

**BYLAWS
OF POINT LOMA HIGH SCHOOL FOUNDATION
AND ALUMNI ASSOCIATION**

A California Nonprofit Public Benefit Corporation

ARTICLE I

LOCATION OF OFFICES

The name of this corporation is Point Loma High School Foundation and Alumni Association. It is a California nonprofit public benefit corporation with principal offices at 2335 Chatsworth Boulevard, San Diego, California 92106. The Board of Directors may at any time change the principal office from one location to another in San Diego County.

ARTICLE 2

PURPOSE

Section 2.1. General Purposes. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purposes of this corporation are to raise funds to enhance the education at Point Loma High School, to promote the activities of alumni of Point Loma High School, and to engage in any other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law. The recital of these purposes as contained in this paragraph is intended to be exclusive of any and all other purposes, this corporation being formed for those public and charitable purposes only.

Section 2.2. Nonpartisan Activities. This corporation has been formed under the California nonprofit public benefit corporation law for the 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 or for or against any cause or measure being submitted to the people for a vote.

ARTICLE 3

MEMBERSHIP

Section 3.1. Classification of Members. The corporation shall have two classes of members, to be referred to as "General Members" and "Alumni Members."

(a) General Members. Any person who has, in the current fiscal year of the corporation, contributed the minimum amount set annually by the Board of Directors, shall be a General Member of the corporation.

(b) Alumni Members. Any person who attended Point Loma High School, and has contributed the minimum amount set annually by the Board of Directors, or who was made a lifetime member of the pre-existing Point Loma High School Alumni Association, or who is a recent graduate of Point Loma High School who has paid the reduced membership amount set forth in Section 3.4 below, shall be an Alumni Member of the corporation.

Unless otherwise specified, all provisions of these bylaws referring to a "member" shall apply to both General Members and Alumni Members.

Section 3.2. Member Rights. General Members shall have all the rights and powers of members granted by these bylaws, except those rights reserved for Alumni Members. Alumni Members have the rights and powers of General Members in addition to those rights and powers reserved for Alumni Members.

Section 3.3. Contribution Levels. Membership contribution levels of members shall be established by the Board of Directors from time to time. All recent graduates of Point Loma High School shall be offered a reduced membership contribution level, which shall entitle such individual to be an Alumni Member through the tenth anniversary of his or her graduation, without the requirement of making any further annual contribution. After the tenth anniversary of such member's graduation, Alumni Membership shall be offered at the membership contribution levels then in effect.

Section 3.4. Termination of Membership. Membership of any member shall cease on the happening of any of the following events:

- (a) The member's death or resignation.
- (b) The failure of the member to make a contribution in the amount set by the Board of Directors within the times established by the Board of Directors.
- (c) Where a membership is issued for a period of time, the expiration of such period of time.
- (d) The termination of all memberships or any class of members upon the amendment of these bylaws permitting the termination, pursuant to Section 4342 of the California Corporations Code.

Section 3.5. Membership Book. The corporation shall keep in written form (or in any form capable of being converted into written form) a membership book containing the name, address, and class of each member. Such book shall be kept at the principal office of the corporation and shall be subject to the rights of inspection required by law.

Section 3.6. Nonliability of Members. A member of the corporation shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the corporation.

Section 3.7. Place of Meetings. Notwithstanding anything to the contrary in these Bylaws, any meeting whether regular, special, or adjourned, of the members of this corporation may be held at any place within or without the State of California that has been designated by the Board of Directors ("Board") as the place of meetings.

Section 3.8. Regular Meetings. The regular annual meeting of the members shall be held at the principal office of the corporation (as the same shall be from time to time designated in the minutes of the Directors) in conjunction with the annual varsity Homecoming football game each year. The Directors may designate a different time, date, or location, in which case notice must be given in the manner specified for special meetings. At the regular annual meeting, the members shall consider reports of the affairs of the corporation, vote on any matters which the Directors choose to submit to a vote of the members, and transact other business as may properly be brought before the meeting.

