

WEST CAMPUS FOUNDATION FOR EXCELLENCE BYLAWS

Article I – NAME

Section 1. Pursuant to the Articles of Incorporation, the name of this corporation is West Campus Foundation for Excellence (Foundation).

Article II – PURPOSE

Section 1. The Foundation shall be a not-for-profit organization, organized and operated by the membership in order to raise funds in support of school-sanctioned activities and events, and to promote the spirit of the West Campus High School community.

Article III – BOARD STRUCTURE

Section 1. The Foundation Board (Board) shall be composed of six officer positions: President, Vice President, Secretary, Treasurer, Membership, and Communications.

- a. Each officer shall have one vote with the exception of the President, who is only eligible to vote in the case of a tie vote. Voting by the Board may be by voice or ballot and simple majority prevails.
- b. The Board shall be elected at the General Membership meeting in June each year and shall not be determined by an internal election among the officers themselves. In the case of a vacancy on the Board, the President shall appoint, if necessary, a temporary replacement until the next regularly scheduled General Membership meeting; nominations and an election can take place to fill such vacancy by a simple majority of the membership in good standing present at said meeting.
- c. Foundation Board officers may not serve concurrently in any other Foundation Board position, but may serve as a chair or member of a committee.
- d. The West Campus High School Principal shall hold an ex officio, non-voting Board position.

Section 2. **Term of Office and Membership Requirement:**

- a. All members of the Board shall serve a one-year term, beginning the first day of July and ending the last day of June of the following year.

- b. A member of the Board may serve successive terms if properly re-elected. Board members are subject to a three-year term limit in the same position, unless the Board approves an exemption.
- c. All members of the Board must be members in good standing as described in Article IV.

Article IV – MEMBERSHIP

Section 1. **Members in Good Standing:** The Foundation shall consist of an unlimited number of members. A member in good standing shall be any adult (18 years of age or older), family or corporation who pays the existing annual dues. A student of West Campus High School, who may be under age 18, shall also be admitted for non-voting membership upon payment of the existing annual dues or purchase of a West Campus student activity sticker. Annual dues shall be set at the discretion of the Board.

Section 2. **Suspension or Termination of Membership:** Suspension or termination of membership under these bylaws may occur based on the good faith determination by the Board, or a designated committee or person(s) authorized by the Board to make such a determination, that the member has engaged in conduct materially and seriously prejudicial to the Foundation’s purposes and interests. A person whose membership is suspended shall not be a member in good standing and may not engage in Foundation-sponsored events during the period of suspension.

- a. The Foundation President shall give the member at least fifteen (15) days’ prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination.
- b. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination. The hearing will be held, or the written statement considered, by the Board or by the designated committee or person(s) authorized by the Board to determine whether the suspension or termination should occur.
- c. The Board, designated committee, or person(s) shall decide whether the member should be terminated or otherwise sanctioned in any way. The decision of the Board, designated committee, or person(s) shall be final.

Section 3. **Transfer of Membership:** No membership or rights arising from membership shall be transferred.

Article V – MEETINGS

- Section 1. **Monthly General Membership Meetings:** A monthly General Membership meeting will be held September through June on the second Monday of each month unless otherwise designated due to holidays or special circumstances, which warrant a new date. Members of the Board are entitled to vote and proper business may be transacted. Notice of these meetings will be provided to the Foundation membership electronically seven (7) days prior to each meeting.
- Section 2. **Board Meetings:** Board meetings may be called by the President, as needed, to perform strategic planning and to discuss Foundation business. The President may invite guests to attend Board meetings. During the school year, Board meeting discussions relevant to the General Membership meeting agenda will be carried forward to the General Membership meeting.
- Section 3. **Special General Membership Meetings:** A Special General Membership meeting may be called by the President to address issues that require immediate action that cannot wait for the regularly scheduled monthly meeting. Generally, at least three (3) days' notice will be given electronically to the Board and Foundation members prior to calling a special meeting. No business other than the business that was set forth in the special meeting notice may be transacted. The same quorum rules and voting privileges for regular General Membership meetings are applicable to Special General Membership meetings.
- Section 4. **Quorum:** A majority of the Board present at any meeting shall constitute a quorum for the transaction of any business, except adjournment, at any meeting.
- Section 5. **Conduct of Meetings:** All meetings of the Foundation shall be conducted in accordance with Rosenberg's Rules of Order, as revised.

