

**BYLAWS OF
GUNDERSON HIGH SCHOOL FOUNDATION**

**ARTICLE I
Offices**

Section 1

The office of the Gunderson High School Foundation shall be located at 622 Gaundabert Lane, San Jose, California, 95136.

Section 2

The office for the transaction of business may be changed by a two-thirds vote of the Board of Directors.

Section 3

The business records of the Corporation shall be kept at its office.

**ARTICLE II
Statement of Purpose**

The purpose of the Corporation is to establish a Non-profit Public Benefit Foundation to support the whole school effort for educational needs and enhancements and physical improvements.

The Gunderson High School Foundation, in recognition of Gunderson's value to the community, will seek financial assistance to enable Gunderson to provide a safe learning environment where all students are challenged, valued, nurtured, and guided toward high academic achievement. Through the efforts of the Foundation, Gunderson will become the destination of students who want to reach their maximum potential.

**ARTICLE III
Membership**

The membership of the Gunderson High School Foundation shall consist of any individual who supports the Foundation with a donation of twenty-five (25) dollars or more. The term of membership shall be through the end of the third month following the end of the fiscal year in which the donation is made. The rights *and responsibilities* of membership shall include the following:

- (a) Voting: Members of the Foundation will elect the Board of Directors. The Board of Directors will have the authority to represent the membership in decisions concerning the Foundation's governance and finances.

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- (b) Leadership: Members of the Foundation may serve in a leadership capacity on the Board of Directors if elected to that post or on committees formed by the Board.
- (c) Title: Individuals who qualify for membership may use the title, "Member of the Gunderson High School Foundation."
- (d) All of the rights and benefits as specified by California State law.
- (e) Each Member of the Foundation has the responsibility to provide a written notice of change of mailing address to the Secretary of the Foundation.

**ARTICLE IV
Board of Directors**

A. Election- Removal

Section 1

The persons named in the Act of Incorporation date _____, and their respective successors, who shall be elected every two years, shall be no more than thirteen (13) nor less the five (5) members of the Board. The Board shall elect the Executive Officers every year. The board may, from time to time, determine the number of its Members. At the discretion of the Board, there may be ex-officio members appointed.

Section 2

The Board of Directors, except ex-officio members, shall be nominated and shall be elected by a simple majority vote of the entire members present at the regularly called annual meeting. All members of the Foundation except current high school students are eligible for election to the Board of Directors. The vote shall be accomplished by an in-person vote at the meeting with one vote allowed for each member.

Section 3

The term of office shall be for two (2) years. A Board member may resign from office at any time by mailing or otherwise delivering a written notice of resignation to the President of the Board and to the Secretary of the Board. Half of the initial Board members shall serve one (1) year terms.

Section 4

Removal of a Board member from office may be effected by a 2/3 majority vote of the entire Board without assigning cause, therefore, when such action is, in the judgment of the majority of 2/3 of the said Board, to be in the best interests of the Corporation, at any regular or special meeting of the Board.

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B. Governance

Section 1

The Corporation shall be governed by the Board of Directors of the Foundation. The Board meetings shall be conducted by the President. The Board meetings shall be chaired by the Principal of Gunderson High School. Regular attendance is expected.

Section 2

The term of office shall be for two (2) years and may be renewed.

Section 3

The maximum number of Board members at any one time shall not exceed thirteen (13).

Section 4

The Executive Committee shall appoint a new Board member to complete the term of a Board member that is unable to complete his/her term.

C. Compensation

Section 1

Directors shall serve without compensation for their services as Directors. They shall be allowed reasonable compensation for expenses incurred in performance of their regular duties as Directors.

**ARTICLE V
Officers**

Section 1

The officers of the Board shall consist of: President, Vice-President, Secretary, and Treasurer, and shall be referred to as the “Executive Committee”. The officers shall be nominated by the newly elected members of the Board at the annual meeting. The Principal of Gunderson High School shall also be a member of the Executive Committee.

Section 2

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The ex-officio members of the Board shall include a San Jose Unified School District representative appointed by the Superintendent of Schools and any others as deemed appropriate by the Board of Directors.

Section 3

The officers will be nominated and elected by the Board at the annual May meeting and will assume office immediately.

**ARTICLE VI
Meetings**

Section 1

Regular meetings of the Board shall be held at least quarterly at a time and place determined by the Executive Committee and are open to the members of the Foundation. The Annual meeting of the Foundation shall take place once a year and shall be held in May at a time and place determined by the Board. The Executive Committee shall meet as needed at a time and place determined by the President.

Section 2

Special meetings of the Board may be called at any time by the Executive Committee.

Section 3

(a) Notice of the annual meeting or of special meetings of the membership will be in writing no less than fifteen (15) nor more than ninety (90) days in advance to all members. Written notice shall be mailed to the members' address of record.

(b) Notice of each regularly scheduled meeting of the Board shall be in writing to all members at the beginning of the fiscal year.

(c) Notice of special meetings of the Board shall be in writing to the members of the Board at least five (5) days prior to the date of the meeting.

(d) Committees of the Board shall meet as necessary at a time and place determined by the committee chair and shall make reports as requested by the Board at the regularly scheduled or special Board meetings.

Section 4

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Any dispute with respect to the procedure to be followed at the meeting of the Board shall be determined in accordance with Robert's Rules of Order.

**ARTICLE VII
Quorum**

Section 1

The Executive Committee may transact business by an affirmative vote of no less than three (3) members of the executive committee present at any meeting of the executive committee.