Section 3.9. Special Meetings. Special meetings of the members may be called at any time by order of the President or of any Vice President or of the Secretary, or of two or more members or of the Board. Special meetings of the Alumni Members may be called at any time by order of the Alumni Committee or by any two or more Alumni Members.

Section 3.10. Notice of Special Meetings. Written notice of special meetings of members shall be given personally or by mailing by first class, registered or certified mail, or by other means of written communication, to each member, at his last known address, postage prepaid, a notice of the meeting at least ten (10) days before the time fixed for holding the meeting.

Notice of any meeting of members shall specify the place, the day and the hour of meeting, and in case of a special meeting, the general nature of the business to be transacted.

Section 3.11. Quorum. At all meetings of the members, whether regular, special, or adjourned, the presence in person or by proxy of fifteen (15) ~~percent (15%)~~ of the members shall constitute a quorum for the transaction of business. (Amended Oct 2, 2001)

Section 3.12 Adjournments. Any business that might be done at a regular meeting of the members may be done at a special or at an adjourned meeting. If no quorum is present at any meeting of the members, the meeting may be adjourned by those present from day to day or from time to time until a quorum is obtained. In this

case, no notice need be given of such adjourned meeting.

Section 3.13. Waiver and Consent. The transaction of any meeting of members, however called or noticed shall be as valid as though conducted at a meeting duly held after regular call and notice, if a quorum is present, and if either before or after the meeting, each of the members, not present in person, signs a written waiver of notice or a consent to the holding of the meeting, or an approval of the minutes of the meeting.

Any action that may be taken at a meeting of the members, may be taken without a meeting if authorized by a writing signed by all the members who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the corporation.

Section 3.14. Action without Meeting/ Ballots.

(a) Any action required or permitted to be taken at any regular or special meeting of members may be taken without a meeting if the written ballot of every member is solicited, if the required number of signed approvals in writing, setting forth the actions so taken is received, and if the requirements of subdivision (c) of this section are satisfied.

(b) All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

(c) Approval by written ballot pursuant to this section shall be valid only when the number of ballots cast on or before the time the ballot must be returned to be counted equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of ballots cast.

Section 3.15. Absentee Ballots. Absentee ballots specifically setting forth the resolution to be voted on may be prepared for any regular or special meeting of members. These ballots may be used by voting members in good standing who are unable to attend and who request the ballots.

Section 3.16. Voting Rights. Only persons whose names stand on the membership records of the corporation on the day of any meeting of members shall be entitled to vote at such a meeting. Every member entitled to vote at on any matter shall be entitled to one vote.

Section 3.17. Proxies. Every member entitled to vote or execute consents may do so either in person or by one or more agents authorized by a written proxy executed by the member or his or her duly authorized agent and filed with the Secretary of the corporation.

ARTICLE 4

ALUMNI COMMITTEE

Section 4.1. Alumni Committee. The corporation will include an Alumni Committee consisting of not less than three nor more than seven members. Members of the Alumni Committee must be members of the corporation who attended Point Loma High School.

Section 4.2. Appointment of Alumni Committee Members. The chair of the Alumni Committee will submit to the Board of Directors, on or before the June meeting of the Board of Directors, names of Alumni Members to serve on the Alumni Committee during the following year, subject to approval by the Board of Directors. If the Alumni Committee fails to submit a list of names for approval, or if vacancies exist on the Alumni Committee, the Board of Directors shall appoint Alumni Members to serve on the Alumni Committee.

Section 4.3. Alumni Committee Functions. The Alumni Committee is authorized to plan, organize and hold class reunions of former Point Loma High School students; to communicate the activities of Point Loma High School to former students; to promote Alumni interest and involvement in Point Loma High School; and to plan, organize and hold social functions of the Alumni. The Alumni Committee may adopt one or more logos, insignia or slogans for its use, subject to approval by the Board of Directors.

Section 4.4. Alumni Fund Raising. The Alumni Committee may raise funds to support its functions as specified in Section 4.3 above, provided such fund raising activities do not conflict with other fund raising activities of the corporation. The Alumni Committee shall account to the Board of Directors of the corporation for the monies raised by such fund raising activities, but shall have the right to designate the use of the funds.

