

**BYLAWS
OF
HILLSDALE MUSIC DEPARTMENT PARENT ASSOCIATION
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**ARTICLE 1
NAME & OFFICES**

SECTION 1. NAME

The name of this corporation is Hillsdale Music Department Parent Association. This corporation may also be known as “the HMDPA” or “HMDPA”. In these bylaws, this corporation shall hereinafter also be referred to as the “Association”.

SECTION 2. PRINCIPAL OFFICE

The principal office of the Association for the transaction of its business is located at Hillsdale Middle School, 1301 Brabham Street, El Cajon, in San Diego County, California.

SECTION 2. OTHER OFFICES

The Association may also have offices at such other places in San Diego County as its business may require and as the board of directors may, from time to time, designate.

**ARTICLE 2
PURPOSES**

SECTION 1. PURPOSES

The purposes of the Association shall be:

- (a) To promote the music education of children in home, school, and community.
- (b) To raise the standards of music education at Hillsdale Middle School and within the Cajon Valley Union School District.
- (c) To bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the music education of children.

SECTION 2. COOPERATION

The purposes of this association are promoted in cooperation with Cajon Valley Union School District (CVUSD) and directed toward parents, teachers, and the general public; are developed through committees, projects, and programs; and are governed and qualified by the basic policies set forth in Article III.

**ARTICLE 3
BASIC POLICIES**

The following are basic policies of the Association:

- (a) The Association shall be noncommercial, nonsectarian and nonpartisan.
- (b) The name of the Association or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the organization.
- (c) The Association shall not – directly or indirectly – participate or intervene (in any way, including the publishing or distribution of statements) in any political campaign of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
- (d) The Association shall work with the schools to provide quality music education for all children and youth and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education.
- (e) The Association shall not enter into membership with other organizations except with the approval of the board of directors but may cooperate with other organizations and agencies concerned with child welfare, but an Association representative shall make no commitment that bind the group he or she represents.

**ARTICLE 4
MEMBERSHIP**

SECTION 1. DEFINITION

The Association is a membership organization.

- (a) Every parent or guardian whose child is currently enrolled as a student in the Hillsdale Middle School Music Department or its' programs is entitled to membership and all the benefits of membership.
- (b) Membership in the Association, as described in Article 4, Section 1, Part 'a', shall be made available to any individual who subscribes to the purposes and policies of the Association without regard to race, color, creed or national origin, under such rules and regulations not in conflict with the provisions of these bylaws.
- (c) Non-voting participation in the Association through contributions, donations, or sponsorship shall be made available to any individual or organization who subscribe to the purposes and policies of the Association without regard to race, color, creed or

national origin, under such rules and regulations not in conflict with the provisions of these bylaws.

- (d) The Association may establish a non-voting community advisory board that may include individuals who support the purposes and policies of the Association but who otherwise may not meet the requirements of membership as described in Article 4, Section 1, Part 'a'.

SECTION 2. ENROLLMENT

The Association shall conduct an annual enrollment of members at the beginning of each academic year but may admit persons to membership at any time.

SECTION 3. MEMBERSHIP MEETINGS

- 1) Meetings of the membership shall be held on the third Wednesday of the month of the school year at 6:30pm unless otherwise ordered by the membership or the board of directors. The board of directors upon may call special meetings written notice sent at least three (3) days before the meeting date.
- 2) The membership meeting in May shall be the annual meeting at which time election of directors and officers will be conducted.
- 3) The privilege of making motions, debating, and voting shall be limited to members of the Association who are present. At least twenty-four hours notice must be given to the president in order to have an item of business or an announcement placed on a membership meeting agenda. When a recommendation for an item of business or an announcement that has not had prior consideration by the board of directors is brought to a meeting of the membership, it may be referred to a committee and/or the board of directors for study. Any non-Association material to be distributed at a meeting of the membership must be approved by the board of directors prior to the meeting.
- 4) Nine (9) members shall constitute a quorum for the transaction of business in any meeting of the membership. Meetings shall be governed by the rules contained in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this Association, or with provisions of law.

