

**BYLAWS OF THE
MORNINGSIDE HIGH MONARCHS
ALUMNI ASSOCIATION**

AMENDED & APPROVED: OCTOBER 9, 2014

ARTICLE 1: NAME

The name of this corporation is: Morningside High Monarchs Alumni Association, Inc. In this document, the corporation is also referred to as MHMAA.

ARTICLE 2: OFFICES

SECTION 2.01: PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of the corporation (principal office) is located at 24911 Knollwood Lane, Valencia, CA 91355. The Board of Directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

SECTION 2.02: OTHER OFFICES

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE 3: PURPOSES AND LIMITATIONS

SECTION 3.01: PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes. This corporation is organized exclusively for charitable purposes within the meanings of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these Bylaws, the corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation, and the corporation shall not carry on any other activities not permitted to be carried on: 1. by a corporation exempt from Federal income tax provision of any future United States Internal Revenue Law); 2. by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 3.02

a. Political Activity. The corporation shall not participate in or intervene in, publish or distribute statements in connection with, any political campaign on behalf of any candidate for

public office, nor any such campaign, and activities designed to influence legislation shall comply with regulations related to the Corporation's nonprofit status.

b. Property. The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in Sections 3.01 and 3.03. No part of the profits or net earnings of this corporation shall ever inure to the benefit of any of its directors, trustees, officers, members (if any), employees or to the benefit of any private individual.

c. Dissolution. Upon the winding up and dissolution of the corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 3.03: SPECIFIC PURPOSES

The specific purposes of this corporation are to advocate on behalf of Morningside High School, its students, faculty, and administration; provide resources that enhance the learning environment and educational opportunities of Morningside High School students; work with the principal and administration to enrich the "high school" experience for the students; support Morningside High School through fund-raising to benefit the school; facilitate and promote networking among Morningside High School alumni; and help maintain and preserve the history of Morningside High School.

ARTICLE 4: MEMBERS

SECTION 4.01: GENERAL MEMBERS

All Morningside High School alumni, former students, as well as present and former staff members are eligible to become members of MHMAA. General Members shall:

- a. Be eligible to attend the MHMAA annual meeting and all other general meetings and events.
- b. Be able to stay informed of association activity via the MHMAA WEBSITE.

SECTION 4.02: ACTIVE MEMBERS

Any general member who is an MHS alumnus or former student of Morningside High who submits a membership application and pays the annual or lifetime membership fee is considered an active member. Each such member shall:

- a. Have all of the privileges of general members.
- b. Be eligible to vote and stand for election as an officer or member of the MHMAA Board of Directors.
- c. Receive email communications that would include the President's Annual Report and notices of upcoming association activities.

d. Maintain active membership through the payment of annual dues. Alumni who become members after April 1st of the current membership year shall have their dues applied to the next year's annual dues payment.

e. Membership is terminated upon the written request of the member or through the non-payment of annual dues.

Section 4.03: Honorary Members

Any general member who is a present or past staff member of Morningside High who submits a membership application shall be an honorary member. Each honorary member shall:

a. Receive email communication that would include the President's Annual Report and notices of upcoming association activities.

b. Maintain Honorary Membership through renewal of annual membership with annual dues payment waived in recognition of their service to Morningside High.

SECTION 4.04: MEETINGS OF THE MEMBERSHIP

a. Annual Meeting: The annual meeting shall take place in the fall of each year. All members of the MHMAA may attend; only active members, as of June 30th of the previous year or current members, are to be counted in the quorum for voting purposes. A quorum will be a majority of active members registered and attending the annual meeting. The nominating committee's proposed slate of board members; any proposed amendments to the articles of incorporation and/or bylaws, if applicable; the proposed changes to the annual and/or life membership dues, and other business requiring a vote of the active membership, will be posted two weeks prior to the annual meeting on the MHMAA website. Only active members have voting privileges.

b. General Meetings: General meetings may be held at the discretion of the board. The time and place shall be announced a minimum of two weeks prior to meeting on the MHMAA WEBSITE

c. Events/Fiscal/Membership Year: The year, for the purpose of planning events and activities, membership, and finances shall run from July 1 until June 30.

ARTICLE 5: DIRECTORS

SECTION 5.01: POWERS

a. General Corporate Powers: Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law, any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

b. Specific Powers: Without prejudice to these general powers, but subject to the limitations imposed by law, the directors shall have the power to:

1. Appoint and remove, at the pleasure of the Board, all officers, agents, and employees of the corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws.
2. Change the principal office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings.