ARTICLE 5

DIRECTORS

Section 5.1. Powers. Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the California Corporations Code, all the activities and affairs of the corporation shall be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, 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 all the officers, agents and employees of the corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation and in their discretion require from them security for faithful service.

(b) To make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the Articles of Incorporation thereof and generally to conduct, manage and control the activities and affairs of the corporation and to make such rules and regulations therefor not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best.

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

(d) To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

Section 5.2. Number of Directors. The authorized number of Directors of the corporation shall be not less than seven (7), with the exact number to be determined from time to time by the Directors until changed by an amendment of the Articles of Incorporation or by an amendment to these Bylaws. The number may be changed by the vote or written assent of a majority of the Directors then in office.

Section 5.3. Selection and Tenure of Office. Other than directors in office in 1999, at the time of the merger of the corporation, (whose terms of office are provided for in the merger agreement) one-third (1/3) of the Directors shall be appointed by the Board of Directors at each annual meeting of the Board of Directors. Each Director shall serve for a period of three (3) years and until a successor has been elected and qualified. If an annual meeting is not held, or if Directors are not appointed at an annual meeting, the Directors may be appointed at any regular meeting, or at a special meeting of the Board held for that purpose.

Section 5.4. Qualifications. The current principal of Point Loma High School shall ex-officio be a Director. In selecting the other members of the Board of Directors, the Directors shall endeavor to have the following representation among the Directors:

(a) At least one Director who is a teacher or staff member of Point Loma High School.

(b) At least one Director who has a child attending Point Loma High School from outside the normal geographic boundaries of Point Loma High School's student population.

(c) At least one Director who is a member of the Alumni Committee.

Section 5.5. Removal of Directors. A Director may be removed from office if either of the following has been found to have occurred:

(a) The Director misses three (3) or more consecutive board meetings or any four (4) meetings in a calendar year without cause.

(b) The Director is found to have engaged in activities that are directly contrary to the interests of the corporation.

Removal must be by a two-thirds (2/3) vote of all the Directors, or by a majority vote of the members present at any regular or special meeting at which a quorum is present. A special meeting of the members may be called for this purpose only once in any consecutive twelve (12) month period.

Section 5.6. Vacancies. Subject to the provisions of Corporations Code section 5226, any Director may resign effective on giving written notice to the Chair of the Board, the President, or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of the resignation.

If the resignation is to take effect at some future time, a successor may be selected before that time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled by a majority of the remaining Directors, or by a sole remaining Director. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been named and qualified.

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

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under the California Nonprofit Public Benefit Corporation Law. (Corp C §§ 5230 et seq.)

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 5.7. Place of Meetings. Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special, or adjourned) of the Board of Directors of the corporation may be held at any place within or without the State of California that has been designated for that purpose by resolution of the Board of Directors or by the written consent of all the members of the Board.

Section 5.8. Regular Meetings. Regular meetings of the Board shall be held without call or notice once a month during the regular school year of Point Loma High School. The September meeting shall be the annual meeting, at which Directors will be appointed.

Section 5.9. Special Meetings. Special meetings of the Board of Directors may be called at any time by order of the President, of any Vice President, of the Secretary, or of two or more of the Directors.

Section 5.10. Notice of Special Meetings. Special meetings of the Board shall be held on four days notice by first class mail or a forty-eight hour notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. The notice shall be addressed or delivered to each Director or at the Director's address as it is shown on the records of the corporation or as may have been given to the corporation by the Director for purpose of notice or, if the address is not shown on the records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held.

Section 5.11. Quorum. Except as otherwise provided in these Bylaws, one-third (1/3) of the authorized number of Directors shall constitute a quorum. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws and the California Nonprofit Public Benefit Corporation Law may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

Section 5.12. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment, so long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and the corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the board meeting, and that all statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

Section 5.13. Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to the Director. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 5.14. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjourn to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 5.15. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to the action. The consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of proceedings of the Board.

Section 5.16. Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the corporation of which the person is a Director, for a purpose reasonably related to the person's interest as a Director.

