BYLAWS
  
of
  
PALISADES HIGH SCHOOL BOOSTER CLUB, INC.
  
PALISADES HIGH SCHOOL EDUCATIONAL PARTNERS
  
ARTICLE I: OFFICES

Section 1. PRINCIPAL OFFICE. The Corporation's principal office shall be fixed and located at such place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

ARTICLE II: MEMBERSHIP

Section 1. MEMBERS. The Corporation shall have one class of members, and each member shall have equal voting (one vote per member) and other rights. Any person is eligible to be a member of the Corporation who is (a) the parent or guardian of one or more children enrolled in Palisades High School, or (b) a member of the faculty or administration of Palisades High School, or (c) an alumni (graduate) of the school, or (d) a parent of one or more former students and/or graduates. No member of the Corporation shall be personally or otherwise liable for any of the debts, liabilities, andior obligations of the Corporation.

Section 2. ASSOCIATES. Nothing in this Article II shall be construed as limiting the right of the Corporation to refer to persons associated with it as "members" even though such persons are not voting members of the Corporation, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The Corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a

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disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation's Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

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Section 3. PLACE OF MEETING. Meetings of the members shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, meetings shall be held on the Palisades High School campus.

Section 4, REGULAR MEETINGS. Members and Associates shall meet monthly during the year on the fourth Tuesday of each month at 7:30 o'clock in the evening, unless otherwise designated by the Board of Directors.

Section 5. ANNUAL MEETINGS. Members shall hold an annual meeting for the purpose of election of directors and the transaction of other business. Annual meetings of the Board shall be held in lieu of the regular meeting for June.

Section 6. SPECIAL MEETINGS. Special meetings of the members for any purpose or purposes may be called at any time by the President, any Vice President, the Secretary, or any two directors.

Section 7. NOTICE. Annual and other meetings of the members shall be held upon at least four (4) days' notice by announcement in the Palisades High School Principal's Newsletter, or similar community publication, or forty-eight (48) hours' notice given personally or by telephone, telegraph, telex or other similar means of communication.

Section 8. QUORUM. At any meeting of the members, five members shall constitute a quorum to transact business,

Section 9. ADJOURNMENT. A majority of the members present, whether or not a quorum is present, may adjourn any meeting of the members.

ARTICLE III: DIRECTOR

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Section 1. OFFICE OF DIRECTOR. The policies of the Corporation shall be established and monitored by a Board of Directors consisting of not less than three (3) nor more than nine (9) members elected each year at the Annual Meeting of the members, with the exact number of directors to be determined by the Board.

Section 2. TERM OF OFFICE. Each Director shall be elected for a one (1) year term, A candidate shall be eligible for re-election.

Section 3, NOMINATION AND ELECTION, The President of the Board of Directors shall appoint a Nominating Committee consisting of not less than three (3) members. In addition, the President shall invite any members to make known their interest in applying for Directorial assignment at any time prior to the Corporation's annual meeting. The appointments shall be made before March of each year so that the Nominating Committee can meet no later than the second week in March of each year. The Committee shall give its report and place in nomination the candidates selected to stand for election to the Board of Directors' each year at the Regular Meeting in May. Additional persons may be nominated, from the floor during the Annual Meeting of the members. Nominees shall stand for election each year at the Annual Meeting of the members.

Section 4. POWERS. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the day-to-day operations to any person or persons, a management company or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such 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 other officers, agents and employees of the Corporation,

prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation and require from them security for faithful service.

1. To establish the policies for the management of the affairs and activities of the Corporation and to make such rules and regulations therefore not inconsistent *with* law, the Articles or these Bylaws, as they may deem best.

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1. 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.
2. To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered the required documents.

Section 5. VACANCIES. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Law, any director may resign effective upon giving written notice to the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes affective.

Vacancies on the Board of Directors may be filled by appointment of the President, after approval by the Board of Directors, such appointees to serve the terms of the members to be replaced,

A vacancy or vacancies on 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 is 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 Article 3 of the California Nonprofit Public Benefit Corporation Law.

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 6. PLACE OF MEETING, Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, meetings shall be held on the Palisades High School campus.

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Section 7. ANNUAL MEETINGS. The Board shall hold an annual meeting for the purpose of organization, installation of directors and officers and the transaction of other business. Annual meetings of the Board shall be held in conjunction with the Regular Meeting for June.

Section 8. SPECIAL MEETINGS. Special meetings of the Board for any purpose or purposes may be called at any time by the President, any Vice President the Secretary, or any two directors.

Section 9. NOTICE, Annual and special meetings of the Board shall be held upon at least four (4) days' notice by first-class mail or forty-eight (48) hours' notice given personally or by telephone, telegraph, telex or other similar means of communication.