Article VI – ELECTION OF OFFICERS

- Section 1. **Nominating Committee; Posting of Candidates; Elections:** The President shall appoint a Nominating Committee at the April General Membership meeting to seek and nominate qualified candidates for election as Board officers (President, Vice President, Secretary, Treasurer, Membership, and Communications). The Nominating Committee shall report a list of nominees at the May General Membership meeting, at which time any member in good standing present may add a name(s) to the slate of proposed officers. At least 10 days prior to the June General Membership meeting, the Secretary shall post on the Foundation's website a list of all candidates nominated and send a copy to the Communications officer to email to members in good standing. The election of Board officers will take place at the June General Membership meeting each year, with the candidate for each office who receives the highest number of votes of the general membership in good standing present at said meeting being elected.

Article VII – APPOINTMENT OF COMMITTEE POSITIONS

- Section 1. The President shall be responsible for appointment, removal, or replacement of Committee chair positions, at any time deemed necessary by the President.
- Section 2. Each Committee chair shall be responsible for appointment, removal, or replacement of members of the Committee, at any time deemed necessary by the chair.

Article VIII – REMOVAL FROM OFFICE

- Section 1. Any officer of the Board may be removed from office by a vote of the Board after missing two (2) consecutive meetings without cause.
- Section 2. The Board members shall be entrusted with the proper execution of their respective offices, in accordance with the Articles of Incorporation and the bylaws. Such violation of the proper execution of their duties may be cause for removal by a majority vote of the Board members.

Article IX – DUTIES OF THE BOARD

- Section 1. **The President** shall carry out the desires of the Foundation and shall preside at all regular and special meetings of the Foundation. The President and/or Vice President shall counter-sign all checks, orders, and/or any other written matter authorized by the Foundation. Under special circumstances when the Treasurer is not available, the President can be issued checks to pay for Board-approved expenditures. The President will appoint all Committee chair positions; call special meetings as necessary for the benefit or interest of the Foundation; assist (in ex officio, non-voting capacity) all Committee chair positions, and perform other duties as may pertain to this office. The President shall be the general manager of the Foundation and shall supervise, direct, and control the Foundation's fundraising activities, affairs, and officers. The President, in conjunction with the Treasurer, is responsible for filing Tax and Corporate forms as discussed in Article X, Section 3.
- Section 2. **The Vice President** shall perform all duties of the President if the President is absent or incapacitated. The Vice President shall assist in preserving order and assist (in ex officio, non-voting capacity) all Committee chair positions of the Foundation. The Vice President shall advise the President on parliamentary procedures. The Vice President shall be responsible for maintaining the Foundation bylaws by collecting proposed amendments and proposing amendments as appropriate at Foundation meetings. The Vice President shall mail amended bylaws, if any, to the Franchise Tax Board, Exempt Organization Unit, P.O. Box 1186, Rancho Cordova, CA 95741-1186, and shall provide a current copy to the Board members. In the absence of the President, the Vice President will preside at the meetings of the Foundation.

- Section 3. **The Secretary** shall keep a full and correct accounting of the proceedings at all Board, General Membership, and special meetings of the Foundation; notify all Board members of meeting dates and conduct all correspondence of the Foundation. The Secretary shall maintain a record of all Foundation activities, official correspondence and minutes of all meetings. These records shall remain with the Foundation when the Secretary vacates his/her position. The Secretary shall forward the minutes from each meeting to the general membership after approval by the Board at each monthly meeting. The Secretary shall keep a copy of the Articles of Incorporation and bylaws, as amended to date, and cause them to be published on the Foundation website. In the absence of the President and the Vice President, the Secretary will preside at the meetings of the Foundation.
- Section 4. **The Treasurer** shall be responsible for all monies received by the Foundation and deposit the same in such bank as the Foundation may direct in the name of the West Campus Foundation for Excellence. The Treasurer will counter-sign checks, pay all bills sanctioned by the Foundation, keep a correct account between the Foundation and its members, and present a simplified financial statement for dissemination to the Board and the general membership at the regular monthly meetings. The Treasurer shall be responsible for maintaining the Funds Disbursement Record. The Treasurer shall render to the President when requested an account of all transactions. In conjunction with the President, the Treasurer shall prepare the Tax and Corporate Filings outlined in Article X, Section 3. The Treasurer shall be responsible for drafting and presenting a proposed annual budget to the Board prior to the September General Membership meeting each year. The accounting records of the Treasurer shall remain with the Foundation when the Treasurer vacates his/her position.
- Section 5. **The Membership** officer shall be responsible for creating and implementing a membership plan, promoting membership throughout the year, collecting dues, and distributing membership cards. A membership goal shall be established and revisited throughout the school year. Membership shall devise a plan to attract new members and retain previous members. As new members join, the Membership officer shall update records and forward information to President and Communications. S/he also shall prepare a membership report for the first 3 months of the school year, and present this information at the Board and General Membership meetings. Membership cards shall be distributed to all dues paying members within two weeks of joining.
- Section 6. **The Communications officer** shall be responsible for disseminating Foundation news and requests for volunteer help/donations. The Communications officer shall be the liaison for news between the West Campus High School ASB, the school administration, and the Foundation, creating and distributing email newsletters to the general membership. The Communications officer shall also create and maintain a Calendar of Events for the Foundation. S/he also shall be