Section 5.17. Official Board Committees. Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of two or more members of the Board, and shall have the powers of the Board as may be expressly delegated to it by resolution of the Board of Directors, except with respect to:

- (a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires members' approval (must be approved by the Board as a whole);
- (b) The filling of vacancies on the Board or on any committee;
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- (h) The approval of any self-dealing transaction, as these transactions are defined in Corporations Code section 5233.

Any committee may be designated an Executive Committee or by another name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of a prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or the committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provision of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 5.18. Fees and Compensation. Directors (as such) shall not receive compensation for their services as Directors. Directors may receive reimbursement for expenses as may be fixed or determined by the Board.

ARTICLE 6

OFFICERS

Section 6.1. Officers. The officers of the corporation shall be a Chair of the Board or a President or both, a Secretary, and a Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries, and other officers as may be appointed in accordance with the provisions of Section 6.3 of this Article. One person may hold two or more offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or the Chair of the Board.

Section 6.2. Election. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 6.3 or Section 6.5 of this Article, shall be chosen annually by, and shall serve at the pleasure of, the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

Section 6.3. Subordinate Officers. The Board of Directors may appoint, and may empower the President to appoint, other officers as the business of the corporation may require, each of whom shall hold office for a period, have the authority, and perform the duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 6.4. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or except in case of an officer chosen by the Board of Directors, by any officer on whom the power of removal may be conferred by the Board of Directors.

Any officer may resign at any time, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party, by giving written notice to the Board of Directors, to the President, or to the Secretary of the corporation. The resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 6.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to the office, provided that the vacancies shall be filled as they occur and not on an annual basis.

Section 6.6. Inability to Act. In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of the officer to any other officer, or any Director or other person whom the Board may select.

Section 6.7. Chair of the Board. The Chair of the Board, if there shall be one, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Bylaws. If the corporation does not have a President, then the Chair shall also have the powers otherwise given to the President.

Section 6.8. President. Subject to supervisory powers, if any, as may be given by the Board of Directors to the Chair of the Board, if there be one, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the activities and Officers of the corporation. In the absence of the Chair of the Board, or if there is none, the President shall preside at all meetings of the Board of Directors. The President shall be ex-officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 6.9. Vice President. In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice Presidents shall have other powers and perform other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws.

Section 6.10. President-Elect. It shall be the primary responsibility of the President-Elect, with the advice of the Board of Directors, to anticipate the duties of the president during the next year, and to prepare for submission to the Board of Directors, at the June meeting of the Board, a proposed slate of Directors, and recommended goals and objectives for the upcoming year.

Section 6.11. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or other place as the Board of Directors may order, of all meetings of the members, and the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present at the meetings, and the proceedings. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original and a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have other powers and perform other duties as prescribed by the Board.

The Secretary shall keep or cause to be kept, at the principal office of the corporation, a membership register, or a duplicated membership register, showing the names of the members and their addresses.

The Secretary shall also keep, or cause to be kept, a book of minutes at the principal office or other place as the Board may order, of all meetings of the members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting, the names of those present at meetings, and the proceedings. The Secretary shall give, or cause to be given, notice of all meetings of the members required by these Bylaws.

Section 6.12. Treasurer and Chief Financial Officer. The Treasurer shall be the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and the Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the corporation, and shall have other powers and perform other duties as may be prescribed by the Board of Directors. The Directors may require the Treasurer to be bonded.

Section 6.13. Assistant Treasurer. At the request of the Treasurer, or in his or her absence or disability, the Assistant Treasurer shall perform all the duties of the Treasurer, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the Treasurer.

ARTICLE 7

OTHER PROVISIONS

Section 7.1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between this corporation and any other person, when signed by any one of the Chair of the Board, the President or any Vice President, and any one of the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of this corporation shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 7.2. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 7.3. Amendments. The members shall have the right to amend or repeal the provisions of these Bylaws relating to their right to remove Directors. Any other

Bylaws may be amended or repealed by the Board in the exercise of the power granted to the Board in these Bylaws.

