

BY-LAWS
of the
LA COSTA CANYON HIGH SCHOOL FOUNDATION, INC.
A California Nonprofit Public Benefit Corporation

ARTICLE I – NAME

Section 1.01 The name of this corporation is LA COSTA CANYON HIGH SCHOOL FOUNDATION, INC., a California Nonprofit Public Benefit Corporation (the “Foundation”).

ARTICLE II – OFFICES OF THE CORPORATION

Section 2.01 Principal Office

The principal office for the transaction of the activities and affairs of the Corporation is located at La Costa Canyon High School, One Maverick Way, Carlsbad, California 92009. The Board of Directors (the Board Members) may vote to change the principal office from one location to another. Any change of location of the principal office shall be noted in these By-laws opposite this section, or this section may be amended to a new location.

Section 2.02 Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct activities.

ARTICLE III – PURPOSES AND LIMITATIONS

Section 3.01 General Purposes

This Corporation is a nonprofit benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The purpose of this Corporation is to provide financial assistance and support for educational programming at La Costa Canyon High School.

Section 3.02 Specific Purposes

Within the context of the General Purposes stated above, this Corporation's goal shall be to enhance, through financial assistance, educational programming at La Costa Canyon High School, including but not limited to extracurricular programs and activities, scholarship, and special support services.

Section 3.03 Section 501(c)(3) Limitations

The purposes for which this Corporation is organized are exclusively educational within the meaning and contemplation of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV – NONPARTISAN ACTIVITIES

Section 4.01 This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including publishing or disseminating statements) any political campaign on behalf of any candidate for public office. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V – DEDICATION OF ASSETS

Section 5.01 Properties and Assets

The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or Board Member of this Corporation. On liquidation or dissolution, after paying or adequately providing for the debts and obligations of the Corporation, all remaining properties and assets shall be distributed and paid over to a non-profit fund, or Corporation or corporation which is organized and operated exclusively for educational purposes, provided that the Corporation continues its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (and which is qualified for exemption from taxation under Section 23701d of the California Revenue and Taxation Code).

ARTICLE VI – MEMBERS

Section 6.01 Members Prohibited

The Corporation shall not have members or a membership body, however, the Board of Directors may be referred to as Board Members.

Section 6.02 Effect of Prohibition

Any action which would otherwise require approval by a majority of the entire membership body shall require only approval of the Board Members by a majority vote or as otherwise provided herein or by applicable law.

Section 6.03 Associates

Nothing in this Article VI shall be construed as limiting the right of the Corporation to refer to persons associated with it as “members” even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The Corporation may confer by amendment of its Articles or of these By-laws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes of the Corporation's Articles or By-laws or for the selection of delegates who possess any of the preceding voting rights, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE VII – DIRECTORS (BOARD MEMBERS)

Section 7.01 Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or By-laws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Without prejudice to such general powers set forth above, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- A. To select and remove, officers, agents, and employees of the Corporation; prescribe powers and duties for them consistent with law, the Articles, or these Bylaws, and fix their compensation.
- B. To conduct, manage and control the affairs and activities of the Corporation and to make such rules and regulations therefore not inconsistent with law, the Articles or these Bylaws, as they may deem in the best interests of the Corporation.

Section 7.02 Number

The Board shall consist of at least nine (9) but no more than twenty-five (25) members until changed by amendment to these By-laws. The exact number of members shall be fixed, within those limits, by a resolution of the Board. No reduction of the authorized number of Board members shall have the effect of removing any Board member prior to the expirations of the Board Member's term of office.

Section 7.03 Qualifications

The Board Members of the Corporation shall meet the following qualifications:

- A. Each Board Member shall be committed to providing service to the La Costa Canyon High School Foundation for the purpose of benefiting every student at La Costa Canyon High School. Each Board Member shall serve either as an officer, and/or chair of a standing committee, member at large, or a special events committee member.
- B. Each Board Member shall strive to conduct him or herself in a manner consistent with the highest ethical and moral standards of the community.