Section 2

A quorum of the Board shall consist of no less than half of the voting members of the Board. A quorum of the Board must be present at the beginning of any regular or special meeting of the Board for business to be transacted. If the attendance of any regular or special meeting falls below a quorum, any business transacted must be by the affirmative vote of a number of members representing the majority of those present at the beginning of the meeting.

Section 3

A quorum of the Foundation Members shall consist of no less than one-third of the Foundation's Members of Record at the beginning of the annual or special meeting of the Members. Business may be transacted at any regular or special meeting of the Members without a quorum provided that the business considered was described in the meeting notice to the members. Such business may be transacted by an affirmative vote of a majority of the members present at the beginning of the meeting. A quorum of the Members must be present at the beginning of any regular or special meeting of the Members for any new business to be transacted. If the attendance of any regular or special meeting falls below a quorum, any new business not described in the meeting notice must be transacted by the affirmative vote of a number of members representing the majority of the quorum present at the beginning of the meeting.

**ARTICLE VIII
Duties of the Officers**

Section 1

President- The president is the general manager and the chief executive officer of

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the Foundation. He or she shall preside at all meetings of the Board

Section 2

Vice-President- The Vice-President shall preside at meetings in the absence of the President, and shall perform such duties as required to assist the president. In the case of the vacancy of the office of the President, the Vice-President shall fill that position.

Section 3

Secretary- The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal office or such place as the Board may order, a Book of Minutes of actions taken at all meetings of the Board and at all annual or special meetings of the Foundation Membership, and notices given thereof of such meetings, and the names of those present at all meetings of the Board and Membership. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal office or such place as the Board may order an accurate record of the names and addresses of the Members of the Foundation. The Secretary shall give, or cause to be given, notice of all meetings of the Board and Membership required by these Bylaws or by law to be given, shall keep the seal (if any) of the Corporation in safe custody, and shall have such other powers to perform such other duties as may be prescribed by the Board or by these Bylaws.

Section 4

Treasurer- The Treasurer shall act as the treasurer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of all properties and business transactions of the corporation, including accounts of assets, liabilities, receipts, disbursements, gains and losses. The Treasurer is responsible to make sure business controls are maintained in a satisfactory condition. The Treasurer shall submit statements of accounts at each regular meeting of the Board and shall make such reports as the Board may require, and shall make an annual report to the Board. The Treasurer shall cause to be deposited or shall cause to be disbursed in accordance with the procedures approved by the Board all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse funds of the Corporation as may be ordered by the Board; shall render the Board, the Executive Committee, and the President, whenever they request, an account of all transactions as Treasurer and of the financial condition of the corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board or Bylaws. The Treasurer shall be responsible for the scheduling of the annual audit.

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**ARTICLE IX
Fiscal Year**

The fiscal or business year of the Corporation shall begin on the first day of July and shall end on the last day of June of each year.

**ARTICLE X
Committees**

Section 1. Committees

The Board may create standing or special committees for any purpose and delegate to such committees any of the powers and authorities of the Board. The committees shall consult with, advise, and assist the Board in determining and meeting the needs of the school. Such committees shall have the power to act only in intervals between meetings of the Board and shall at all times be subject to the control of the Board. Except as otherwise provided in these Bylaws, the Chairperson and members of each standing committee and special committee shall be selected by the President, with the approval of the Board, and may be removed by a 2/3 majority vote of the Directors then in office.

**ARTICLE XI
Indemnification and Insurance**

To the fullest extent permitted by law and in the manner provided by law, the corporation may indemnify against liability and hold harmless any person who was or is a party to or is threatened to be a party or is involved in pending or completed action suit- civil, criminal, administrative, or investigative, by reason of the fact the person is or was a Director, officer, employee, or an agent of the corporation when serving in an official capacity, on behalf of the corporation, non-profit or for-profit, partnership, joint venture or trust, or other enterprise. The foregoing rights of indemnification shall not be deemed to be exclusive of any other rights to which a person may be entitled under applicable law, and shall continue as to the person who has ceased to be the Director, officer, employee, or agent of the corporation and shall inure to the benefit of the estate, executors, administrators, heirs, legatees, or devisees of any such person.

**ARTICLE XII
MISCELLANEOUS**

Section 1. Inspection of Articles and Bylaws

The corporation shall keep at its office the original or a copy of its Articles of Gunderson Foundation By-Laws

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Incorporation and Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by any Director or member at all reasonable office hours.

Section 2. Checks, Drafts, Etc.

All checks, drafts, or other forms of monetary payments issued in the name of, or payable to, the corporation shall be signed by any two officers.

Section 3. Records

The corporation shall keep adequate and correct records of accounts and shall keep minutes of the proceedings of the Board and the Committees, if any, of the Board. Such minutes shall be in written form or capable of being converted to written form.

Section 4 Conflicts of Interest

The Corporation, through its Board, may promulgate from time to time a conflict of interest policy according to the current law then, in effect to be adhered to by its Directors and officers.

**ARTICLE XIII
AMENDMENTS**

Section 1. Amendment by Directors

Change of the bylaws must be recognized by 2/3 vote of the Board of Directors and must be approved by a majority vote of the membership in attendance at the annual meeting or specially called meeting of the membership.

Section 2. Record of Amendments

Any amendment or alteration in these Bylaws shall be forthwith filed with the original Bylaws of the Corporation.