

**Sample Bylaws of Friends of \_\_\_\_\_**  
a California non-profit public benefit corporation  
adopted February 21, 2001

**Section 1**

**Name**

The name of this corporation is FRIENDS OF \_\_\_\_\_ ("**Friends**").

**Section 2**

**Purposes and Restrictions**

A. The purposes and objectives of Friends shall be those stated in its Articles of Incorporation.

B. The business and activities of Friends shall be subject to all requirements and restrictions set forth in the Articles of Incorporation. In addition to such requirements and restrictions, the following requirements and restrictions shall apply to all enrichment programs or courses of study designed, funded and/or operated by Friends:

1. All such enrichment programs or courses of study, and each of them, shall be made available on an equal basis to every student enrolled in \_\_\_\_\_ School (the "**School**") in the grade or grades for which such program or course of study is designed.

2. No such program or course of study shall discriminate on the basis of race, religion, or nation of origin among students of the School.

3. No such program or course of study shall reflect the religious, social or political beliefs or doctrines of any outside institution, sect or denomination, party or organization.

4. The content and curriculum of all such programs or courses of study, and each of them, shall be subject to the approval of the Principal of the School.

5. Nothing in this Section shall preclude the exclusion of a student from any or all such programs or courses of study if such exclusion is based solely upon disciplinary considerations.

C. This section shall not be subject to amendment, except that an amendment of the Articles of Incorporation shall be construed as an amendment of Paragraph A and the first sentence of Paragraph B.

**Section 3**  
**Membership**

A. One Class of Members. Friends shall have one class of members, and each member shall have equal voting and other rights.

B. Membership. Each person who makes a contribution of not less than ten dollars (\$10.00) to Friends in the current fiscal year shall be a member of Friends.

C. Membership List. Each eligible person who wishes to be a member of Friends shall give his or her name, address and telephone number to the Secretary of Friends or to such other person as the Board may direct. The Secretary shall keep a membership list, in writing, showing the name, address and telephone number of each member; this membership list shall be available for the inspection of members as provided by law.

D. No Additional Dues. There shall be no additional dues, fees or assessments of members, except as they may be solicited for donations from time to time.

E. Duration of Membership. Membership is for the fiscal year in which the donation is made, and expires June 30 each year.

F. No Member Liability. No member of Friends shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of Friends.

**Section 4**

**Meetings of Members**

A. Regular and Special Members.

1. Annual Meeting. There shall be an annual meeting of members, held at least once every twelve months, on a date to be set by the Board, for the purpose of electing the Directors, informing members about the activities of Friends and eliciting members' participation, and for transacting such other business as may come before the meeting.

2. Regular Meetings. There shall be a regular meeting of members held at least once every three months on a date to be set by the Board for the purpose of informing members about the activities of Friends and eliciting members' participation, and for transacting such other business as may come before the meeting.

3. Special Meetings. A special meeting of members may be called at any time by the Board, the President, or any ten members for any lawful purpose, but the scope of a special meeting is limited to matters the general nature of which

is stated in the notice of the meeting. When a special meeting is called by members pursuant to this Section, the Secretary of Friends shall, within ten days of any such request, set a date for such meeting, which shall be no less than ten and no more than 90 days from the date such request is made.

B. Notice, Quorum, Voting, Place of Meeting.

1. Notice of Meetings. Notice of meetings of members shall be given at least ten days before the date of the meeting by posting such notice in a bulletin, newsletter or other communication distributed through the students of the School, on the bulletin board at the entrance to the School, and/or by first class mail. Such notice shall state the date, time and place of the meeting and the general nature of the business to be transacted.

2. Waiver of Notice. Any member may elect, in writing, to waive his or her right to receive notice as provided in the preceding paragraph. Any such waiver shall remain in force until revoked by the member.

3. Date of Record. The date of record for determining who is a member entitled to receive notice and to vote at any meeting shall be 30 days prior to the date set for the meeting.

4. Quorum. A quorum for the transaction of business at a meeting of members shall be constituted by the presence of five members entitled to vote at that meeting.

5. Action by Members. Except as otherwise provided by law or by these Bylaws, the decision of a majority of members present and voting at a duly held meeting at which a quorum is present is the decision of the membership. At any meeting at which a quorum was initially present, business may continue to be transacted after the loss of a quorum, provided that any action taken is approved by at least a majority of the number which constitutes the quorum.

6. Place of Meetings. All meetings of members shall take place at such location in Pacific Palisades as is stated in the notice of meeting.

C. Open Meetings. All meetings of members shall be open to any parent, faculty member or other interested person, but only members are entitled to vote.

## **Section 5**

### **Nomination of Directors**

A. Nominations. Thirty days prior to the date of the annual meeting, members may send nominations for Director (including self-nominations) to the Secretary. Members should nominate candidates who have particular skills, abilities or

expertise needed by Friends and/or who have demonstrated a willingness to contribute time and effort on behalf of Friends.

B. Notice of Candidates. The Secretary shall post the list of candidates in a bulletin, newsletter or other communication distributed through the students of the School or on the bulletin board at the entrance to the School no later than ten days before the date of the annual meeting. The list may include a brief statement of the qualifications of each candidate.

C. Opportunity to Speak. At the annual meeting, an opportunity shall be provided for additional nominations (including self-nominations) from the floor, and each candidate shall be afforded the opportunity to make a brief statement to solicit support for his or her candidacy.

## **Section 6**

### **Election of Directors**

A. Eligibility. Any member of Friends may be a Director. Directors shall be elected by the members at the annual meeting for a one-year term commencing the first day of July following the annual meeting. No Director may serve more than two consecutive terms.

