

**BYLAWS
OF
PORTOLA MAGNET PROGRAM FOR ACADEMIC EXCELLENCE
(PMPAE)**

California nonprofit public benefit corporation

ARTICLE I

NAME AND OFFICES

Section 1. Name

The name of this corporation shall be, PORTOLA MAGNET PROGRAM FOR ACADEMIC EXCELLENCE, hereinafter referred to in bylaws as PMPAE.

Section 2. Principal Office

The principal office of PMPAE for the transaction of its business is located in Los Angeles County, California.

ARTICLE II

INTENT AND PURPOSE

The primary intent and purpose of PMPAE shall be to assist, support, and enhance the academic program for the students and teachers at Gasper de Portola Middle School Highly Gifted Magnet. The activities of the corporation shall include, but are not limited to the following:

(a) To bring together the Principal, the Magnet Program Coordinator, Magnet Program Faculty members, and parents and guardians of children enrolled in the program to identify academic programs and materials which might be funded through efforts of this corporation; and shall be made available on an equal basis to all children enrolled in the Magnet Program.

(b) To provide extracurricular activities which enhance the Magnet students' academic experience; as appropriate per grade.

(c) To formulate an annual budget which seeks to the greatest extent possible to identify needed academic programs and materials, and extracurricular activities, and provide for their funding.

(d) To engage in a donation drive and fundraising activities in support of the annual budget.

ARTICLE III

**BOARD OF DIRECTORS
(PMPAE BOARD)
VOTING MEMBERSHIP**

Section 1. Number of Directors

The corporation shall have no less than three (3) and no more than seven (7) directors. The number may be changed by amendment of this Bylaw, or by repeal of the Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

(a) When there are only three (3) Directors, they must serve as President, Secretary, and Treasurer.

Section 2. Qualifications & Requirements

All members of the Board of Directors, referred to as "The PMPAE Board," must be PMPAE members.

Section 3. Nomination and Election

(a) Nomination of a minimum of the three (3) required Directors is open to all voting and nonvoting members of PMPAE; and shall be held at the May meeting of the PMPAE Board. Additional Directors can be nominated at this meeting as well, but are not required.

(b) Elections for at least three (3) but not more than seven (7) directors will be held at the June meeting of the PMPAE Board; with the PMPAE General Membership voting on all Directors nominated at that time.

(c) The PMPAE Board of Directors will take office on July 1.

(d) Additional nominations and elections can be held after the start of the school year if only the minimum three (3) Directors positions have been filled in the June elections or circumstances did not allow the June election to take place.

(e) Once the Board of Directors has been nominated and elected, each office will be determined by a majority vote of the Board members.

Section 4. Authority and/or Powers

The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 5. Duties

Directors shall perform any and all duties imposed by the office they hold; attend meetings as required by these Bylaws; and register their addresses, email addresses, and phone numbers with the Secretary of the corporation. Notices of meetings mailed, emailed or phoned to them at such addresses shall be valid notices thereof.

Section 6. Terms of Office

Each director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies.

Section 7. Removal of a Director

Any Director may be removed from the PMPAE Board if it is agreed that said Director acted immorally, unethically, illegally; or if their actions have and/or continue to reflect negatively on the organization. Per Roberts Rules in Plain English, "Should a conflict arise between the rights of a member and the rights of the organization to do its business, the rights of the organization prevail." A simple majority vote is required to remove the Director. The PMPAE Board has the authority to determine if removal is for the duration of the school year or permanent.

Section 8. Resignation

Any Director may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Resignation shall be in effect at the date of receipt of such notice or at any later date specified therein; the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Director or Officer other than the President may be filled temporarily by appointment by the President; until the Board of Directors can elect a permanent replacement. The candidate holding the temporary appointment is eligible for the permanent position.

Section 10. Compensation

Directors shall serve without compensation.

Section 11. Non-Liability of Directors/Officers

Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 12. Ex-Officio Members of the Board of Directors

The Portola Middle School Highly Gifted Magnet Coordinator and the Portola Middle School Principal are recognized as ex-officio, nonvoting, PMPAE board members; and are not included in the required three (3) to seven (7) authorized number of Directors/Officers for the PMPAE Board.

ARTICLE IV OFFICERS VOTING MEMBERSHIP

Section 1. Offices

All Officers positions are determined by a majority vote of the PMPAE Board.