ARTICLE 5 DIRECTORS

SECTION 1. NUMBER

The Association shall have up to nine (9) directors and collectively they shall be known as the board of directors. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

- (a) The president, the secretary, and the treasurer of the Association shall also be members of the board of directors.
- (b) The director of the Hillsdale Middle School Music Department shall be the liaison to the board of directors.
- (c) Up to two directors may be HMDPA alumni.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members of this Association, the activities and affairs of this Association shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

SECTION 3. DUTIES OF DIRECTORS

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this Association, or by these bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Association;
- (c) Supervise all officers, agents, and employees of the Association to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these bylaws;
- (e) Register their addresses with the secretary of the Association and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

SECTION 4. TERM OF OFFICE

Each director shall hold office until July 1st following the next annual meeting for election of the board of directors as specified in these bylaws.

SECTION 5. COMPENSATION

Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the Association in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Association for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

An Association member shall not serve as a voting member of the board of directors while serving as a paid employee or under contract to this Association.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the Association unless otherwise provided by the board or at such place within or without the State of California that has been designated from time to time by resolution of the board of directors. In the absence of such designation, any meeting not held at the principal office of the Association shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the secretary of the Association or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- (a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- (b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association; and
- (c) The Association adopts and implements some means of verifying:
 - (1) that all persons participating in the meeting are directors of the Association or are otherwise entitled to participate in the meeting, and
 - (2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of directors shall be held on the second Wednesday of each month of the school year at 6:00 PM, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

SECTION 9. SPECIAL BOARD MEETINGS

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, or by any two directors, and such meetings shall be held at the principal office of the Association unless otherwise designated.

SECTION 10. NOTICE OF BOARD MEETINGS

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or fax or email. If sent by mail or email, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the internet service provider. Such notices shall be addressed to each director at his or her address as shown on the books of the Association. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR BOARD MEETINGS

A quorum shall consist of a majority of directors currently in office.

Except as otherwise provided in these bylaws or in the articles of incorporation of this Association, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this Association.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation or bylaws of this Association, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 15. CONDUCT OF BOARD MEETINGS

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated or, in his or her absence, the president of the Association or, in his or her absence, by the vice president of the Association or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the Association shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by the rules contained in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this Association, or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the bylaws of this Association authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. BOARD VACANCIES

(1) Vacancies on the board of directors shall exist:

- (a) on the death, resignation, or removal of any director, or when
- (b) total board seats available exceed the number of candidates elected, and
- (c) whenever the number of authorized directors is increased.

(2) Vacancies on the board may be filled by recommendation of the board or, if the number of directors then in office is less than a quorum, by

- (a) the unanimous written consent of the directors then in office,
- (b) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these bylaws, or
- (c) a sole remaining director.

Vacancies on the board filled by recommendation of the board shall be confirmed by majority vote of the membership present at the next meeting of the membership. The new board member(s) shall take office only upon the affirmative confirmation vote by the membership.

(3) The members of this Association may elect a director at any time to fill any vacancy not filled by the directors.

(4) A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the board of directors or until his or her death, resignation, or removal from office.

ARTICLE 6 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the Association shall be:

- (a) A president, a vice president, a secretary, and a chief financial officer who shall be designated the treasurer.
- (b) Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president or chairperson of the board.
- (c) None of the officers shall be closely related or domestic partners.

SECTION 2. TERM OF OFFICE

Officers shall take office on July 1st following election by the membership at the Annual Meeting in the preceding May, and shall hold office until he or she resigns, is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. DUTIES OF PRESIDENT

The president shall be the chief executive officer of the Association and shall, subject to the control of the board of directors, supervise and control the affairs of the Association and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this Association, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, he or she shall preside at all meetings of the board of directors. If applicable, the president shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the Association, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

SECTION 4. DUTIES OF VICE PRESIDENT

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president 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 president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

SECTION 5. DUTIES OF SECRETARY

The secretary shall:

- (a) Certify and keep at the principal office of the Association the original, or a copy of these bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of the Association or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the Association and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Association under its seal is authorized by law or these bylaws.