B. Voting. In voting for Directors, each member shall cast as many votes as there are Directors to be elected, but may not vote more than once for each candidate. In the event that there are more candidates for Director than there are Directors to be elected, voting shall be by written ballot, by such procedures as the Board may direct. The candidates receiving the highest number of votes, up to the number to be elected, shall be those elected.

C. No Compensation. Directors of Friends shall serve without compensation.

## **Section 7**

### **Powers of Directors**

A. General Powers. The Board shall have the management of the business of Friends, and subject to the restrictions imposed by law, by the Articles of Incorporation or by these Bylaws, may exercise all of the powers of Friends.

B. Specific Powers. Without prejudice to such general powers, the Directors shall have the following specific powers:

1. To determine the means by which Friends will raise funds to conduct its programs, and to appoint persons and/or committees to carry out such fund-raising activities.

2. To plan and implement specific educational enrichment programs for the students of the School, and to enter into contracts with individuals or organizations for the provision of educational services or materials, and to fix the terms and conditions of such contracts.

3. To designate individuals or appoint committees to administer particular educational enrichment programs.

4. To appoint and remove Officers, to prescribe and assign their duties.

5. To make and change such rules and regulations for the conduct of the business of Friends as are not inconsistent with these Bylaws.

## **Section 8**

### **Meetings of Directors**

A. Calls of Meetings. Meetings of the Board of Directors shall be called from time to time whenever necessary or desirable for the transaction of the business of Friends. A meeting of the Board may be called by the President, any Vice-President, the Secretary, or any two Directors.

B. Place of Meetings. Meetings of the Board shall take place at such location in Pacific Palisades as is stated in the notice of the meeting.

C. Notice. A notice stating the time, date and place of the meeting and the general nature of the business to be transacted therein shall be given to each Director in person or by telephone at least 48 hours prior to the time of the meeting, or by first-class mail at least four days prior the date of the meeting.

D. Waiver of Notice. Notice of any meeting of Directors may be waived by any Director prior to or subsequent to the time of the meeting. Attendance at any meeting shall constitute waiver of notice.

E. Quorum. A majority of the authorized number of Directors shall constitute a quorum.

F. Transaction of Business. Except as otherwise provided, the act or decision of a majority of the Directors present at a duly held meeting at which a quorum is present is the act of the Board. At any meeting at which a quorum is initially present, business may continue to be transacted notwithstanding the loss of a quorum, if any action taken is approved by at least a majority of the number of Directors constituting a quorum (or such greater number as may be required by law or by these Bylaws).

G. Action by Unanimous Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors individually or

collectively consent in writing to such action. Such written consent or consents shall have the same force and effect as the unanimous vote of the Directors.

## **Section 9**

### **Resignation and Vacancies**

A. Resignation. A Director may resign at any time by submitting his or her written resignation to the President or Secretary of Friends.

B. Declaration of Vacancy. If a Director becomes ineligible for membership in Friends during his or her term as Director, the Board shall declare a vacancy on the Board.

C. Filling Vacancies. Should a vacancy occur on the Board, at the next regularly scheduled meeting of members, the members shall elect a Director to serve for the unexpired term. A Director appointed or elected pursuant to this Section shall remain eligible for election to two consecutive terms if the unexpired term is less than six months.

## **Section 10**

### **Officers**

The Officers of Friends shall be a President, a Secretary and a Treasurer, and such additional Officers as the Board may from time to time designate. All Officers shall be appointed by the Board for one year terms. Officers may be appointed for successive terms.

A. President. The President shall be the Chief Executive Officer of Friends. He or she shall preside over all meetings of the members of the Board, and shall have such other powers and perform such other duties as are stated elsewhere in these Bylaws or as the Board may direct. The President shall be elected from, and be a member of, the Board.

B. Secretary. The Secretary shall keep a record of all proceedings of the Board and of all meetings of members. He or she shall keep a corporate book containing copies of the Articles of Incorporation, these Bylaws and any amendments thereto and any rules and regulations issued there under. The Secretary shall serve all notices required by law or by the Bylaws. He or she may, but need not be a member of the Board, but in any event shall attend all meetings of the Board.

C. Treasurer. The Treasurer shall keep the financial books and records of Friends, which shall show all receipts and disbursements, the amount of cash on hand, the amount of money owed by Friends or owing to it, and all other financial records required by law or by the Board. The Treasurer shall prepare such reports and statements as may be required by law or by the Board, and shall disseminate such reports and statements as directed by the Board.

**Section 11**  
**Fiscal Matters**

A. Records and Accounts. Friends shall keep adequate and correct written records of accounts and of minutes of the proceedings of its members and the Board.

B. Fiscal Year. The fiscal year of Friends shall run from July 1 through June 30.

C. Donations. Friends may accept gifts, legacies, donations and/or contributions in any amount and in any form, upon such terms and conditions as may be decided from time to time by the Board.

D. Checks, Drafts and Notes. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Friends for all debts of Friends shall be signed by such Officers as shall be determined by the Board.

**Section 12**  
**Miscellaneous**

A. No Officer or Director Liability. No Director or Officer of Friends shall be personally or otherwise liable for the debts, liabilities and/or obligations of Friends.

B. Principal Office. The principal office of Friends shall be established by the Board at a place in \_\_\_\_\_, Los Angeles County, California.

C. Amendment of Bylaws. Except as otherwise provided, these Bylaws may be amended by the Board, except that no provision of these Bylaws granting a right or privilege to members of Friends may be amended except by a vote of the members.