Section 2. Term of Office

Each Officer shall hold office either (1) until the next annual PMPAE Board meeting and his or her successor is elected and qualifies; or (2) they are removed from said office by PMPAE Board vote.

Section 3. Removal of an Officer

Any Officer may be removed from office, either with or without cause, by a simple majority vote of the PMPAE Board, at any time. Removal from an office is not removal from the PMPAE Board.

Section 4. Resignation

Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Resignation shall be in effect at the date of receipt of such notice or at any later date specified therein; the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Compensation

Officers shall serve without compensation.

Section 6. Non-Liability of Directors/Officers

Officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 7. Responsibilities of Officers

(a) President. The President shall be the Chief Executive Officer and Chairman of the PMPAE Board. He or she shall be responsible for supervision, direction, and control of the business affairs of the corporation. He or she shall preside at all meetings of the PMPAE Board/Officers and serve as Parliamentarian in the absence of an officer in such position. He or she shall appoint committees and shall be a voting ex-officio member of all committees. He or she shall sign all formal correspondence relating to PMPAE; serve as a signatory for expenditure of funds from the PMPAE checking account; facilitate communication between officers; arrange for any needed filing of tax matters; lead the PMPAE Board in the preparation of a yearly budget; and work in conjunction with the Magnet Coordinator and the Magnet Teachers to fulfill the intent and purpose of PMPAE.

i. Vacancy of Presidents Position. In the event the position of President is vacated due to death, resignation, or removal, the First Vice-President shall automatically succeed to the position of President; and shall remain in said position for the remainder of the term.

ii. Committee Chairperson. This position can be held by a non PMPAE Board member if appointed by the President. The Chairperson serves as a temporary member of the PMPAE Board; with voting privileges pertaining only to their committee and only for the term of the committee project. Committee Chairpersons do not qualify as part of the three (3) to seven (7) authorized number of Directors/Officers, as their function and privileges are limited to their committee responsibilities.

(b) Vice-President. The Vice-President shall attend all meetings of the PMPAE Board; to act as an assistant to the President; to preside in his or her absence; and to serve as a signatory for expenditure of funds from the PMPAE

checking account. In the event there is more than one (1) Vice-President, one must be designated as First Vice-President.

(c) Secretary. The Secretary shall attend all meetings and record all subjects and discussions in the form of minutes for all meetings; maintain two (2) books of minutes, one to be kept in the Magnet Office, and one in her possession for the term of her office; maintain a copy of the Corporation's Articles and Bylaws in both minute books; serve as custodian of necessary records for the corporation; and serve as a signatory for expenditure of funds from the PMPAE checking account.

(d) Treasurer. The Treasurer shall attend all meetings of the PMPAE Board; deposit into authorized bank account all monies collected for PMPAE; maintain a file of bank records, checking, deposit, and receipt documents; to account for income and expenditures of the PMPAE Board; to collect and present check requests from board members, committee chairpersons, faculty, and staff at PMPAE Board meetings; present an updated Treasurers report (summary statement of account) at all regular meetings; to assist the President by interacting with the California Secretary of State and the Franchise Tax Board on the PMPAE Board's behalf; and to serve as a signatory for expenditure of funds from the PMPAE checking account.

(e) Magnet Coordinator. To help facilitate the actions of the PMPAE Board by maintaining the school calendar of events, helping distribute student notices of PMPAE events and reminders; discussing pertinent PMPAE activities at faculty meetings; help the PMPAE Board secure a meeting place on school grounds; informing PMPAE Board of school policies (i.e. fundraising, security, facility use); and to serve as a signatory for expenditure of funds from the PMPAE checking account if so voted by the PMPAE Board.

(f) Principal of School. The Principal of the school shall approve and/or advise the Portola Middle School Highly Gifted Magnet Coordinator in addressing and acting on listed duties. He or she shall serve as a signatory for expenditure of funds from the PMPAE checking account if so voted by the PMPAE Board.

ARTICLE V GENERAL MEMBERSHIP NONVOTING MEMBERSHIP

Section 1. Nonvoting Membership Qualification/Requirements

Nonvoting membership, referred to as "General Membership" in PMPAE shall be open to any and all persons interested in supporting the intent and purpose listed in Article II of bylaws.

(a) Provision is made for nonvoting membership to nominate and vote for PMPAE Board of Directors. "Requirement of Membership" (completed form) must be met before voting.

Section 2. Requirement for General Membership

General Membership requirement shall be accomplished by supplying the information as requested on the form provided by PMPAE for General Membership.