Section 7.04 Composition

The Board of the Corporation shall consist of parents of students currently attending La Costa Canyon High School, and up to six (6) non-parent members of the community.

- A. There will be at least three (3) Standing Committees represented on the La Costa Canyon High School Foundation Board. The committees will represent Visual and Performing arts, Academics, and Athletics.
 - 1. The Board may create a new committee by a majority vote of the Board Members present at a regularly scheduled, duly noticed Board meeting.
 - 2. The Foundation office will maintain a list of board approved committee groups and their respective liaisons.
 - 3. The Board may adopt rules and procedures to regulate the fundraising activities of each committee. Each committee shall seek the approval of the Board prior to undertaking any new fundraising activities in the name of the Corporation and shall comply with all rules and procedures established by the Board.
- B. The Associated Student Body (ASB) may appoint one (1) teacher representative and one (1) student representative as ex-officio non-voting members to the Board who will serve as liaisons to ASB, subject to Board approval and at the sole discretion of the Board and each shall report from time to time to the board.
- C. The Principal of La Costa Canyon High School will serve as an non-voting advisor to the Board.
- D. Board Members may complete their term in the event that a member organization is dissolved or their student(s) leave the school for any reason.

Section 7.05 Voting

- A. Each Board Member shall have one (1) vote.
- B. Votes of the Board Members shall be by voice vote, unless the By-laws specifically require a written ballot, or by a motion approved by the Board to require a written ballot, before voting on a particular action item.
- C. There shall be no vote by proxy, except the Chair of a committee may give, in writing, their proxy to a Vice Chair.
- D. The Executive Director of the Corporation is not a member of the Board and shall not be entitled to vote.

Section 7.06 Restrictions on Interested Persons as Directors

No more than 49% of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Board Member as a Director, and (b) 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 such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation. The Executive Director shall monitor compliance with this section and shall report to the Board whenever requested.

Section 7.07 Election, Designation, and Term of Office

A. Nominations Procedure

The Nominating Committee shall be comprised of the Chair – voted on by the Board, the Executive Director in an advisory capacity, the President, and up to three (3) voluntary Board Members. The Nominating Committee shall present the nominations for the slate of prospective officers and new Board Members at the May Board meeting.

B. Term of Office

1. The term of office of each Board Member shall be two (2) years, from July 1 to June 30 of the second year, provided that the term of office shall be extended until a replacement Board Member takes office.
2. The term of office for each Officer of the Board shall be two (2) years.
3. Officers of the Corporation shall be limited to serving two (2) consecutive terms in the same position.
4. The elected President of the Corporation must have served at least one (1) year on the Board of the Corporation immediately prior to assuming the office of President.

Section 7.08 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 Recording Secretary or 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 for such time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the Board Member, whose office is vacant, was selected, provided that vacancies to be filled by election may be filled by a majority of the remaining Board Members. Each Board Member so selected shall hold office until the expiration of the term of the replaced Board Member and until a successor has been elected or appointed.

A vacancy or vacancies in the Board shall be deemed to exist in the case of death, resignation, or removal of any Board Member, or if the authorized number of Board Members has been increased.

The Board may declare vacant the office of a Board Member who has been declared of unsound mind by a final order of Court, or convicted of a felony or found by a final order or judgment of any Court to have breached any duty arising under Article III of the California Nonprofit Public Benefit Corporation Law, or who has failed to attend three (3) meetings of the Board within any one (1) year term of office, as stated previously herein.

No reduction of the authorized number of Board members shall have the effect of removing any Board member prior to the expirations of the Board Member's term of office.

Section 7.09 Removal

Each Board Member shall be required to attend Board meetings, committee meetings, and support Corporation activities. Any member can be removed with, or without cause, with a 2/3 vote of those Board Members present.