SECTION 5.02: NUMBER AND ELECTIONS OF DIRECTORS AND, RESTRICTIONS ON DIRECTORS

a. Authorized Number: The authorized number of directors shall be no fewer than five (5) and no more than fifteen (15).

b. Restriction: No powers vested in the Directors shall interfere with any powers of active members.

c. Subsequent Election and Term of Office of Directors: Directors shall be elected at the annual membership meeting to be held in September each year. The normal term for elected directors shall be three years. Vacancies which occur other than by normal term expiration shall be filled by vote of the Board at any meeting. Such vacancies on the Board may also be filled by the remaining directors, and the persons so elected shall serve the un-expired terms.

d. Restrictions on Interested Directors: No more than forty-nine percent (49%) of the Board shall consist of interested persons. An interested person is: 1. Any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; 2. Any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any such person; 3. Any person who would have any conflict of interest if he/she served on the Board.

e. Voting: All decisions of the Board shall be made by majority vote unless otherwise specified in these Bylaws.

SECTION 5.03: NOMINATING COMMITTEE

Before the expiration of the terms of the respective board members, new directors shall be nominated by a Nominating Committee selected by the Board. The Committee will serve as an administrative branch of the Board for purposes of asking appropriate candidates to fill Board vacancies and organizing the electoral process. Appointment of the Committee shall be in accordance with Section 5.01.

SECTION 5.04: STANDING AND AD HOC COMMITTEES

Notwithstanding the provisions of Section 5.01, the President or Board may appoint such standing or ad hoc committees from time to time as they deem appropriate

SECTION 5.05: VACANCIES

a. Events Causing Vacancy. A vacancy on the Board shall exist on the occurrence of any of the following: 1. The death, removal, suspension or resignation of any directors; or 2. The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment, of any court to have breached a duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

b. Resignations: Except as provided in this subsection, any director may resign effective upon giving written notice to the President or the Secretary of the Board, unless such notice specifies a later time for the resignation to become effective. Except upon notice to the Attorney General of the State of California, no director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

c. Filling Vacancies: Any vacancy on the Board shall be filled by vote of the remaining directors, whether or not a quorum, or by the sole remaining director. However, if a vacancy occurs within three months of the annual active members meeting, the members shall elect the replacement board member.

d. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before the director's term of office expires.

e. Absenteeism. If a Director is absent from three consecutive meetings without being excused, he/she may be removed by majority vote of the Board.

SECTION 5.06: PLACE OF MEETINGS; MEETINGS BY TELECONFERENCE

Regular meetings of the Board may be held at any place within or outside the State of California that has been designated from time to time by the Board. In the absence of any such designation, meetings shall be held at the principal office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 5.06, a regular or special meeting of the board may be held at any place consented to in writing by all Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, in which case all such directors shall be deemed to be present in person at such meeting.

**SECTION 5.07: ANNUAL, REGULAR AND SPECIAL
MEETINGS**

a. Annual Meeting. The Board shall hold an annual meeting in conjunction with the regularly scheduled annual active member meeting in the month of September each year for the purpose of organization, election of officers and the transaction of other business; however, the Board may fix another time for the holding of its annual meeting, provided that appropriate notice is given to all directors.

b. Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held as such time and place as may be determined by resolution of the Board of Directors, except that the Board shall meet no less than four (4) times each year, with the board scheduling as many additional meetings as it chooses. Any given regular meeting may be dispensed with by majority vote of the Board. The manner of giving notice shall be by:

1. Personal delivery of written notice;
2. First-class mail, postage prepaid;
3. By telephone, either to the director or to a person at the director's office who would be reasonably expected to communicate that notice promptly to the director; or,
4. By electronic means.

c. Special Meetings.

1. Authority to Call. Special meetings of the Board for any purpose may be called at any time by the President, Vice President, the Secretary, or any two directors.
2. Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each director by one of the following methods:
 - (a) By personal delivery of written notice;
 - (b) By first-class mail, postage prepaid;
 - (c) By telephone, either to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director;
 - (d) By facsimile, provided a hard copy of the notice is mailed by first-class mail, postage prepaid, no later than three days after the transmission of the facsimile; or
 - (e) By e-mail or any other means designed to give actual notice.