- (e) Keep at the principal office of the Association a membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.
- (f) Exhibit at all reasonable times to any director of the Association, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the directors of the Association.
- (g) In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of this Association, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 6. DUTIES OF TREASURER

Subject to the provisions of these bylaws relating to the "Execution of Instruments, Deposits, and Funds," the treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the board of directors.
- (b) Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any director of the Association, or to his or her agent or attorney, on request therefor.
- (f) Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the Association.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the Association, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 7. SUBORDINATE OFFICERS

The board of directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors.

The board shall appoint an auditor, an historian, and a parliamentarian.

(1) The auditor shall:

- (a) Audit the books and financial records of the Association at least twice during the fiscal year.
- (b) An audit shall be conducted immediately following the end of the fiscal year on June 30th.
- (c) Present a written report for adoption by the Association at the September meeting.
- (d) Audit the books upon the resignation of the treasurer and at any time deemed necessary.

(2) The historian shall:

- (a) Assemble and preserve a record of the activities and achievements of the Association.
- (b) Act as custodian of records and other materials pertinent to the history of the Association.

(3) The parliamentarian shall:

- (a) Attend all meetings of the membership and the board of directors and the executive committee of the board of directors, and give necessary advice in parliamentary procedure when requested.
- (b) Call the first meeting of the nominating committee, conduct election of the committee chairperson, and give instructions in procedure, and may be contacted for additional information, if needed, and shall attend meetings of the nominating committee only if elected to serve as a member of the committee.
- (c) Chair the bylaws committee and review bylaws and standing rules annually.
- (d) Be entitled to all rights and privileges of membership including the right to make motions, debate, and vote.

SECTION 8. PERFORMANCE

All officers shall perform the duties prescribed in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED in addition to those outlined in these bylaws and those assigned from time to time. Upon the expiration of office or in case of resignation or termination, each officer shall turn over to the president, without delay, all records, books, and other material pertaining to the office and shall return to the treasurer, without delay, all funds belonging to the Association.

SECTION 9. COMPENSATION

Officers shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

SECTION 10. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors and confirmed by majority vote of the membership present at the next meeting of the membership. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled, as the board shall determine.

ARTICLE 7 ELECTION OF DIRECTORS AND OFFICERS

SECTION 1. AUTHORITY

The members of the Association shall elect the members of the board of directors and the officers of the Association except as determined by Article 4, Section 1, Part 'b' (Music Director as a permanent director).

SECTION 2. QUALIFICATION

- (a) Each director or officer shall be a parent or guardian of a student currently enrolled in the Music Department at Hillsdale Middle School and its' programs.
- (b) The privilege of nomination and election to office for the ensuing year in this Association may be extended to individuals whose child is enrolled in music program at a school feeding students into Hillsdale Middle School.
- (c) Up to two directors may be HMDPA alumni.

SECTION 3. PROCEDURES

- (a) Nominations for office shall be made by a nominating committee, which shall be elected by the membership at least two (2) months prior to the annual election meeting. The committee shall serve until the annual election meeting.
- (b) The nominating committee shall be composed of 5 members, with 2 alternates, all of whom shall be members of this Association. The music department director shall serve in an advisory capacity. The president shall not serve ex officio or be elected to the nominating committee. The committee shall elect its own chairperson.
- (c) No member shall serve on the nominating committee for 2 consecutive years.
- (d) Immediately upon its election the parliamentarian shall call the first meeting of the nominating committee, conduct election of the committee chairperson, and give instructions in procedure, and may be contacted for additional information, if needed, and shall attend meetings of the nominating committee only if elected to serve as a member of the committee.
- (e) Alternates shall not attend meetings, unless an elected member cannot be present. In that event, the alternate becomes the permanent member, replacing the elected member until such time as the committee is discharged of its duties at the time of election.
- (f) The report of the nominating committee shall be submitted to the membership at least thirty (30) days prior to the annual election meeting. At the annual election meeting in May additional nominations may be made from the floor.
- (g) Only those persons who are eligible and have signified their consent to serve if elected shall be nominated for or elected to office.

