

BYLAWS OF THE LOWELL ALUMNI ASSOCIATION

A California Nonprofit Public Benefit Corporation

ARTICLE I NAME, OFFICE AND PURPOSES

The name of this corporation is and shall be the Lowell Alumni Association (hereinafter referred to as “the Corporation”).

The principal office of the Corporation shall be located at Lowell High School, 1101 Eucalyptus Drive, San Francisco, California 94132. The principal office and additional offices may be located in such other places as may be determined from time to time by the Board of Directors.

The purposes of the Corporation shall be to:

- A. Dedicate itself to the fullest extent of its resources to ensuring that Lowell High School will continue to serve San Francisco effectively as an all-city, college preparatory high school with a curriculum grounded primarily in academic study.
- B. Sponsor and promote activities of past graduating classes through reunions, study groups, and fundraising activities.
- C. Maintain close contact with the school itself, keeping informed of its achievements, problems, and needs.
- D. Assist the Lowell administration in publicizing and interpreting these achievements, problems, and needs to the larger San Francisco community.
- E. Take an active role in securing the financial and human resources necessary to sustain a curricular, co-curricular, and instructional program of the highest possible caliber at Lowell.
- F. Receive contributions in the forms of gifts, bequests, and dues to carry out its purposes and activities.
- G. Maintain up-to-date rosters of the Association membership, and keep the membership informed of activities relating to the Association and to the school.
- H. Provide scholarships.

- I. Engage in research, study, and recordation of the history of Lowell High School, its faculty, and students.

ARTICLE II NONPARTISAN ACTIVITIES

The Corporation has elected to be governed by 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 the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE III DEDICATION OF 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 the Corporation, on dissolution or otherwise, shall inure to the benefit of any director, officer or member of the Corporation or to any private person or individual. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV MEMBERS

Section 1. Membership and Voting Rights.

The Corporation shall have three classes of membership:

- (1) Regular members;
- (2) Faculty members; and
- (3) Honorary members.

Any person who has attended or is attending Lowell High School as a student shall be eligible for regular membership. Any person who has taught or is teaching at Lowell High School shall be eligible for faculty membership. Any person who has shown substantial interest in the welfare of Lowell High School may, in the discretion of the Board of Directors, be designated as an honorary member.

Membership may only be conferred after approval of a person's application by the Board of Directors and payment of such dues and initiation fees, if applicable, as may from time to time be fixed by the Board of Directors. Life membership within each class and the amount of dues therefore shall be determined by the Board of Directors.

Faculty and honorary members shall not be members as defined by California Corporations Code section 5056, or as may be amended, and shall not have any voting rights. Regular members shall be entitled to vote on any matter submitted to a vote of the members.

Section 2. Eligibility for Membership.

Any qualified person dedicated to the purposes of the Corporation who wishes to become a member may file an application in such form as the Board of Directors shall determine. Any request for membership shall be acted upon by the Board of Directors at a regularly scheduled meeting.

Section 3. Termination of Membership.

The membership of any member shall terminate upon resignation of the member, expiration of the period of membership, or expulsion or suspension of the member by the Board of Directors. Following a determination by the Board of Directors that a member should be suspended or expelled, a notice shall be sent by mail at least fifteen (15) days before the proposed effective date of the suspension or expulsion, and the reasons therefor. The member shall be given an opportunity to be heard, either orally or in writing not fewer than five (5) days before the effective date of the proposed suspension or expulsion.

Section 4. Dues.

Membership dues shall be payable in such amounts and at such times as determined from time to time by the Board of Directors.

**ARTICLE V
MEETINGS OF MEMBERS**

Section 1. Annual Meeting.

The annual meeting of members shall be held on the second Monday of January of each year at 8:00 p.m. at Lowell High School unless the Board of Directors fixes another date and location and so notifies the members as provided in Section 4 of this Article.

Section 2. Special Meetings.

Special meetings may be called by the President, the Board of Directors, or not less than one hundred (100) of the members.

Section 3. Place of Meeting.

Meetings of the members shall be held at such place or places as may from time to time be fixed by the Board of Directors.

Section 4. Notice of Meeting.

Notice of any meeting of members stating the place, date, time and purpose of the meeting shall be given, not less than ten days prior to the meeting, by written communication, electronic communication, posting on the Alumni Association website, or any other means approved by the Board of Directors.

Section 5. Quorum and Transacting Business.

The members present in person at any meeting shall constitute a quorum at such meeting. The vote of the majority of members present at such meeting shall decide any question specified in the notice of the meeting.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 1. General Powers.

Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of California, the affairs of the Corporation shall be managed, and all corporate powers shall be exercised by, or under the direction of a Board of Directors. The Board may appoint and prescribe the duties of appropriate staff, including an Executive Director, to assist the Board in carrying out its functions.