Section 7.10 Meetings

Meetings of the Board shall be held at any place within or outside the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Any meeting may be held by conference telephone, e-mail, or similar telecommunications equipment, as long as all Board Members participating in the meeting can communicate with one another. All such Board Members shall be deemed to be present in person at such a meeting.

Section 7.11 Regular Meetings

Regular meetings of the Board for any purpose or purposes may be held upon notice to each Board Member of such date, time, and place as the Board may fix from time to time.

Section 7.12 Authority to Call Special Meetings

Special meetings of the Board, for any purpose, may be called at any time by the President, Vice President(s), the Recording Secretary, or any two (2) Board Members, upon notice to each Board Member of such date, time, and place as the Board may fix for the Special Meeting.

Section 7.13 Manner of Giving Notice of Special Meetings

Notice of the time and place of special meetings shall be given to each Board Member by anyone of the following methods: (a) personal delivery of written notice, (b) first-class mail, postage pre-paid, (c) by telephone, either directly to the Board Member or to a person at the Board Member's office or residence that would reasonably be expected to communicate that notice promptly to the Board Member, (d) by facsimile, or (e) by e-mail. All such notices shall be given or sent to the Board Member's address or telephone number as shown on the records of the Corporation.

Section 7.14 Time Requirements for Notice of Special Meetings

Notices sent by first class mail shall be deposited in the United States mail at least five (5) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile or e-mail shall be delivered, telephoned or transmitted at least 48 hours prior to the time set for the Special Meeting.

Section 7.15 Notice Content

The notice shall state the date, time, and place of the Special Meeting. The notice need not specify the purpose of the Special Meeting.

Section 7.16 Quorum

A simple majority (half plus one) of the authorized number of Board Members shall constitute a quorum for the transaction of business, except to adjourn.

Every action taken or decision made by a majority of the Board Members present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Board Member has a direct or indirect financial or material interest, (b) approval of certain transactions between Corporations having common memberships, (c) creation of and appointment to committees of the Board, and (d) indemnification of Board Members.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of a Board Member, if any action taken or decision made is approved by at least a majority of the required quorum of that meeting.

Section 7.17 Waiver of Notice

Notice of a meeting need not be given to any Board member, who, either before or after the meeting, signs a Waiver of Notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The Waiver of Notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approval should be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Board Member who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him.

Section 7.18 Adjournment

A majority of the Board Members present, whether or not a quorum is present, may adjourn any meeting to another date, time, and place. Notice of the new date, time, and place of holding the previously adjourned meeting, need not be given unless the original meeting was adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another date, time, and place shall be given, before the time of the adjourned meeting, to the Board Members who were present at the time of the adjournment.

ARTICLE VIII – ACTION WITHOUT A MEETING

Section 8.01 Any action that the Board is required or permitted to take may be taken without a meeting if all the Members of the Board consent in writing to the action; provided, however, that the consent of any Board Member who has a material financial interest in a transaction to which the Corporation is a party, and who is an "interested" Board Member, as defined in Section 5233 of the California Corporations Code, shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such contents shall be filed with the minutes of the proceedings of the Board.

ARTICLE IX – COMPENSATION AND REIMBURSEMENT

Section 9.01 Board Members shall not receive compensation for their services, but shall receive such reimbursement of expenses as the Board may determine by resolution to be just and reasonable at the time that the resolution is adopted.

ARTICLE X – COMMITTEES OF THE BOARD

Section 10.01 The Board, by resolution adopted by a majority of Board Members then in office, provided a quorum is present, may create one or more standing, or ad hoc committees, each consisting of at least one (1) Board member, to serve at the pleasure of the Board. The President of the Board shall appoint the Chairmen of such Board committees.