ARTICLE 8 RESIGNATION AND REMOVAL

SECTION 1. RESIGNATION

Any director or officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No director may resign if the Association would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the attorney general.

SECTION 2. REMOVAL BY BOARD OF DIRECTORS

The board of directors shall 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 under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

SECTION 3. OTHER REMOVAL BY BOARD OF DIRECTORS

When a director or officer fails to attend three consecutive meetings without adequate excuse or when an officer is not fulfilling the responsibilities of the office as prescribed in the bylaws or standing rules, or engages in conduct which the board of directors determines to be injurious to the organization or its purposes, the board of directors may by a two-thirds affirmative vote, take such action as it deems appropriate, which may include:

- (a) asking for the resignation of the officers,
- (b) or making a formal recommendation that the officer be removed from office following a hearing conducted in accordance with Due Process (see Article 8, Section 2).

SECTION 3. DUE PROCESS PROCEDURES

Following the two-thirds affirmative vote recommending that the officer or director be removed from office:

- (1) The officer or director must be given fifteen days written notice of the hearing to remove the officer or director from office;
- (2) The written notice shall contain the reason(s) for the proposed removal, and shall be mailed by certified mail, return receipt requested, to the last address of the officer or director shown on the Association's records;
- (3) At the hearing, the officer or director must be given an opportunity to address the board of directors, either orally or in writing;
- (4) Not less than five days following the hearing, the board of directors shall convene and vote whether the officer or director will be removed from office;
- (5) A two-thirds vote of the board of directors shall be sufficient to remove the officer or director from office;
- (6) The removal vote shall be recorded in the board of directors' minutes and shall specify the number of voting in favor of and against such removal.

SECTION 4. RETURN OF RECORDS AND FUNDS

Upon the expiration of the term of office or in case of resignation or termination, each director, officer, or chairman shall turn over to the president, without delay, all records, books, and other materials pertaining to the chairmanship, and shall return to the treasurer, without delay, all funds belonging to the Association.

ARTICLE 9 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE OF THE BOARD

The board of directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this Association) to constitute an executive committee of the board and delegate to such committee any of the powers and authority of the board in the management of the business and affairs of the Association, except with respect to:

- (a) The approval of any action which, under law or the provisions of these bylaws, requires the approval of the membership.
- (b) The filling of vacancies on the board or on any committee that has the authority of the board.
- (c) The amendment or repeal of bylaws or the adoption of new bylaws.
- (d) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the board or the members thereof.
- (f) The approval of any transaction to which this Association is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. QUORUM

The quorum for an Executive Committee meeting and all other committees shall be a majority of its members.

SECTION 3. NON-BUDGETED EXPENDITURES

The Executive Committee may authorize the payment of other non-budgeted Association bills not to exceed a cumulative total of \$500.00 between meetings of the board of directors. Ratification of payment of these bills must occur at the next meeting of the board of directors and must be recorded in the Association minutes.

- (a) The president shall be authorized to spend up to \$250 of non-budgeted funds between meetings of the Board of Directors.

SECTION 4. LIMITATIONS

The Executive Board is subject to the orders of the board of directors, and none of its acts shall conflict with action taken by the board of directors.