Section 10. QUORUM. One-third of the number of elected directors shall constitute a quorum of the Board for the transaction of business, except to adjourn. 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 shall be regarded as the act of the Board, unless a greater number is required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 11. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE AND OTHER ELECTRONIC MEANS. Directors may participate in a meeting of the Board, or a committee meeting, through use of a conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. The authority to conduct business of the Board by conference telephone or other electronic means is subject to meeting the quorum requirement.

Section 12. 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 thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

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Section 13. 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. twenty-four (24) hours, reasonable notice of any adjournment 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 14. 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 such action. Such, consent or consents, shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 15. 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.

Section 16, EXECUTIVE COMMITTEE. The Executive Committee shall consist of the President, First Vice President, Second Vice President, Secretary and Treasurer, and any other duly authorized Director by appointment of the President, and shall act for the Board of Directors in the interim between Board meetings, but shall not have the power to reconsider or reverse any action or policy of the Board. The President shall act as the Chairperson.

The Executive Committee as a whole shall also have the power of general supervision, management, and control of the business of the Corporation and over its several officers.

A majority of all the members of the Executive Committee may determine its rules of procedure unless the Board shall otherwise provide. The Board shall have the power to change the members of the Executive Committee at any time, either with or without cause and to fill vacancies; provided that all appointments to the Executive Committee shall be by a majority vote of the directors then in office.

Any action which.under the provisions of the Law may be taken at a meeting of the Executive Committee may be taken without a meeting if authorized in writing signed by all members of the Executive Committee who would be entitled to vote at a meeting for such purpose and filed with the Secretary of the Corporation.

Section 17. STANDING OR SPECIAL COMMITTEES, In the event the Board determines that the management of the Corporation would be benefited by the establishment of one or more standing or special committees, in addition to the Executive Committee, the Board may from time to time establish one or more such committees. Each such committee shall consist of one or more directors and shall be presided over by a director appointed by the President.

The term "standing committee" or "special committee" shall mean any committee appointed by the President. The function of such committee shall be advisory to the

Board. Notice of, and procedures for, meetings of standing or special committees shall be as prescribed by the chairperson of each such standing or special committee, and meetings of standing or special committees may be called by the President, or the chairperson of the standing or special committee.

Section 18. LIMITATIONS UPON COMMITTEES OF THE BOARD. No committee of the Board shall have any of the authority of the Board with respect to:

(a) The filling of vacancies on the Board or on any committee which has the authority of the

Board;

(b) the amendment or repeal of Bylaws or the adoption of new Bylaws;

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1. the amendment or repeal of any resolution, of the Board which by its express terms is not so amendable or repealable;

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1. the appointment of other committees of the Board or the members thereof if such committee will have the authority of the Board;
2. the approval of any self-dealing transaction, except that when it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction, the Executive Committee may approve the transaction in a manner consistent with the standards set forth in Section 233(d) of the Law subject to ratification by a majority of the directors then in office (without counting the vote of any interested director) at the next meeting of the Board.

Section 19. REIMBURSEMENT. Directors and members or committees may receive reimbursement for expenses, as may be fixed or determined by the Board.

ARTICLE IV: OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall be a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed. The officers must be members of the Board of Directors.

Section 2. ELECTION. The officers of the Corporation, shall be chosen annually by, and shall serve at the pleasure of, the Board of Directors, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected. All officers shall be elected for a term of one year. Any Officer may stand for re-assignment or re-election.

Section 3. SUBORDINATE OFFICERS. The Board may elect, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

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Section 4. REMOVAL AND RESIGNATION, Any officer may be removed, either with or without cause, by the Board at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer. Any officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 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 these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. PRESIDENT. The President shall preside at all regular meetings of the Board of Directors; she/he shall appoint, with the advice and consent of the Board of directors all standing committees, chairpersons, and members of said committees; she/he shall appoint all special committees, she/he shall be responsible for the agenda of all business and Board meetings, and she/he shall perform all other duties ordinarily performed by the President.

Section 7. FIRST VICE PRESIDENT. The First Vice President shall be responsible for the planning and executing of all programs, she/he shall become President if the President leaves that office; she/he shall perform the duties of the office of President in the absence or incapacity of the President.

Section 8. SECOND VICE PRESIDENT. The Second Vice President shall be responsible and shall perform such duties as may be assigned to her/him by the Board of Directors; she/he shall perform the duties of the office of President in the absence or incapacity of the President and the First Vice President.

Section 9. SECRETARY. The Secretary shall be responsible for keeping an accurate record of the minutes of all regular or special meetings; she/he shall be responsible also for any official club correspondence, at the request of the President; she/he shall keep the official Bylaws of this Corporation and attach thereto all amendments; she/he shall also keep an accurate record of the attendance at regular meetings; she/he shall keep a complete and continually revised roll of the membership of the Board of Directors, and she/he shall perform all other duties ordinarily performed by the Secretary.