Section 7.4. Record of Amendments. Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

ARTICLE 8

INDEMNIFICATION OF AGENTS OF THE CORPORATION

Section 8.1. Definitions. For purposes of this section, "agent" means any person who is or was a Director, Officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorney fees and any expenses of establishing a right to indemnification under Section 8.4 or 8.5(c) of this Article.

Section 8.2. Indemnification in Actions by Third Parties. This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or in the right of this corporation to procure judgment in its favor, an action brought under Corporations Code section 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of this corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 8.3. Indemnification in Actions by or in the Right of the Corporation. This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation or brought under Corporations Code section 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that the person is or was an agent of this corporation, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of this corporation and with the care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 8.3:

(a) In respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to this corporation in the performance of the person's duty to this corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 8.4. Indemnification Against Expenses. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 8.2 or 8.3 of this Article in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 8.5. Required Indemnification. Except as provided in Section 8.4 of this Article, indemnification under this Article shall be made by this corporation only if authorized in the specific case, on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 8.2 or 8.3, by:

- (a) A majority vote of a quorum consisting of Directors who are not parties to the proceeding;
- (b) Approval of the members, with the persons to be indemnified not being entitled to vote thereon; or
- (c) The court in which the proceeding is or was pending, on application made by this corporation or the agent, attorney, or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

Section 8.6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 8.7. Other Indemnification. No provision made by the corporation to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than the Directors and Officers may be entitled by contract or otherwise.

Section 8.8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article, except as provided in Sections 8.4 or 8.5(c) in any circumstances where it appears that:

- (a) It would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 8.9. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in the capacity or arising out of the agent's status as an agent whether or not the corporation would have the power to indemnify the agent against the liability under the provisions of this Article; provided, however, that this corporation shall have no power to purchase and maintain insurance to indemnify any agent of the corporation for a violation of Corporations Code section 5233.

ARTICLE 9

RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS

Section 9.1. Receipt of Assets. The corporation shall receive all monies, other properties, or both monies and properties, transferred to it for the purposes for which the corporation was formed. However, nothing contained herein shall require the Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the corporation as shown by the Articles.

Section 9.2. Use of Assets. The corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

Section 9.3. Disbursements. No disbursement of corporation money or property shall be made until it is first approved by the President of the corporation or by the Treasurer or by the Directors. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was

formed and to direct the officers of the corporation from time to time to make disbursements to implement the appropriations.

Section 9.4. Signatures. All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by the officer or officers, agent or agents, as the Board of Directors may from time to time by resolution designate. In all cases in which checks, drafts, demands for money or other document require two signatures, the two signers may not be members of the same household.

ARTICLE 10

CORPORATE RECORDS AND REPORTS

Section 10.1. Records. The corporation shall maintain adequate and correct accounts, books and records of its business and properties. All these books, records, and accounts shall be kept at the corporation's principal place of business in California, as fixed by the Board of Directors from time to time.

Section 10.2. Inspection of Books and Records. The membership register or duplicate membership register, the books of account, and minutes and proceedings of the members and the Board, and of executive committees of the Directors of this corporation shall be open to inspection on the written demand of any member at any reasonable time, for a specifically stated purpose reasonably related to his or her interests as a member, and shall be exhibited at any time when required by the demand of any members' meeting.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation, and also of its subsidiary organizations, if any.

Section 10.3. Certification and Inspection of Bylaws. The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the members and Directors of the corporation at all reasonable times during office hours.

ARTICLE 11

DISSOLUTION

On dissolution of this corporation, the Board of Directors shall cause the corporation's assets to be distributed to another corporation with purposes similar to that identified in the Articles of Incorporation, and Article 2 of these Bylaws.

AMENDMENTS/POLICY:

Booster Groups: At the November 6, 2001 PLHSFAA Board of Directors Meeting the Board voted to approve the following Policy:
All Booster groups will act as Advisory Committees of the PLHSFAA and must submit bylaws.

Notes: In June 2000 PLHS set a policy making PLHSFAA the sold adult fundraising organization on behalf of PLHS.

In February 2007 PLHS Principal Bobbie Samilson confirmed that policy again and the PLHSFAA Board noted it in the minutes.