Appointments to the committees of the Board shall be at the discretion of the Board Member who is the chair of the committee, or at the discretion of the Executive Board. Such Board committees, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

1. Fill vacancies on the Board or any committee that has the authority of the Board;
2. Fix compensation of the Board Members for serving on the Board or on any committee;
3. Amend, adopt, or repeal By-laws;
4. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
5. Create any other committees of the Board or appoint the Members of the committees of the Board;
6. Approve any contract or transaction to which the Corporation is a party and in which one or more of its Board members has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

Section 10.02 Meetings and Actions of Committees

Meetings and actions of committees of the Board shall be governed by, and held, and taken in accordance with the provisions of these By-laws concerning meetings and other Board actions, except that the time for regular meetings of such committees, and the calling of special meetings of such committees, may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. The Board may adopt rules for the government of any committee, provided they are consistent with these By-laws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE XI – OFFICERS OF THE CORPORATION

Section 11.01 The officers of the Corporation shall be a President, Vice President-Development, Vice President-Finance, Vice President-Marketing, and Recording Secretary. The Corporation may also have at the Board's discretion such other officers as may be appointed in accordance with 11.04 of these By-laws.

Section 11.02 The Executive Board shall consist of the President, Vice President-Development, Vice President-Finance, Vice-President-Marketing, Recording Secretary, and the Executive Director of the Corporation, who shall serve as a non-voting advisor.

Section 11.03 Election of Officers

The officers of the Corporation whose terms have expired, except those appointed under Section 11.04 of these By-laws, may be elected at the annual meeting by the Board from a slate of candidates presented by the nominating committee at the regularly scheduled May meeting of the Board, and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment. If the election of officers shall not be held at such meeting, such election may be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor has been duly elected or appointed.

Section 11.04 Other Officers

The Board may appoint and authorize the President or other officer to appoint any other officers that the Corporation may require, by a majority vote for a term not to exceed one (1) year. Appointment of any other officers shall require a majority vote of the Board. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these By-laws or determined by the Board.

Section 11.05 Removal of Officer

Without prejudice to any rights of an officer under any contract of employment, the Board may remove with or without cause any officer.

Section 11.06 Resignation of Officer

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received, or at any later time specified in the notice and, unless otherwise specifies in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 11.07 Vacancies in Office

A vacancy in any office because of death, resignation, removal or any other cause shall be filled in the manner prescribed in these By-laws for regular appointments to that office. The Executive Board of the Corporation shall recommend a person to fill a vacancy so created and a majority vote of the Board shall be required to confirm that person in office.

Section 11.08 Responsibilities of Certain Members of the Board

- A. President. The President shall be the principal executive officer of the Corporation and shall direct and co-ordinate the Corporation's activities, affairs, and officers. The President shall preside at all Board Meetings. The President may be a non-voting member of any committee of the Board. The President shall have the power to call emergency meetings of the Executive Board and of all Board Members. The President shall have such other powers and duties as the Board or these Bylaws may prescribe. In the event of the permanent inability of the President to fulfill the responsibilities of his/her office, the Board shall select a person to complete the term of office by majority vote; the Past President, if one is currently sitting on the Board, followed by the Vice President-Finance shall assume the responsibilities of the President until a successor shall be selected and confirmed in office.
- B. Vice President-Development. The Vice President-Development shall assist the Executive Director to oversee fundraising activities, and advance the interest of the standing committees.
- C. Vice President-Finance. The Vice President-Finance shall act as the Treasurer for the Corporation and shall have such other powers and perform such other duties as the Board or these By-laws may prescribe.
1. *Books of Account.* The Vice President-Finance shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Vice President-Finance shall send or cause to be given to the Board Members such financial statements and reports as are required to be given by law, by these By-laws or by the Board. The books of account shall be open to inspection by any Board Member at all reasonable times. The Vice President-Finance may provide for an annual audit of the Corporation.
 2. *Deposits and Disbursements of Money and Valuables.* The Vice President-Finance shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President and the Board, when requested, an account of all transactions and of the financial condition of the Corporation.
 3. *Assets.* The Vice President-Finance shall maintain a list of assets of the Foundation.
 4. *Budget.* The Vice President-Finance shall coordinate all financial matters and the annual budget process with the Board President, Executive Director, and Corporation Bookkeeper. The budget will be presented to the Board of Directors for approval prior to the start of the school year.
 - a) *Bond.* If required by the Board, the Vice President-Finance shall give the Corporation a bond in the amount and with the surety of sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Vice President-Finance on his/her death, resignation, retirement or removal from office.