Section 3. Removal of General (Nonvoting) Member

Nonvoting, general members can be expelled, thus removed, from the PMPAE organization if a simple majority of the Board of Directors/Officers agrees that the member acted immorally, unethically, illegally; or if their actions have and/or continue to reflect negatively on the organization. Per Roberts Rules in Plain English, "Should a conflict arise between the rights of a member and the rights of the organization to do its business, the rights of the organization prevail." A simple majority vote of the PMPAE Board is required to remove the nonvoting member. The PMPAE Board has the authority to determine if removal from general membership is for the duration of the school year or permanent.

ARTICLE VI MEETINGS

Section 1. Place of Meetings

Regular, Annual, Special, and Emergency PMPAE Board meetings shall be held at one of the following locations:

(a) Portola Middle School, with the permission of the Principal.

(b) At a designated location agreed upon by a simple majority of the PMPAE Board.

(c) By conference telephone or similar communications equipment (online/email) so long as all Directors/Officers participating in such meeting can communicate and receive all information covered in said meeting, at time of meeting.

Section 2. Regular Meetings

Regular meeting of the PMPAE Board may be held without notice, with the current PMPAE Board establishing an approximate set meeting date for every 4 to 6 weeks.

(a) If time permits, notice will be extended to the "General Membership".

Section 3. Annual Meetings

Annual Meetings of the PMPAE Board shall be held with a minimum notice of twenty-four (24) hours and will be open to the "General Membership".

Section 4. Emergency Meetings

Emergency Meetings of the PMPAE Board shall be held with a minimum notice of 24 hours to all Directors/Officers; with reasonable effort to notify. There is no requirement to notify the General membership. Any Non-PMPAE Board members involved in purpose of emergency meeting may be invited.

(a) Provision is allowed for Emergency meeting to be held without prior notice if immediate action is required; as long as a simple majority of Directors/Officers are present and each Director/Officer not present is notified and given a copy of minutes to review.

Section 5. Quorum for Meetings

A quorum shall consist of a simple majority of the PMPAE Board of Directors/Officers.

Section 6. Conduct of Meetings

Meetings shall be governed by Roberts Rules in Plain English; as such meetings may be revised from time to time. Insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with provision of law.

Section 7. Notice of Meetings

When notice of meetings is made, it shall specify the place, date, and time of the meeting.

Section 8. Content of Notice

The purpose of any PMPAE Board meeting need not be specified in the notice.

Section 9. Adjournment

A simple majority of the PMPAE Board present may adjourn any meeting to another time and place.

Section 10. Notice of Adjournment

Notice of the time and place of holding a reconvene of an adjourned meeting need not be given unless the meeting is adjourned for more than 48 hours; in which case notice of the time and place shall be given to the Directors/Officers who were not present at the time of the adjournment.

**ARTICLE VII
COMMITTEES****Section 1. Special Committees**

As there are no standing committees, all committees will be considered Special Committees; which permits the establishment of such Special Committees as necessary to carry on the work of the organization.

Section 2. Appointment of Special Committees and Committee Chairpersons

Appointment of any and all committees will be executed by the President, and said committee will serve at the pleasure of the PMPAE Board.

Section 3. Responsibilities of Special Committees and Committee Chairpersons

The Chairperson and committee members shall answer directly to the President; with the Chairperson responsible for oral and written reports at PMPAE meetings, as requested.

(a) Committee and Committee Chairperson will conduct committee meetings, both scheduled and non-scheduled to conduct the necessary business of said committee.

(b) Committee Chairperson will provide to the President a summary of any and all committee meetings, either verbally or in writing, in advance of any meeting that said committee intends to make a presentation.

Section 4. Privileges of Special Committee Chairpersons

Only the Committee Chairperson shall serve as a temporary member of the PMPAE Board; with voting privileges pertaining only to their committee and only for the term of the committee project. Committee Chairpersons do not qualify as part of the three (3) to nine (9) authorized number of Directors/Officers; as their function and privileges are limited to their committee responsibilities.

ARTICLE VIII FUNDRAISING

Section 1. Qualifications, Handling, and Use of Funds of Fundraising Activities

(a) The PMPAE Board shall hold judicial power in determining qualification and appropriateness of all PMPAE fundraising activities.

(b) Fundraising activities will be delegated to committees with chairpersons answering directly to the President as well as giving an oral and written report at PMPAE meetings, as requested.