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Section 10. TREASURER. The Treasurer's duties shall consist of collecting and keeping an accurate accounting of all corporate funds, receipts, and disbursements and presenting a report of same at each business meeting or at the request of the President.

ARTICLE V: OTHER PROVISIONS

Section 1. ENDORSEMENT OF DOCUMENTS; CONTRACTS. Subject to the provisions of applicable law, any note, mortgage or evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the President or any Vice President and the Secretary, or the Treasurer of the Corporation shall be valid and binding on the 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. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. REPRESENTATION OF SHARES OF OTHER CORPORATIONS. The President, or any other officer or officers authorized by the Board or the President, are each authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the

Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 3. 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.

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Section 4, PRIORITY OF DOCUMENTS, in the event of any inconsistency between official documents or policies of the Corporation, the following order of precedence will govern: (1) Articles of Incorporation, (2) Bylaws of the Corporation, (3) policy resolutions of the Board, (4) procedural statements approved by the Board.

Section 5. MAINTENANCE OF CERTAIN RECORDS. The accounting books, records, minutes of proceedings of the Board and the Executive Committee of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal business office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

Section 6. ANNUAL REPORT. The Board shall cause an annual report to be furnished to the directors not later than 150 days after the close of the Corporation's fiscal year. The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such accountant's report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall contain in appropriate detail the following:

1. the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
2. the principal changes in assets and liabilities, including trust funds, during the fiscal year;
3. the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year

(d) the expenses or disbursements of the Corporation, for both general and restricted

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purposes, during the fiscal year; and

Section 7. NON-LIABILITY OF DIRECTORS OR OFFICERS. Except as provided by Sections 5233 and 5237 of the California Corporations Code, there shall be no personal liability to a third party for monetary damages on the part of a volunteer director or volunteer Executive Committee officer based upon the director's or officer's negligent act or omission in the

performance of that person's duties as a director or officer, if all of the following conditions are met:

1. The act or omission is within the scope of the director's or officer's duties;
2. The act or omission is not reckless, wanton, intentional, or grossly negligent.
3. The act or omission is performed in good faith; and
4. The Corporation may maintain a liability policy issued to the Corporation, either in the form of a general liability policy or a director's and officer's liability policy to cover claims for damages caused by an act or omission of the directors or officers.

Section 8. INDEMNIFICATION. The Corporation shall have power to indemnify its directors, officers and agents to the maximum extent permitted by law.

ARTICLE VI: AMENDMENTS

Section 1. AMENDMENTS. These Bylaws may be amended at any regular meeting of the Board of Directors, or at any special meeting called for that purpose, provided notice of such meeting, together with a written copy of the proposed amendment, has been given each member of the Board of Directors at least two weeks prior to the meeting and the amendments are passed by a two thirds vote of the members of the Board of Directors present.

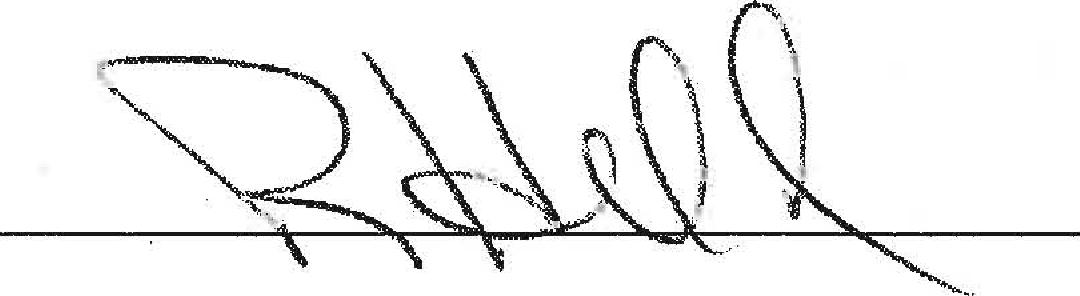
SECRETARY'S CERTIFICATE
  
OF
  
ADOPTION BYLAWS

I hereby certify that I am the duly elected and acting secretary of the Palisades High School Booster Club, Inc, Board of Directors, a California corporation, and that the foregoing bylaws consisting of 12 pages constitute the bylaws of the corporation as duly adopted at a meeting of the board of directors held on November 17, 1992, amended in April, 2006, and re-ratified on March 19, 2012.

IN WITNESS WHEREOF, I hereby subscribe my name on z'")\--11/4

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| 2012. |  |
|  | , Secretary |

(Seal)



, President

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