All such notices shall be given or sent to each director's address and/or telephone/facsimile number, or e-mail address, as shown on the records of the corporation.

d. Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails at least seven (7) days before the date set for the meeting. Notices given by personal delivery, telephone, facsimile or e-mail shall be delivered, telephoned or sent by facsimile at least forty-eight (48) hours before the time set for the meeting.

e. Notice Contents. The notice shall state the date and the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting. If the meeting is by conference call, the call-in numbers and access code shall be provided in said notice.

SECTION 5.08: QUORUM

A majority of the actual number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.10. 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, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law for decisions relating to: 1. Approval of contracts or transactions in which a director has a direct or indirect material financial interest; 2. Approval of certain transactions between corporations having common directorship; 3. Creation of an appointment of committees of the Board and 4. Indemnification of directors. 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 that meeting.

SECTION 5.09: WAIVER OF NOTICE

Notice of a meeting need not be given 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. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given any director who attends the meeting without protesting the lack of notice before or at its commencement.

SECTION 5.10: ADJOURNMENT

A majority of the directors present, whether or not a quorum, may adjourn any meeting to another time and place.

SECTION 5.11: NOTICE OF ADJOURNED MEETING

Notice of the time and place of holding an adjourned meeting need not be given to those directors who were not present before adjournment, unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

SECTION 5.12: ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting if seventy-five percent (75%) of the members of the Board consent in writing to that

action. (The action that 75% of the members must consent to is the authorization that an “action without a meeting” may take place.) Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

SECTION 5.13: FEES AND COMPENSATION OF DIRECTORS

No director nor any member of any committee shall receive compensation for his/her services but shall be paid reimbursement of expenses, as may be determined by resolution of the Board to be just and reasonable, after submitting appropriate itemized requests for reimbursement according to generally accepted accounting principles.

SECTION 5.14: REMOVAL OF DIRECTORS

Any Director may be removed from office at any time, with or without cause, by a vote of two-thirds the remaining Directors

SECTION 5.15: LIMITATIONS

Members’ powers supersede if there is any conflict between the powers of the active members and the powers of the board, the powers of the active members shall supersede the powers of the directors.

ARTICLE 6: COMMITTEES

SECTION 6.01: COMMITTEES OF THE BOARD

The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of one or more directors or others, to serve at the pleasure of Board. Appointments to committees of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more persons as alternate members of any such committee, who may replace absent members at any meeting. Any such committee, to the extent provided in the resolution creating the committee, shall have all of the authority of the Board, except that no committee, regardless of Board resolution, may:

- a. Fill vacancies on the Board or any committee, which has the authority of the Board;
- b. Amend or repeal Bylaws or adopt new Bylaws;
- c. Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- d. Appoint any other committees of the Board or the members of these committees;
- e. Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as such approval is provided for in Section 5233(d)(3) of the California Corporations Code.

SECTION 6.02: TERM OF OFFICE OF COMMITTEE

CHAIRS and MEMBERS

All committee chairs and members shall serve for a term of one (1) year, unless appointed for a longer or shorter term by the Board.

SECTION 6.03: MEETINGS AND ACTIONS OF THE COMMITTEES

Meetings and actions of committees of the Board shall be governed by, held and taken in accordance with the provisions of Article 5 of these Bylaws, concerning meetings and other actions of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined either by resolution of the Board or, if there is no Board resolution, by resolution of the committee of the Board. Committee actions and progress shall be reported to the Board, with a summarized written copy being submitted to the secretary. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

SECTION 6.04: EXECUTIVE COMMITTEE

The Executive Committee shall be made up of the officers and shall have the authority to make decisions between Board meetings in urgent or emergency situations where it is impractical to convene the entire Board. All such decisions shall be reported to the Board at its next regular or special meeting, at which the Board shall be asked to ratify the action taken by the Executive Committee.

ARTICLE 7 - OFFICERS & COMMITTEES

SECTION 7.01: OFFICERS

The officers of the corporation shall include a President (who will also serve as Chair of the Board), a Vice President, a Secretary, a Treasurer, and a Parliamentarian. The corporation may also have, at the Board's discretion, such other officers as may be appointed in accordance with Section 7.03 of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

SECTION 7.02: ELECTION OF OFFICERS

The officers of the corporation, except those appointed in accordance with the provisions of Section 7.03 of this Article 7, shall be chosen by the Board of Directors, and each shall serve for a term of one year or at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment which specifies a different term.