5. *Acting President.* In the event of the inability of the President to fulfill the responsibilities of his/her office, and if the Past President is currently not sitting on the board, the Vice President-Finance shall perform all duties of the President until a successor is selected and confirmed in office.
- D. Vice President-Marketing. The Vice President-Marketing shall oversee all marketing and communication functions of the board and may assist the Executive Director in serving the promotional interests of the Foundation's standing committees, and ad hoc committees.
- E. Recording Secretary.
1. *Book of Minutes.* The Secretary shall keep, or cause to be kept, at the Corporation's principal office, or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board. The minutes shall include the time and place that the meeting was held, whether the meeting was annual, regular or special, and, if special, how authorized, the notice given and the names of those present at Board and Committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and By-laws, as amended to date.
 2. *Records.* The Secretary shall keep, or cause to be kept, at the Corporation's principal office, or at a place determined by resolution of the Board, a record of the Corporation's Directors, showing each Director's name, address, telephone number and e-mail address.
 3. *Notices, Seals and Other Duties.* The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these By-laws to be given.
- F. Executive Director. The Executive Director is the general manager of the Corporation. The Executive Director shall oversee the operations of the Corporation and shall serve at the pleasure of a majority of the Board Members. The Executive Director is a non-voting advisor to the Board.

ARTICLE XII – INDEMNIFICATION

Section 12.01 Right of Indemnity

To the fullest extent permitted by law, this Corporation shall indemnify its Board Members, officers and employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding as the term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses" as used in these By-laws, shall have the same meaning as in Section 5238(a) of the California Corporation Code.

Section 12.02 Approval of Indemnity

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met, and if so, the Board shall authorize indemnification.

Section 12.03 Advancement of Expenses

To the fullest extent permitted by law, and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 12.01 and 12.02 of these By-laws in defending any proceeding covered by those Sections shall be advanced by the Corporation for final disposition of the proceeding, on receipt by the Corporation of an undertaking by, or on behalf of that person, that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE XIII – INSURANCE

Section 13.01

The Corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees, volunteers, and other agents, against any liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

ARTICLE XIV – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 14.01 Contracts

The Board may authorize any Board Director, officer, employee, agent of the Corporation, in addition to the officers so authorized by these By-laws, to enter into any contract, or execute and deliver, any instrument in the name of, and on behalf of, the Corporation, and such authority may be general, or confined, to specific instances. In the absence of any action by the Board of Directors to the contrary, the President for all contracts, or the Executive Director for contracts under \$1,000.00, shall be authorized to execute such instruments on behalf of the Corporation.

Section 14.02 Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer and officers, Executive Director, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Vice President-Finance and countersigned by the President, Vice President, or the Recording Secretary of the Corporation.

Section 14.03 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 14.04 Gifts

The Board of Directors may accept or reject any contribution, gift, bequest, or device to the Corporation for the general purpose, or for any special purpose of the Corporation.

ARTICLE XV – FISCAL YEAR

Section 15.01

The Fiscal year of the Corporation shall commence July 1 through June 30 of each calendar year.

ARTICLE XVI – RECORDS AND REPORTS

Section 16.01 Maintenance of Corporation Records

The Corporation shall keep:

1. Adequate and correct books and records of account;
2. Written minutes of the proceedings of its Board, and committees of the Board;
3. A record of each Board Member's name, address and telephone number;
4. A copy of the Articles of Incorporation and By-laws of the Corporation and any amendments, thereto;
5. Current copies of all insurance policies, contracts, leases and employee records.

