

BYLAWS OF CULVER CITY HIGH SCHOOL BOOSTERS, INC.

I.

SECTION 1.01 Principal Office

The principal office of the corporation for the transaction of its business is located in the County of Los Angeles, State of California. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in the county.

II. Membership

SECTION 2.01 Members

There shall be one (1) class of members of this corporation and the voting and other rights of each member shall be equal. No member shall hold more than one membership in the corporation. Any multi-party membership shall be accorded only one (1) vote in any election or call for vote by the membership.

SECTION 2.02 None - Liability Members

No member of the corporation shall be personally liable for the debts, liabilities or obligations of the corporation.

SECTION 2.03 Qualifications

Any person who pays the dues as herein required and agrees to be bound by the Articles of Incorporation of this corporation, by these Bylaws, and by the rules and regulations adopted by the directors is qualified to become a member of the corporation.

SECTION 2.04 Dues and Assessments

- a. The Board of Directors shall set annual dues payable to the corporation by each member. The first annual dues shall be payable immediately upon becoming a member. Annual dues thereafter shall be payable in advance on or before the first day of October in each year. There shall be no prorating of dues for those who become members subsequent to the date when membership dues become payable.
- b. Membership in this corporation shall be non-assessable.

SECTION 2.05 Certificates of Membership

Issuance of membership certificates shall be at the discretion of the Board of Directors.

SECTION 2.06 Membership Lists

The corporation shall keep a record of memberships containing the name and address of each member. Termination of the membership of any member shall be recorded in the records together with the date on which such membership ceased. Such records shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours. Membership records shall be for the exclusive use of the corporation unless otherwise approved by the Board of Directors.

SECTION 2.07 Property Rights

No members shall have any right or interest in any of the property or assets of this corporation.

SECTION 2.08 Transfer and Termination of Membership

No membership may be transferred or any right arising there from. Membership shall terminate upon the resignation or death of an individual member, or on any member's failure to pay dues as herein required within thirty (30) days after the date they become payable.

III. Meetings of Members

SECTION 3.01 Place

Meetings of members shall be held at the principal office of the corporation or at such other place or places within the State of California as may be designated from time to time by resolution of the Board of Directors.

SECTION 3.02 Annual Meeting

An annual meeting for members for the election of Directors and officers and for the transaction of other business as may properly come before the meeting shall be held every year on the third Monday in May at 7:00 p.m.

SECTION 3.02.01 Monthly Meetings

Regularly scheduled meeting shall be held on the third Monday of each month at 7:00 p.m. for the transaction of corporation.

SECTION 3.03 Special Meetings

Special meetings of members for any purpose may be called at any time by the Board of Directors or by not less than 25 percent of the members of the corporation.

SECTION 3.04 Notice

Notice of all special meetings for the purpose of conducting corporation business shall be given by the Secretary of the corporation at least ten (10) days prior to the date of the meeting.

SECTION 3.05 Quorum

Those members present at all scheduled meetings and those members present at any special meeting convened in accordance with Sections 3.03 and 3.04 shall constitute a quorum for the transaction of business.

SECTION 3.06 Conducting of Meetings

- a. Meetings of members shall be presided over by the President of the corporation or, in his absence, by the Executive Vice President or in the absence of both, by a chairman chosen by a majority of the members present. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that in his absence the presiding officer shall appoint another person to act as Secretary of the meeting.
- b. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with these Bylaws, with the Articles of Incorporation of this corporation, or with the law.

IV. Directors

SECTION 4.01 Number

The corporation shall have seven (7) directors. Two of the directors shall be the current President and the Executive Vice President who shall serve on the board during their term of office. The other five directors shall be elected from the membership at large.

SECTION 4.02 Election, Terms, Qualifications and Vacancies

Directors shall be corporation members who are over the age of twenty-one (21) years and citizens and residents of this state. The officers and Directors shall be elected at the May general membership meeting by a majority vote of the attending and voting regular members. The Executive Committee shall make nominations. Nominations may also be made from the floor at the meeting for the elections. No person shall be submitted to the membership as a candidate for any office without that person's consent.

Directors and officers are to serve until the end of the fiscal year or until a successor is elected and qualified.

A Director or Officer may be recalled by a two-thirds vote of regular members in attendance and voting at a meeting called by the Directors on their own initiative and with specific notice given to the members as to the purpose of the meeting to recall a Director or officer. The Directors shall call such a meeting within thirty (30) days after receiving a petition signed by 25 percent of the voting members requesting a recall.

Vacancies shall be filled by appointment by the members of the Board for the duration of the term.

SECTION 4.03 Powers

The directors shall exercise the powers of the corporation, control its property, and conduct its affairs, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws.

The Board of Directors shall determine when funds of the corporation are to be distributed and shall allocate and disburse the funds in support of the purposes for which

the organization exists. In carrying out this function, the Board shall receive and consider the recommendations of the Executive Committee.