SECTION 7.03: RESPONSIBILITIES OF OFFICERS

- a. The President shall:
 1. Prepare an agenda and chair all general meetings and the meetings of the board;
 2. Be responsible for planning and chairing the Annual Meeting;
 3. Appoint standing committee chairs, with the approval of the board of directors;

4. Prepare the “President’s Annual Message”, see that it is posted on the MHMAA website in June of each year; and
 5. Be an *ex-officio* member of all committees, with the right to vote.
- b.** The Vice-President shall:
1. Assist the president as assigned;
 2. Chair the annual meeting, general meetings, or board meetings in the absence or inability of the president, or when delegated the responsibility of presiding by the president;
 3. Be a member of the membership and finance committees.
- c.** The Secretary shall:
1. Be responsible for seeing that minutes are kept of all meeting of the membership and the board of directors;
 2. Be responsible for the custody of books, records, and files;
 3. Certify election results and results of other action taken by the voting membership.
 4. Work with the Webmaster in maintenance of the website.
- d.** The Treasurer shall:
1. Be responsible for the control, receipt, and custody of the assets of the MHMAA;
 2. Be responsible for the disbursement of assets as authorized by the board of directors;
 3. Prepare and issue financial statements that report on the receipt, use, and disbursement of all assets of MHMAA at each meeting;
 4. Deposit all funds in a depository approved by the board of directors;
 5. Prepare an annual budget in consultation with the Finance Committee for approval by the board of directors;
 6. Submit accounts for an informal audit at the end of the fiscal year;
 7. See that the tax returns are filed; and
 8. Be a member of the finance committee.
- e.** The Parliamentarian shall:
Have a copy of the most recent edition of Robert’s Rules of Order for reference at each meeting.

SECTION 7.04: STANDING COMMITTEE/APPOINTED POSITIONS

- a.** Finance Committee:
1. **Composition:** The Finance Committee is composed of the treasurer, vice president, and one other member appointed by the President. The treasurer shall not act as chair of the committee.
 2. **Responsibilities:** This committee will prepare and present the year-end financial report and the proposed budget to the board of directors at their meeting prior to

the annual meeting for approval. The financial report will be present at the annual meeting. The financial report will need to be approved by membership by a majority vote.

b. Membership Committee:

1. The Chairperson shall be appointed by the Board of Directors. The vice president shall serve on the committee, and other people, as needed.
2. The committee will be charged with increasing membership and managing the renewal process.

c. Database Manager:

1. The Database Manager shall be appointed by the Board of Directors and shall report to the Board or a member of the Board.
2. The Database Manager will be responsible for maintaining a file of the membership application forms and a computerized database of member information to be used to support the objectives of MHMAA, the board and its Committees.
3. Any published directory of the information will be for the personal use only of MHMAA members and their spouses. It will not be for commercial or charitable use outside that of MHMAA.

d. Webmaster: The Webmaster will be responsible for managing the website, www.mhmaa4mhs.org, and work with the Secretary to make changes and provide updates on a timely basis. The Webmaster shall be appointed by the Board of Directors.

SECTION 7.05: REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board.

SECTION 7.06: RESIGNATION OF OFFICERS

Any officer may resign upon written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

SECTION 7.07: VACANCIES IN OFFICE

In the event of a vacancy in the office of president, the vice president shall succeed to the presidency and serve as the president. If both the position of president and vice president become vacant, the secretary shall act as interim president until the next board meeting.

ARTICLE 8: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS; INSURANCE

SECTION 8.01: DEFINITIONS

For the purpose of this Article 8:

a. “Agent” means any person who is or was a director, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation.

b. “Proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

c. “Expenses” includes, without limitation, all attorneys’ fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his or her position or relationship as agent, and all attorneys’ fees, costs and other expenses incurred in establishing a right to indemnification under this Article 8.

SECTION 8.02: INDEMNIFICATION

a. Right of Indemnity. To the full extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in Section 5238 (a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any “proceeding,” as that term is used in such Section and including an action by or in the right of the corporation, by reason of the fact that such person is or was a person described by such Section. “Expenses,” as used in this Bylaw, shall have the same meaning as in Section 5238 (a) of the California Corporations Code.

b. Approval of Indemnity. Upon written request to the Board by any person seeking indemnification under Section 5238 (b) or Section 5238 (c) of the California Corporations Code, the Board shall promptly determine in accordance with Section 5238 (e) of the Code whether the applicable standard of conduct set forth in Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of directors who are not parties to such proceeding, the Board or the attorney, or other person rendering services in connection with the defense, shall apply to the court in which such proceeding is or

was pending to determine whether the applicable standard of conduct set forth in Section 5238 (b) or Section 5238 (c) has been met.

c. Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the corporation prior to the final disposition of the proceeding upon receipt by the corporation of a bond or undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the corporation therefore.