Section 16.02 Inspection by Board Members

Every Board Member shall have the absolute right at any reasonable time to inspect the Corporation's books, records, and documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Board Member's agent or attorney. The right of inspection includes the right to copy and make extracts of documents. Such inspection of records shall be carried out at the expense of the examining Board Member.

Section 16.03 Inspection by San Dieguito Union High School District

In light of the San Dieguito Union High School District policy regarding educational Corporations, and recognizing the importance of community relations between the district and the Corporation, the District shall have the right to inspect the Corporation's books and records. The District shall also have the right to retain an independent third party certified public accountant, at the District's cost, to audit the Corporation's books, records, and documents, no more frequently than one time each fiscal year.

Section 16.04 Inspection by Others

Except as required by law, or as set forth in Section 16.02 and 16.03 herein, the Corporation's books, records, and documents may not be disclosed to, inspected by, or audited by any person except pursuant to an affirmative vote of a majority of the Board Members. The Board Members may grant such permission if such inspection is in the best interests of the Corporation and at no cost or expense to the Corporation.

ARTICLE XVII – PARLIAMENTARY PROCEDURE

Section 17.01 The current edition of Roberts Rules of Order, Newly Revised, shall govern the proceedings of the Corporation in all cases not provided for in these By-laws or not inconsistent with the laws of the State of California.

ARTICLE XVIII – AMENDMENTS

Section 18.01 Amendments of By-laws

These By-laws may be amended by vote of a 2/3 majority of the Board of Directors of the Corporation, then present, at a regularly scheduled and duly noticed Board meeting of the Corporation. Provided, however, that no new By-laws or amended Articles shall be adopted which would cause a loss of the Corporation's nonprofit status for federal and state income tax purposes, nor any By-laws or amended Articles be adopted which would be in substantial conflict with the goals, purposes or objectives of this Corporation. Proposed amendments shall be submitted to the Board Members at the meeting prior to that in which a vote on said amendments shall be taken.

ARTICLE XIX – CONSTRUCTION AND DEFINITION

Section 19.01 As used in these By-laws:

- A. The present tense shall include the past and future tense, and the future tense shall include the present.
- B. The masculine gender shall include the feminine and neuter.
- C. The singular number shall include the plural number and the plural shall include the singular.
- D. The word “shall” is mandatory and the word “may” is permissive.
- E. The word “Directors” and “Board” as used in these By-laws in relation to any power or duty requiring collective action, shall be synonymous with the term “Board of Directors”.
- F. The term “person” includes both a legal entity and a natural person.
- G. “Reasonable time” for inspection of records is defined as normal business hours – (i.e. 9:00AM ~ 5:00PM, Monday through Friday, excluding holidays).

CERTIFICATE OF ADOPTION OF BY-LAWS

I certify that I am the duly elected and acting Recording Secretary of the La Costa Canyon High School Corporation, a California nonprofit public benefit corporation, and that the above restated By-laws, consisting of fourteen (14) pages, are the By-laws of this Corporation as adopted at a meeting of the Board of Directors on _____.

Executed on this, the 4 day of May 2017 at Carlsbad, California, _____.

Jill Mader
Recording Secretary

**PLEASE SEE
NOTARY ATTACHMENT**

**PLEASE SEE
NOTARY ATTACHMENT**

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189



A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Diego)

On 5/4/2017 before me, Kristalee Atkins Notary Public,
Date Here Insert Name and Title of the Officer

personally appeared Julie Mater
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Kristalee Atkins
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: St-Louis LeChes Foundation Document Date: 5/4/17
Number of Pages: 13 Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____
 Corporate Officer — Title(s): _____
 Partner — Limited General
 Individual Attorney in Fact
 Trustee Guardian or Conservator
 Other: _____
Signer Is Representing: _____

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 Individual Attorney in Fact
 Trustee Guardian or Conservator
 Other: _____
Signer Is Representing: _____