SECTION 4.04 Compensation

The Directors shall serve without compensation.

SECTION 4.05 Place of Meetings

Meetings of the Directors shall be held at such places in the County of Los Angeles, State of California, or elsewhere, as may be designated from time to time by the Board of Directors.

SECTION 4.06 Regular Meetings

Regular meetings of the Board of Directors shall be held at such time and such place as shall be prescribed from time to time by resolution of the Board.

SECTION 4.07 Special Meetings

A special meeting of the Board of Directors shall be held whenever called by the President, or if he is absent or unable to act by the Executive Vice President, or by any four (4) Directors.

SECTION 4.08 Notice of Meetings

Notice of meetings of Directors shall be given in writing by the Secretary of the corporation to each Director personally or by United States Mail at least ten (10) days before the date of the meeting. Notice of the meeting time and place after an adjourned regular meeting need not be given to absent Directors if the time and place are fixed as the regular meeting is adjourned.

SECTION 4.09 Quorum

A quorum shall consist of four (4) Directors and, unless a greater number is expressly required by statute, by the Articles of Incorporation, or by these Bylaws, every act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

SECTION 4.10 Conduct of Meetings

The President or, in his/her absence, the Executive Vice President or, in the absence of both, a chairman chosen by a majority of the Directors present, shall preside at all meetings of the Board of Directors, and such meetings shall be governed by Robert's Rules of Order, as such may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with the law.

SECTION 4.11 Resignation

Any Director of this corporation may resign at any time by giving written notice to the chairman or to the Board of Directors. Such resignation shall take effect at the time specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4.12 Non-Liability of Directors

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

V. Indemnification

SECTION 5.01 Indemnity of Corporation for Litigation Expenses of Director, Officer or Employee

Should any Director, Officer, or employee of this corporation be sued, either alone or with others, because he is or was a Director, Officer or employee of the corporation, in any proceeding arising out of his alleged misfeasance or non-feasance in the performance of his duties or out of any alleged wrongful act against the corporation or by the corporation, indemnity for his reasonable expenses, including attorney's fees incurred in the defense of their proceedings, may be assessed against the corporation, its receiver or its trustee, by the court in the same or separate proceeding if (1) the person sued is successful in whole or in part, where the proceeding against him is settled with the approval of the court; and (2) the court finds that his conduct fairly and equitably merits such indemnity. The amount of such indemnity shall be so much of the expenses, including attorneys fees, incurred in the defense of the proceeding, as the court determines and finds to be reasonable.

VI. Officers

SECTION 6.01 Number and Titles

The officers of this corporation shall be a President, an Executive Vice President, a Vice President/Parliamentarian, a Secretary and a Treasurer.

SECTION 6.02 Subordinate Officers

The Board of Directors may appoint such other officers or agents as it may deem desirable.

SECTION 6.03 Qualifications, Elections and Term of Office

Officers of the corporation shall be members who are over the age of twenty-one (21) years, and citizens and residents of this state. The President, Executive Vice

President, Vice President/Parliamentarian, Secretary and Treasurer shall be elected at the May membership meeting as provided in Section 4.02. Each officer shall hold office until his successors shall have been elected and qualified, or until his removal, death or resignation. The Board of Directors may appoint such other officers and agents referred to in Section 6.02 hereof at any time and from time to time, and all such officers or agents shall hold their office at the pleasure of the Board and shall be subject to removal by the Board at any time.

SECTION 6.04 Removal and Resignation

Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, and such officer shall be removed should he cease to be qualified for the office as herein required. 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. Any such resignation shall take effect if the date of the receipt of such notice or at any time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6.05 Vacancies

Any vacancies caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors for the unexpired portion of the term. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6.06 Duties of President

The President shall be the representative of the Board of Directors. He shall have general control and management of the affairs, property and business of this corporation, subject to the control of the Board of Directors and the provisions of these Bylaws. He shall preside at all meetings of the members and of the Board of Directors. He may, if necessary, sign and execute in the name of this corporation, deeds, assignments, mortgages, bonds, contracts and other instruments duly authorized by the Board of Directors, and generally he shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to him by the Board of Directors. He shall appoint the chairman and members of all committees and shall have the power to remove any chairman or member there from at his pleasure. He shall, whenever it may be necessary in his opinion, prescribe the duties of officers and employees of this corporation whose duties are not otherwise defined in these Bylaws or by the Board pursuant to the authority contained in these Bylaws.

SECTION 6.07 Duties of Executive Vice President

The Executive Vice President shall assume the duties and powers of President in the President's absence or disability to act and shall perform such other duties and possess such other powers as shall be prescribed and conferred by the Board of Directors or by the President.

SECTION 6.07.01 Duties of Vice President/Parliamentarian

The Vice President/Parliamentarian shall assume the duties and powers of President in the absence of both the President and Vice President and Executive Vice President. He/she shall assure that all meetings of the Board or of the general membership are conducted in accordance with Robert's Rules of Order.