responsible for creating and updating the general membership contact list throughout the school year, with coordination from Membership.

Section 7. **The West Campus High School Principal** is an ex officio member of the Foundation Board with advisory, but no voting, privileges. The Principal may participate in Foundation Board and General Membership meetings to provide information and advice.

Article X – FINANCIAL PROCEDURES

Section 1. **Fiscal Year:** The Foundation’s fiscal year shall run from July 1 through June 30 of the following year.

Section 2. **Budget:** The Board shall present a proposed annual budget for the fiscal year at the September General Membership meeting for approval by a simple majority of the Board members present at said meeting. Before a vote is taken on a motion to approve the budget, the President shall allow discussion of the motion by the members in good standing present at the meeting. The budget will serve as a guideline for funding requests throughout the year. The Board may modify the budget during the year in any General Membership meeting by a motion carried by a simple majority of the Board members present at the meeting.

Section 3. **Tax and Corporate Filing:** The Foundation is a tax-exempt nonprofit charitable organization. The Foundation must comply with various tax and corporate filing requirements in order to maintain its nonprofit status. Each year, the Foundation will have up to four separate tax and corporate forms to file. Compliance with these filing requirements is essential. If filing is not timely, the Foundation could lose its tax-exempt status or be required to pay late fees and penalties.

The four forms and filing deadlines are:

Type of Form and Where Filed	Filing Deadline
IRS <ul style="list-style-type: none">• Postcard 990N• Form 990EZ	Due annually by November 15 ...if receipts less than \$50,000 ...if receipts greater than \$50,000
California Franchise Tax Board (FTB) <ul style="list-style-type: none">• 199 N Postcard or• Form 990 EZ	Due annually by November 15 ...if receipts less than \$50,000 ...if receipts greater than \$50,000
California Corporate Filing <ul style="list-style-type: none">• Form SI-100	Due by June 30 of each even-numbered year to the California Secretary of State
Annual Filing with California <ul style="list-style-type: none">• Form RRF-1	Due annually by November 15 to the California Attorney General

Section 4. **Request for Expenditures:**

- a. All requests for Foundation funds must be submitted in writing to the Foundation President on a request for funds form. Copies of these forms shall be made available in the school's Foundation mailbox.
- b. The President shall ensure that the requirements for the request are complete and sufficient information is provided in order that the Board can make an informed decision.
- c. It is recommended (but not required) that the requestor or a representative attend the next regularly scheduled General Membership meeting to make a presentation supporting a request for funds and answer questions related to the request.

Section 5. **Approval of Expenditures:** A majority vote of the Board at a regularly scheduled General Membership meeting is required to authorize all expenditures except as outlined in Article X, Section 6. Funds cannot be authorized to pay for stipends.

Section 6. **Approval of Emergency Expenditures:** In the event of an urgent request as determined by the President, the approval of a majority of the Board members may authorize an expenditure up to and including \$500. The President may obtain such approval by individually contacting the Board members. Any such expenditures must be included in the Treasurer's report at the next General Membership meeting and ratified by the Board's approval of the report.

Section 7. **Disbursement of Funds:**

- a. The Foundation shall have a checking account, which must be in the name of the West Campus Foundation for Excellence. Any other bank accounts must be authorized by a vote of the Board and must be in the name of the West Campus Foundation for Excellence.
- b. All Foundation funds shall be disbursed by check drawn on the Foundation checking account. The Foundation shall not maintain or disburse cash with the exception of a cash bank used during special events for the sale of items.
- c. Prior to issuance, all Foundation checks shall require two signatures. No signatory on the Foundation checking account shall pre-sign any blank check for any reason whatsoever. Authorized signatories include the President, Vice President, and Treasurer, and the Board may designate additional officers to be authorized signatories for the remainder of that fiscal year. The two signatories on a check shall not be related by blood or marriage or reside in the same household. No otherwise authorized signatory can sign a check that is payable to herself/himself.
- d. A majority vote of the Board members shall be required to authorize payment of available Foundation funds. Exceptions include payments made in conformity with a budget approved by the Board which need not be reauthorized prior to payment, and as outlined in Article X, Section 6.
- e. Checks shall be drawn only for payment of Board-approved expenditures. All requests for payment must be accompanied by a check request form for recordkeeping purposes.