SECTION 8.03: ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION

Subject to the required findings to be made pursuant to Section 8.05 of this Article 8 below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of this corporation, or by an officer, director or person granted related status by the Attorney General of the State of California, or by the Attorney General, on the ground that the defendant director was or is engaging in self-dealing within the meaning of the California Corporations Code, or by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgment, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

SECTION 8.04: ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION

a. Claims Settled Out of Court. If an agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

b. Claims and Suits Awarded Against Agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

1. The determination of good faith conduct required by Section 8.05 below must be made in the manner provided for in that section; and
2. Upon application, the court in which the action was brought must determine that, in view of all the circumstances of the case, the agent should be entitled to indemnification for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION 8.05: DETERMINATION OF AGENT'S GOOD

FAITH CONDUCT

The indemnification granted to an agent in Sections 8.03 and 8.04 above is conditioned on the following:

a. Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, that he or she acted in good faith, in a manner he or she believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere*, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of this corporation, or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.

b. Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Paragraph a. above shall be made by:

1. The Board of Directors by a majority vote of a quorum consisting of the directors who are not parties to the proceeding;
2. The affirmative vote (or written ballot in accordance with Article 4, Section 4.07) of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); and
3. The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

SECTION 8.06: LIMITATIONS

No indemnification or advance shall be made under this Article, except as provided in Section 8.02 or 8.05 b.3., in any circumstances when it appears:

a. That the indemnification or advance would be inconsistent with a provision of the articles a resolution of the Board, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

b. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION 8.07: ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the

agent to repay the amount of the advance, unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

SECTION 8.08: CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NON-OFFICERS

Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

SECTION 8.09: INSURANCE

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents of the corporation, against any liability asserted against or incurred by an officer, director, employee or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

ARTICLE 9: RECORDS AND REPORTS SECTION

SECTION 9.01: MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep:

- a. Adequate and correct books and records of account; and
- b. Minutes in written form of the proceedings of the Board and committees of the Board.

SECTION 9.02: INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind, the physical properties of the corporation, and the records of each of its subsidiary corporations (if any). Inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 9.03: ANNUAL REPORT

Except as provided under Section 6322(c) (d) or (f) of the California Corporations Code, not later than one hundred twenty (120) days after the close of the fiscal year of the corporation, the Board shall cause an annual report to be sent to all members of the Board. The report shall contain the following information in reasonable detail:

- a. The assets and liabilities, including the trust funds, of the corporation 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 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 purposes, during the fiscal year.

ARTICLE 10: CONFLICT OF INTEREST POLICY

SECTION 10.01: PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 10.02: DEFINITIONS

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
2. A compensation agreement with the Organization or with any entity or individual with which the Organization has entered a transaction or arrangement.
3. A potential ownership or investment interest in, or compensation. agreement with, an entity or individual with which the organization is negotiating a transacting or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest, Under Section 10.03, paragraph 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 10.03: PROCEDURES

a. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 10.04: RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial

interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 10.05: COMPENSATION

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 10.06: ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 10.07: PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic review shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 10.08: USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 10.07, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 11: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term “person” includes both a legal entity and a natural person. All meetings shall be conducted in accordance with the most recent edition of Robert’s Rules of Order.

ARTICLE 12: AMENDMENTS

SECTION 12.01: ACTION BY THE BOARD

The Bylaws may be amended or repealed and new Bylaws may be adopted by a 2/3rds vote of the active members at their annual meeting or at a special meeting called for that purpose.

SECTION 12.02: LIMITATIONS ON AMENDMENT OF

BYLAWS

Where any provision of these Bylaws requires the vote of a larger number of directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number. No amendment may extend the term of a director beyond that for which such director was elected.

CERTIFICATE OF SECRETARY

I, certify that I am presently elected and serving as the Secretary of **Morningside High Monarchs Alumni Association, Inc.**, a California Nonprofit Public Benefit Corporation and that the above Bylaws are the Bylaws of this corporation as adopted at a meeting of the Board of directors held on _____, at _____, California.

(name)

Secretary