SECTION 6.08 Duties of Secretary

The Secretary shall:

a. Certify and keep at the principal office of the corporation the original or a copy of these Bylaws as amended or otherwise altered to date.

b. Keep at the principal office of the corporation or at such other place as the Board of Directors may order, a Book of Minutes of all meetings of the Directors and members, recording herein the time and place of holding, whether regular or special, and of special, how authorized, notice thereof given, the names of those present at meetings of Directors, the number of members present at meetings of members, 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 the custodian of the records of the corporation.

e. Keep at the principal office of this corporation membership book containing the name and address of each member, and in any case where membership has been terminated, record such fact in the book together with the date on which the membership ceased.

f. Exhibit at all reasonable times to any director of the corporation, or to his agent or attorney, upon request therefore, the Bylaws, the membership book and the minutes of the proceedings of the directors and of the members of the corporation.

g. Exhibit at all reasonable times to any member, or his agent or attorney, upon written demand therefore for a purpose reasonably related to the interests of such member, the Bylaws and the minutes of meetings of the Board of Directors or of the

members, and shall exhibit said records at any time when required by the demand of 25 percent or more of the members of the corporation.

h. Keep accurate minutes of the proceedings of the general membership, executive committee and Board of Directors meetings and 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 in this corporation, and by these Bylaws, which may be assigned to him from time to time by the Board of Directors.

SECTION 6.09 Duties of Treasurer

a. The treasurer shall receive funds paid to the organization and shall deposit the same in the official depositories designated by the Board of Directors. The Treasurer shall disburse the funds in the manner budgeted or authorized by the Board of Directors or authorized by the Executive Committee. All disbursement shall be made by check, which shall show the payee, items of services rendered or goods purchased, and the amount of payment. All checks shall require two signatures, both of which shall be Executive Committee members. Normally the President and the Treasurer will sign all checks, but others may be authorized to sign.

VI. Committees

SECTION 7.01

The Board of Directors may create such committees, provide for appointment of the chairman and members thereof, and prescribe their duties as it deems advisable.

VII. Executive Committee

The Executive Committee shall consist of the elected officers of the Corporation. The management of the affairs of the organization not otherwise provided for in these Bylaws shall be vested in the Executive Committee.

The Executive Committee shall meet as required to carry out the business of the organization. The Executive Committee shall meet regularly with the Dean of Activities and Athletics, coaches and activities sponsors to better determine the needs of the various programs and to coordinate efforts.

The Executive Committee shall make recommendations to the Board of Directors regarding allocation and disbursement of the funds of the organization to carry out the purposes for which it exists. In making such recommendations, the Executive Committee shall take into consideration the expenses, participation, time spent and other contributions by parents or friends of students in the various programs to be benefited as well as the needs of said programs.

The President shall call all Executive Committee meetings. The Secretary shall notify each member of the Executive Committee, Dean of Activities and Athletics, coaches and activities sponsors of the time, place and date of each Executive Committee meeting. Three members of the Executive Committee shall constitute a quorum.

VIII. Corporate Records and Reports

SECTION 9.01 Minutes of Meetings

The corporation shall keep as its principal office, or at such other place as the Board of Directors may order, a Book of minutes of all meetings of Directors and of all meetings of members with the time and place of holding, whether regular or special, and

if special, how authorized, the notice given, the names of those present at meetings of directors, the number of members present at meetings of members, and the proceedings thereof.

SECTION 9.02 Book of Account

The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

SECTION 9.03 Records Available to Assessor

Under request of an assessor, the corporation shall make available at its principal office in California or at a place mutually acceptable to the assessor and to the corporation a true copy of business records relevant to the amount, cost and value of property, subject to local assessment, which it owns, claims, possesses or controls within the country.

SECTION 9.04 Annual Report

At the end of each fiscal year, the outgoing Board of Directors shall prepare and publish, or cause to be prepared and published, an annual report of receipts and disbursements of the corporation, and shall determine the form in detail in which the report shall be made. The President shall present the annual report at the July membership meeting.

X.

SECTION 10.01 Fiscal Year

The fiscal year of the Corporation shall be from July 1 to June 30.

XI. Bylaws

SECTION 11.01 Effective Date

These Bylaws shall become effective immediately upon adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors or members of the Corporation in adopting them provided that they are to become effective at a later date.

SECTION 11.02 Amendment

These Bylaws may be altered, amended, repealed by a majority of members present in person at any meeting of members present in person at any meeting of members at which a quorum is present. Said Bylaws changes shall be presented to the membership sixty (60) days prior to any vote by the membership on the proposed changes.

I hereby certify that I am duly elected and acting Secretary of CULVER CITY HIGH SCHOOL BOOSTERS, INC., a California non-profit Public Benefit Corporation, and that the foregoing Bylaws comprising of fifteen (15) pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors thereof held on September 1988.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the corporation on

Lise Friedman, Recording Secretary

_____ (date)