS

- (a) Annual Meeting. The Board shall hold an annual meeting for the purpose of the election of Directors and Officers and the transaction of other business. The annual meeting shall be held each year in May. The annual meeting shall be considered a regular meeting.
- (b) Regular Meeting. Regular meetings of the Board shall be held at least quarterly and shall be called by the President or any two (2) Directors. Regular meetings of the Board shall be held at such times, places and dates as are fixed by the Board.
- (c) Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President or any three (3) Directors.

Section 11. NOTICE OF MEETINGS. Notice of Regular and Special Meetings shall be given to all Directors a minimum of four (4) days prior to the meeting if delivered by First Class Mail or a minimum of forty-eight (48) hours before the meeting if the notice is delivered personally or by telephone, e-mail, or other similar means of electronic communication. Notice shall be deemed to have been given at the time a written notice is deposited in the United States mails, or upon transmission if delivered electronically. The notice requirements contained herein may be waived in writing by any Director. All waivers shall be made part of the minutes of the meeting.

Section 12. ACTION WITHOUT A MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting if the Directors, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 13. REMOVAL. A Director may be removed from office with or without cause by a two-thirds (66.67%) vote of the Directors. If a Director is absent without a valid reason for three or more consecutive Board meetings, the Board may declare his/her office vacant.

Section 14. CONFLICT OF INTEREST. A Director shall excuse himself or herself from any vote upon which that Director has a financial conflict of interest. Notwithstanding the foregoing, donations to the Foundation by a Director shall not constitute a conflict of interest

Section 15. SCHOOL DISTRICT TRUSTEE CANDIDACY. Should a Director become a candidate for Board of Trustees of the San Mateo Union High School District, such Director shall excuse himself or herself from meetings of the Corporation until after the election. If elected, such Director will be automatically removed from office effective as of the date of the election.

Section 16. COMPENSATION. The Directors shall receive no compensation for their services as Directors, but may receive such reimbursement for expenses as may be fixed or determined by the Board.

## ARTICLE VI

### OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall be a President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary and Treasurer, and any other officers the Directors deem necessary to manage the business of the Corporation. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President. Each officer must be a duly elected member of the Board.

Section 2. ELECTION. The Directors shall elect all officers of the Corporation by a vote of a simple majority of the Directors present at the Board's annual meeting.

Section 3. TERM OF OFFICE. The President shall serve for a two year term and all other officers will serve a one year term. The terms of each office shall end on May 31. Terms may be renewed or extended by a majority approval of the Board

Section 4. REMOVAL OF OFFICERS. Any officer of the Corporation may be removed, either with or without cause, at any time, by a vote of two-thirds (66.67%) of the total number of Directors.

Section 5. RESIGNATION OF OFFICERS. Any Officer may resign at any time by giving written notice to the Board. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 6. VACANCY. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled, within a reasonable time, by the Board. An Officer elected as a result of a vacancy shall serve for the unexpired term of his or her predecessor.

Section 7. PRESIDENT. The President is the chief executive officer of the Corporation and has, subject to the control of the Board, general supervision of the business and Officers of the Corporation. He or she shall prepare or cause to be prepared the agendas and preside at all meetings of the Board, appoint and serve as an ex-officio member on all committees of the Corporation except the Governance and Nominating Committee, and shall have any other powers authorized by the Board.

Section 8. 1<sup>st</sup> VICE PRESIDENT. The 1<sup>st</sup> Vice President shall preside at meetings of the Board in the President's absence, and, in the event that the President shall be unable to serve, shall act as the principal officer of the Corporation until the Directors elect a new President. The 1<sup>st</sup> Vice President shall have any other powers authorized by the Board.

Section 9. 2<sup>nd</sup> VICE PRESIDENT. The 2<sup>nd</sup> Vice President shall preside at meetings of the Board in the President's and 1<sup>st</sup> Vice President's absence, and, in the event that the President and

1<sup>st</sup> Vice President shall be unable to serve, shall act as the principal officer of the Corporation until the Directors elect a new President. The 2<sup>nd</sup> Vice President shall have any other powers authorized by the Board.

Section 10. SECRETARY. The Secretary shall act as Secretary at all meetings of the Board, record the proceedings, and shall be responsible or cause an employee of the Corporation to be responsible for any necessary correspondence and the organization and safekeeping of all documents. He or she shall perform any additional duties assigned by the Board.

Section 11. TREASURER. The Treasurer shall receive, safeguard, disburse and account for all funds of the Corporation, and deposit and invest them in banks, depositories or investment vehicles designated by the Board. 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 business transactions of the corporation including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall prepare and submit or cause to be prepared and submitted any accounting and tax forms required by local, state and federal law.