SECTION 5. OTHER COMMITTEES

The Association shall have such other committees as may from time to time be designated by resolution of the board of directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

SECTION 6. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the board of directors or by the committee. The time for special meetings of committees may also be fixed by the board of directors. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

- (a) The chairmen and members of committees, all of whom shall be members of this Association shall be appointed by the president subject to the ratification of the board of directors.
- (b) The term of office for chairmen shall be one year or until successors have been appointed.
- (c) The chairmen shall present plans of work to the board of directors for approval. No work shall be undertaken without the consent of the board of directors.
- (d) Reports shall be compiled annually by all chairmen and filed with the Secretary.
- (e) When a chairman fails to attend three consecutive meetings without adequate excuse or when an officer is not fulfilling the responsibilities of the office as prescribed in the bylaws or standing rules, or engages in conduct which the board of directors determines to be injurious to the organization or its purposes, the board of directors may by a majority affirmative vote, take such action as it deems appropriate.
- (f) Upon the expiration of the term of office or in case of resignation or termination, each chairman shall turn over to the president, without delay, all records, books, and other materials pertaining to the chairmanship, and shall return to the treasurer, without delay, all funds belonging to the Association.

**ARTICLE 10
INDEMNIFICATION**

SECTION 1. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

SECTION 2. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee, or other agent of this Association has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Association, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this Association but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 3. INSURANCE FOR CORPORATE AGENTS

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a director, officer, employee, or other agent of the Association) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE 11
EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

SECTION 1. EXECUTION OF INSTRUMENTS

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the treasurer and countersigned by the president of the Association or the designated signatory determined by the board.

- (a) The amendment or repeal of bylaws or the adoption of new bylaws.
- (b) None of the signatories shall be closely related or domestic partners.
- (c) The third signatory shall not be an alumnus director.”

SECTION 3. CASH MANAGEMENT

- (a) At HMDPA fundraisers, concerts, etc. cash should be collected by two adults who are not closely related or domestic partners. At such events, cash must be counted by two adults not closely related or domestic partners. One adult must be an HMDPA director.
- (b) At no time shall minors handle cash unsupervised by an adult.

SECTION 4. DEPOSITS

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 5. GIFTS

The board of directors may accept on behalf of the Association any contribution, gift, bequest, or device for the charitable or public purposes of this Association.

ARTICLE 12 CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Association shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the board, and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

- (c) A record of its members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the Association's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members of the Association at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Association. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. 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 Association.

Every member shall have the right, upon written demand on the Association by the member, 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, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 6. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Association's fiscal year to all directors of the Association and to any member who requests it which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association.

The Association shall post to its website or automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This Association shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year that briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the Association, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

- (1) Any director or officer of the Association, or its parent or its subsidiary (a mere common directorship shall not be considered a material financial interest); or
- (2) Any holder of more than ten percent (10%) of the voting power of the Association, its parent, or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Association, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

The annual report shall include the information required by this Section.

ARTICLE 13 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE ASSOCIATION

The fiscal year of the Association shall begin on the first of July and end on the 30th of June in each year.

**ARTICLE 14
AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENT

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, or repealed and new bylaws adopted as follows:

- (a) Before adoption, all amendments shall be submitted to the members of the Association.
- (b) These bylaws may be amended by a two-thirds vote of those present at any meeting, provided notice has been given at the previous meeting, OR thirty (30) days written notice has been given to the membership.

**ARTICLE 15
AMENDMENT OF ARTICLES**

SECTION 1. AMENDMENT OF ARTICLES

Amendment of the articles of incorporation may be adopted by the approval of the board of directors and by the approval of two-thirds of the members of this Association.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding the above sections of this Article, this Association shall not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this Association, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Association has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE 16
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this Association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the board of directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Association. All members of the Association shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Association, whether voluntarily or involuntarily, the assets of the Association, after

all debts have been satisfied, shall be distributed as required by the articles of incorporation of this Association and not otherwise.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the members of said corporation on the date set forth below.

Dated: JANUARY 12, 2011

VALERIE POSLADEK, Secretary