Section 2. Number, Tenure and Qualifications.

The Corporation shall have thirty-two (32) Directors, each of whom shall be an alumnus of Lowell High School chosen from the membership.

One Director shall be the immediate past Past President of the Board of Directors.

One Director shall be a representative from our Southern California Branch of the Lowell High Alumni Association. Said Director shall be that person appointed by the Southern California Branch to represent them at each monthly Board of Directors meeting. This Director may be a different person each month.

The balance of 30 Directors of the Corporation shall be elected for a term of three (3) years and shall hold office until a successor shall have been elected. At each annual meeting of the membership ten (10) directors shall be elected in the manner set forth in Section 3 of this Article.

The principal of Lowell High School shall be a non-voting, ex-officio member of the Board of Directors.

Section 3. Election of Directors shall proceed in the following manner:

- A. A Nominating Committee shall be appointed by the President, which Committee shall be comprised of five Directors of the Association. The term of committee appointments shall be for one year.
- B. The Nominating Committee shall present to the membership at the annual meeting of the membership a slate of ten nominees for Directors.
- C. Following the presentation of the slate by the Nominating Committee, nominations may be made from the floor.
- D. When there are no further nominations from the floor, the President shall declare nominations closed and proceed to a vote.
- E. The eight candidates receiving the largest number of votes shall be declared elected.

Section 4. Regular Meetings.

Regular meetings of the Board shall be held without other notice than these Bylaws at places and on dates designated from time to time by resolution of the Board.

Section 5. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President, the Secretary or a majority of the actual directors. Unless approved by the President for an alternative location, the place will be the office of the corporation.

Section 6. Notice of Special Meetings.

Notice of any special meeting of the Board shall be given at least two (2) days prior thereto either personally or by telephone or telegram or four (4) days' notice by first-class mail, subject to waiver of notice as provided in Article XII of these Bylaws. All such notices shall be given or sent to each director's address or telephone number as shown on the records of the corporation. The attendance of a director at any special meeting shall also constitute a waiver of notice of such meeting.

Section 7. Quorum.

Nine (9) directors or a majority of the Directors holding office at any point in time, whichever is less, shall constitute a quorum. The directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required quorum for that meeting.

Section 8. Manner of Acting.

Action by the Board shall be by a majority of the directors present at a meeting duly held at which a quorum is present unless a greater number is required by law.

Section 9. Action Without a Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such action or written consent shall have the same force and effect as an unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 10. Participation in Meetings by Means of Conference Telephone.

Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

Section 11. Vacancies.

Any vacancy occurring in the Board of Directors shall be filled by action of a majority of the remaining Directors, though less than a quorum, or a sole remaining director. A director elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office and until his or her successor is elected. The Board may accept a resignation prior to filling that vacancy with a successor.

Section 12.

(a) Events causing vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order of judgment of any court to have breached a duty under the California Nonprofit Corporation Law; (iii) the increase of the authorized number of directors; (iv) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting; (v) the failure of a director to attend three consecutive regular meetings of the Board of Directors without good cause therefore; (vi) the vote of the members to remove a director.

(b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) Removal of Director. Following a determination by the Board of Directors that a member should be removed, a notice shall be sent by mail at least fifteen (15) days before the proposed effective date of the removal and the reasons therefor. The Director shall be given an opportunity to be heard, either orally or

in writing not fewer than five (5) days before the effective date of the proposed removal.

Section 13. Compensation.

Directors shall not receive compensation for their services as members of the Board. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor or from receiving reimbursement for reasonable expenses, as may be fixed or determined by resolution of the Board.

Section 14. No Interest in Assets.

No director shall possess any property right in or to the property of the corporation. In the event the corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the directors shall dispose of the remaining property in accordance with the provisions of the Articles of Incorporation and these Bylaws.

Restriction on Interested Directors. Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law, or father-in-law of any 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.

Section 15. Director Emeritus.

The Corporation shall have an additional category of Membership known as "Director Emeritus." This category of Membership shall be comprised of Directors who have served on the Board of Directors with particular distinction, who have in leaving the Board of Directors expressed their willingness to continue to help Lowell High School when called upon, and who are acknowledged and chosen as Director Emeritus by the Board of Directors as especially deserving of this honor. Persons designated by resolution of the Board of Directors as Director Emeritus shall hold this position in perpetuity. The Corporation shall maintain a special roll of such Director Emeritus in the corporate records.

Director Emeritus shall be entitled to attend any meeting of the Board of Directors and to participate in the discussions at such meetings at any time.

ARTICLE VII OFFICERS

Section 1. Officers.

The officers of the corporation shall be a President, a Vice-President, a Vice-President for Planning and Development, a Secretary, a Chief Financial Officer (CFO) (also referred to as “Treasurer”), and such other officers as may be elected to offices created by the Board. Officers shall have powers and duties as specified herein and as may be additionally prescribed by the Board. One person may hold two or more offices, except those of President and Secretary, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers.