The Treasurer shall review with the Board at least annually the investment objectives and policies of the Corporation, whether the objectives are being met and the policies are being complied with, and any recommended changes or actions. The Treasurer shall have any additional powers and duties assigned by the Board.

## ARTICLE VII

### COMMITTEES

Section 1. COMMITTEES. The Board may create standing and other committees. The persons serving on a committee may but need not be Directors provided that at least one (1) of the committee members is a Director.

Section 2. LIMIT ON POWERS OF COMMITTEES. No committee of the Board may:

- (a) fill vacancies on the Board;
- (b) amend or repeal Bylaws or adopt new Bylaws;
- (c) appoint any other committees of the Board or the members of these committees;
- (d) approve any transaction or take any final action on matters that require the approval of the Board.

Section 3. COMMITTEE MEETINGS. Any Director may attend any committee meetings.

#### Section 4. EXECUTIVE COMMITTEE.

- (a) There shall be a standing Executive Committee. The Executive Committee shall include all of the Officers and any other Directors that the President deems necessary to manage the business of the Corporation.
- (b) The Executive Committee shall meet regularly and have the authority to make routine, day-to-day decisions for the Board.
- (c) Between meetings of the Board, the Executive Committee shall have authority to make any other decisions as granted by the Board. Any action taken by the Executive Committee pursuant to this subsection shall be reported to the Board at the next board meeting.
- (d) The Executive Committee shall review the Executive Director and recommend compensation to the Board for approval.
- (e) Meetings of the Executive Committee for any purpose may be called at any time by the President or by any member of the Executive Committee. Notice of a special meeting of the Executive Committee shall be given to its members as much in advance as possible, but the notice may be shortened to as little as one (1) day's notice by telephone or e-mail if required by circumstances.
- (f) A majority of the entire Executive Committee shall be necessary to constitute a quorum.

#### Section 5. BOARD GOVERNANCE AND NOMINATING COMMITTEE.

- (a) There shall be a standing Board Governance and Nominating Committee.
- (b) The Board Governance and Nominating Committee shall consist of three (3) Directors. Members of the Governance and Nominating Committee shall serve for one (1) year.
- (c) The Board Governance and Nominating Committee shall select qualified candidates for election to the Board and shall report its nominations to the Executive Committee at least fifteen (15) days before the Board's regular meeting in April.
- (d) The Board Governance and Nominating Committee shall submit its nominations to the Board during the regular meeting in April, and shall provide to the Board a brief resume of each person nominated. Election of Directors shall be held in May at the annual meeting.
- (e) The Board Governance and Nominating Committee shall also place in nomination any person named on a petition having the signature of at least twenty-five (25) persons who are both residents of San Mateo County and who have family members who are students of SMHS at the time that the petition is presented to the Governance and Nominating Committee. The Governance and Nominating Committee shall be required to accept any such petition if it is received by the Governance and Nominating

Committee at least fourteen (14) days before the date set for election of Directors. The Governance and Nominating Committee shall be required to inform the Board of any such nomination. There shall be no other nominations from the floor.

- (f) The Board Governance and Nominating Committee shall also submit to the Board of Directors during the regular meeting in April nominees for Officers. Nominations from the floor for officer positions may be made at the April meeting. Election of officers shall be held in May at the regularly scheduled annual meeting.

## ARTICLE VIII

### OTHER PROVISIONS

Section 1. AMENDMENT OF BYLAWS. New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the Board.

Section 2. CONTRACTS. Subject to the provisions of applicable law, any contract executed or entered into between the Corporation and any other person or entity which obligates the Corporation to pay in excess of \$10,000 requires the approval of the Executive Committee.

Section 3. VOTING SECURITIES. The President, 1<sup>st</sup> Vice President, Secretary, or any other officers authorized by the Board are each authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of the Corporation.

Section 4. RULES OF ORDER. Rules of order shall be informal and designed to encourage participation of all of the Directors. The presiding officer may in his or her discretion utilize Robert's Rules of Order in the event of any dispute.

Section 5. INDEMNITY/PERSONAL LIABILITY. The Directors and Officers shall be indemnified and held harmless by the Corporation to the extent and in the manner permitted by California Law. No Director shall be personally liable for the debts, liabilities or obligations of the Corporation.

Section 6. FISCAL MANAGEMENT.

- (a) Fiscal Year. The fiscal year shall be July 1 through June 30.
- (b) At the close of the fiscal year, an independent compilation shall be made of the books and records of the Corporation.
- (c) A Financial Management Policy shall be adopted by the Executive Committee and any amendments to that policy shall be made by the Executive Committee.



## ARTICLE IX

### CONSTRUCTION AND DEFINITIONS

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

Adopted: November 18, 2009