(c) Fundraising by PMPAE is for the purpose of funding school programs and activities that are not covered in the school's magnet budget. This includes, but is not limited to; textbooks, supplies, equipment, academic field trip costs, teacher stipends/supplies, academic competitions off campus, events, graduation ceremonies and activities, awards, teacher appreciation activities, teacher and staff gifts, funding standing student scholarships; and other activities related specifically to the students, teachers, and programs of Portola Highly Gifted Magnet at Portola Middle School.

ARTICLE IX FUNDS

Section 1. Donations and Gifts

The PMPAE Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the intent and purpose of this corporation.

Section 2. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation into the established bank account designated by the PMPAE Board.

Section 3. Qualification for Funds Dispersement

(a) The PMPAE Board shall hold judicial power in determining qualification for and expenditure of all PMPAE funds.

(b) All checks written against the PMPAE checking account must be signed by any two (2) of the eligible signatories.

(c) Funds are to be used for the Portola Highly Gifted Magnet Program; specifically for funding school programs and activities that are not covered in the school's magnet budget. This includes, but is not limited to; textbooks, supplies, equipment, academic field trip costs, teacher stipends/supplies, academic competitions off campus, events, graduation ceremonies and activities, awards, teacher appreciation activities, teacher and staff gifts, funding standing student scholarships; and other activities related specifically to the students, teachers, and programs of Portola Highly Gifted Magnet at Portola Middle School.

ARTICLE X RECORDS AND REPORTS

Section 1. Maintenance of Articles and Bylaws

The original copy of the Portola Magnet Program for Academic Excellence, PMPAE, Articles and Bylaws as amended to date shall be kept at such place designated by that board, Or, in the absence of such designation, at the Portola Highly Gifted Magnet Office at Portola Middle School. A copy of The Articles and Bylaws will be kept at Portola Highly Gifted Magnet Office, as well.

Section 2. Maintenance of Other Corporate Records

The accounting books, record, and Minutes of proceedings of the PMPAE Board and any committees of said board shall be kept at such place or places designated by that board; or, in the absence of such designation, at the Portola Highly Gifted Magnet Office at Portola Middle School. A copy of Minutes shall be kept at Portola Highly Gifted Magnet Office, as well.

Section 3. Directors' Inspection Rights

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.

Section 4. Members' Inspection Rights

Every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names and voting rights, at any reasonable time, upon ten (10) business days' prior written demand on the corporation; which demand shall state the purpose for which the inspection rights are requested.

(b) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Section 5. Annual Report

The PMPAE Board shall compile an annual report to be furnished not later than one hundred twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and to any member who requests it in writing. This report will contain the following information in appropriate and/or available detail:

(a) The assets and liabilities of the corporation as of the end of the year.

(b) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year.

(c) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

ARTICLE XI FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XII TERMINATION OF ASSOCIATION

Should the PMPAE be terminated or abolished for any reason, whether by voluntary or involuntary action or by operation of law; all monies of the PMPAE shall be used for the payment of all obligations, claims, or liabilities against the PMPAE; except the claims of members of PMPAE. These obligations are to be paid directly, with the authorized signatories remaining as such until all debts are settled.

(a) Any remaining funds may be transferred to a newly established organization, formed to serve the students, teachers, and programs of Portola Highly Gifted Magnet and following the California laws governing such organizations.

(b) In the event a new organization is not formed within six (6) months, all remaining funds shall be donated to the Portola Middle School Highly Gifted Magnet Program.

**ARTICLE XIII
AMENDMENTS OF BYLAWS**

Section 1. Provision of Alteration, Amendment, Revision, or Repeal and Rewrite

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, revised, or repealed and new Bylaws adopted as follows:

(a) General membership has the right to propose alterations, amendments, revisions, or new Bylaws to the PMPAE Board.

(b) The PMPAE Board shall take under consideration appropriate proposals, and present back to the general membership a decision to alter, amend, revise, rewrite, or leave as is, said Bylaws.

(c) The PMPAE Board shall take under consideration the forming of a committee to alter, amend, revise, or rewrite Bylaws, if presented at a meeting of the PMPAE Board.

**ARTICLE XIV
VALIDITY OF BYLAWS IN COORDINATION WITH
CALIFORNIA STATE LAW**

In the event any Article, or section and/or portion of Article, is found to be in conflict, contradiction, and/or violation of California State law, that individual Article or section and/or portion of Article shall be void; leaving the remaining Bylaw document valid.