Section 2. Election and Term of Office.

The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors following the annual meeting of members. If the election of any officer shall not be held at such meeting, such election shall be held as soon thereafter as conveniently as possible. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been elected, unless otherwise removed.

Section 3. Removal.

Subject to the rights, if any, of any officer under any contract of employment, any officer elected or appointed by the Board may be removed by the Board with or without cause, whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Resignation.

Any officer may resign at any time by giving written notice to the corporation. 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. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 5. President and Vice-President.

The President shall, if present, preside at all meetings of the corporation. He or she shall have general supervision, direction and control of the business of the corporation. The Vice-President shall assume the responsibilities of the

President in the President's absence or incapacity. The Vice-President for Planning and Development shall assume the responsibilities of President in the absence or incapacity of both the President and Vice-President.

Section 6. Secretary.

The Secretary shall be responsible for the mailing of notices and for the proper recording of proceedings of meetings of the corporation. The Secretary shall maintain all official records of the Corporation. The Secretary shall automatically become Chief Financial Officer (CFO) if there is a vacancy, if the CFO is unable to perform his or her duties, or if the corporation has not elected a new CFO.

Section 7. Chief Financial Officer (CFO).

The CFO shall be responsible for the corporation's funds and financial records. The CFO shall collect and report, or supervise collecting and reporting, of all income and expenditures, shall establish proper accounting procedures for the handling of the corporation's funds, and shall be responsible for the keeping of the funds in such banks as approved by the Board. The CFO shall report on the financial condition of the corporation at meetings of the Board and at other times when called upon by the President.

At the end of each fiscal year, the CFO shall prepare, or cause to be prepared, an annual report which shall, if required by the Board, be reviewed by a certified public accountant. At the expiration of the CFO's term of office, or upon removal, the CFO shall immediately deliver over to the person designated by the President all books, money and other property in his or her charge.

ARTICLE VIII COMMITTEES

Section 1. Executive Committee.

The Executive Committee shall be comprised of the President, the Vice-President, the Vice-President for Planning and Development, the Treasurer, and the Secretary. The President shall be its chairperson and it shall meet at the President's call. A quorum shall be a majority of the members of the committee.

In the interim between regular meetings of the Board of Directors the Executive Committee shall have authority to act on matters that otherwise would come before the Board for consideration and shall report to the Board of Directors any action taken by it at the first regular meeting convened after such action.

Section 2. Standing Committees.

Standing committees of the Board shall be comprised of not less than two (2) directors designated by the President. There shall be the following standing committees:

- a. Membership
- b. Legal
- c. Budget & Finance
- d. Scholarship
- e. Promotion, Events, Public Relations and Fundraising
- f. Newsletter

Section 3. Other Committees.

The President may designate such committees from time to time as may be required.

**ARTICLE IX
FISCAL YEAR**

Effective July 1, 2015, the fiscal year of this corporation shall be July 1 through June 30.

**ARTICLE X
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER
CORPORATE AGENTS**

The corporation may, to the extent allowed by applicable state and federal laws, indemnify and hold harmless its officers, directors, agents and employees from and against any and all claims, actions, proceedings, whether threatened, pending or completed, brought by reason of their respective position with or relationships to the corporation, including, without limitation, all reasonable attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

**ARTICLE XI
BOOKS AND RECORDS**

The corporation shall keep at its principal office correct and complete books and records of account, written minutes of the proceedings of its meetings, the original and a copy of the Articles and Bylaws as amended to date, and a

record giving the names and addresses of all members and the class of membership held by each.

ARTICLE XII WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Nonprofit Corporation Law of California or under the provisions of the Articles of Incorporation or by the Bylaws of the corporation, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, which is made a part of the minutes, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII ANNUAL REPORTS

Not later than one hundred twenty (120) days after the close of the corporation's fiscal year, the Board may cause to be sent to the members an annual report and an annual statement of transactions and indemnifications in accordance with applicable state law.

ARTICLE XIV RULES OF ORDER

The rules contained in Robert's Rules of Order, Newly Revised, and as may be amended from time to time, shall govern the corporation in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or then existing law.

ARTICLE XV AMENDMENTS TO BYLAWS

New bylaws may be adopted, or these bylaws may be amended or repealed, by an affirmative majority vote of the Board of Directors at which a quorum is present, or by the members as provided and authorized by law, provided, however, that no amendment changing the authorized number of directors of the corporation may be adopted until duly approved by vote of a majority of the members of the corporation present at a meeting as specified in Article V, Section 5.

A copy of the proposed amendment or new bylaws shall be included in the notice of meeting given to each director and/or member at which the amendment or bylaws shall be considered.