Section 8. **Deposits:** All monies for deposit will be submitted to the Foundation Treasurer along with a completed description of deposit form. All funds collected should be deposited into the Foundation checking account as quickly as possible.

Section 9. **Donations:** Donations made to the West Campus Foundation for Excellence must be complete, outright, irrevocable, and non-refundable, and shall be used at the discretion of the Foundation solely to benefit the Foundation in fulfilling its purpose. The Foundation shall not accept conduit or pass-through donations, nor donations earmarked for individuals or for the donor's personal benefit.

Article XI – INSURANCE

Section 1. The Foundation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of the Foundation and its Board members and other agents, to cover any liability asserted against or incurred by the Foundation or any Board member or agent in such capacity or arising from the Board

member's or agent's status as such. The Foundation shall have the right to purchase per event insurance.

Article XII – RESOLUTIONS

- Section 1. All official contacts with the school administration (Superintendent of Schools, School Board Trustees, Principals, Teachers, Coaches, etc.) and the community (e.g., fundraising, hall rentals, etc.) shall be made by the President or Vice President or by the President's designee(s). All commitments shall be approved by a majority vote of the Board members.
- Section 2. General Membership meetings shall be held monthly. The President, after consulting with those persons required to attend the monthly meetings, may elect to change the regularly scheduled date of the second Monday of each month and choose a more convenient day of the month for the meetings. The new day will remain in effect through the year for the duration of the President's term of office.
- Section 3. Each appointed Committee chair and Committee member shall be a member in good standing, which may include the parent of a West Campus student, a staff member, a West Campus student, or a West Campus alumnus.
- Section 4. Any motion of the Foundation requiring a vote of the Board shall be voted on and passed by a simple majority of the Board present at any regular or special meeting of the Foundation. All Board members must be notified of all special meetings. If Board members are not contacted, Foundation business involving financial commitments or expenditures cannot be voted upon.
- Section 5. Amendments to these bylaws can be introduced by any member in good standing at any regular General Membership meeting, which then must be seconded, and read and voted upon at the subsequent regular General Membership meeting. It must be carried by a simple majority of the Board members present at the subsequent meeting.
- Section 6. Points of order at General Membership meetings shall include, but not be limited to, the following:
- a. **The President** shall call the meeting to order and introduce visitors and special guests and provide an agenda.
 - b. **The Secretary** shall summarize the minutes of the previous meeting and make available a copy of said minutes to all present at the meeting. The minutes must be approved by the Board, noting any changes.
 - c. **The Treasurer** shall report the financial standing of the Foundation, distribute a copy of the month's financial transactions to those present, and

have copies available for individuals later upon request. The Treasurer's report must be approved by the Board, noting any changes.

- d. Presentation of requests for funds or disbursements and unpaid bills, invoices, or reimbursements requiring approval of the Board.
- e. Reports by Committee chairs (e.g., Scholarship, Mock SAT, Gala, Website, Special Events, etc.).
- f. Reports of school representatives.
- g. Old business.
- h. New business.
- i. Adjourn meeting.

Article XIII – DISSOLUTION OF THE FOUNDATION

Section 1. In the event no regular Board or General Membership meetings of the West Campus Foundation for Excellence are held over a period of twelve (12) months following the last regular Board or General Membership meeting, or upon a vote of the Foundation membership to dissolve the Foundation pursuant to Article XIII, Section 2, any unexpended and/or unencumbered funds remaining in the Foundation's treasury shall be donated to the Sacramento City Unified School District for the benefit of West Campus High School. Any such donation shall include a request that the District consider the Principal's advice in determining the best use(s) of the funds.

Section 2. A motion to dissolve the Foundation can be introduced by any member in good standing at any regular General Membership meeting, which must then be seconded, and read and voted upon at the subsequent regular General Membership meeting. It must be carried by a two-thirds vote of the general membership in good standing present at the subsequent meeting. After a motion to dissolve the Foundation has been introduced and seconded, the Communications officer shall notify the general membership via email that the motion to dissolve the Foundation will be voted upon at the next regular General Membership meeting.

Section 3. Upon the dissolution of the Foundation, the Board officers shall continue to hold office so long as necessary with full powers to wind up and settle the affairs of the Foundation.

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