

**BY LAWS OF
LGHS NEW MILLENNIUM FOUNDATION
A NONPROFIT CORPORATION
(doing business as The Wildcat Foundation)**

MISSION

Our mission is to raise funds to enhance the overall education and student community experience of each and every Los Gatos High School student.

SECTION I

Offices

The principal office for the transaction of the activities and affairs of the corporation shall be located in the Town of Los Gatos, County of Santa Clara, State of California. The Board of Directors may change the principal office from one location to another.

SECTION II

Directors

- A. This corporation shall have no members, but instead shall have only Directors.
- B. There shall be no dues. This corporation shall be financed exclusively by the contributions to its funds and the earning there from.

SECTION III

Directors

- A. The affairs of the corporation shall be managed by its Board of Directors. The number of Directors of this corporation shall not be less than five (5) or more than nineteen (19) until changed by amendment of these bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors.

- B. Each Director shall hold office for three (3) years and until a successor has been designated and qualified. After the first three years board members may be re-elected on an annual basis.
- C. Directors shall be elected at each annual meeting of the Board; however, if any such Director not elected at any annual meeting, they may be elected at any special meeting held for that purpose, or directors may be elected by email by unanimous consent.
- D. At the annual meeting of the board the President shall submit to the corporation the names of persons nominated to be the Directors for the ensuing term. Prior to the annual meeting the President may appoint a nominating committee to assist with the nomination process.
- E. At the annual meeting, or at any special meeting held in lieu of the annual meeting an election shall be conducted to vote in new directors for the ensuing term. If there are more nominations than the total number of slots available those persons who receive the highest number of votes shall be the new Directors. If there is more than one candidate for a specific office of the corporation, then the person who receives the highest number of votes shall become the officer.
- F. Any vacancy occurring in the Board of Directors for any reason shall be filled in the same manner provided for the annual election of the Board of Directors. A Director appointed to fill a vacancy shall have the same term expiration dates as the Director being replaced.
- G. Any Director may be removed from the Board of Directors for any reason by an affirmative vote of more than fifty percent of the total number of Directors sitting.
- H. Directors shall not be compensated for their services as Directors, but they may be reimbursed for any expenditure made on behalf of and approved by the corporation. This provision does not preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

SECTION IV

Meetings

- A. Meetings of the Board shall be held any place in California that has been designated by resolution of the Board or in the notice of meeting, or, if not so designated, at the principal office of the corporation.
- B. The annual meeting of the Board shall be held by the end of June. Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time.
- C. (1) Special meetings of the Board for any purpose may be called ay any time by the President, Vice-President, or by the Secretary at the request of two Directors.

- 2) Notice and time and place of special meetings shall be given by each Director at least 48 hours before the time set for the meeting by one of the following methods: (A) by personal delivery or written notice; (B) by first class mail; (C) by telephone; or (D) by electronic communication.
- D. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
- E. A majority of Directors present, whether or not a quorum is present, may adjourn the meeting to another time and place.
- F. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing, including electronic communication, to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

SECTION V

Officers

- A. The officers of the corporation shall be a president, a vice-president, a treasurer. The corporation may also have, at the Board's discretion, such officers as it shall deem desirable, as may be appointed in accordance with these bylaws. Any number of offices may be held by the same person, except that the treasurer may not serve concurrently as the president.
- B. The officers of the corporation shall be chosen and voted upon annually. At the annual meeting of the Board and shall serve at the pleasure of the Board.
- C. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by these bylaws for regular appointment to that office, provided, however, that vacancies need not be filled on an annual basis.
- D. Subject to the control of the Board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs and officers. The president shall preside at all the Board meeting. The president shall have such other powers and duties as the Board or the bylaws may prescribe.
- E. If the president is absent or disabled, the vice-president shall perform all the duties of the president. When so acting, the vice-president shall have all the powers of and be

subject to all restrictions on the president. The vice-president shall have such other powers and perform such other duties as the Board or bylaws may prescribe.

- F. The secretary (or whichever board member is acting as secretary) shall keep, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board and of committees of the Board. The minutes of the meeting shall include the time and place that the meeting was held, whether the meeting was annual, regular or special, and if special, how authorized, the notice given, and the names of those present at the Board and committee meetings. The secretary shall keep at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date, financial reports and any handout distributed at meetings of the Board.
- G. The secretary (or whichever board member is acting as secretary) shall give notice of all meetings of the Board and of committees of the Board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.
- H. The treasurer shall keep and maintain adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall give to the Directors such financial statements and reports as are required to be given by law, by these bylaws or by the Board. The books of the account shall be open to inspection by any Director at all reasonable times.
- I. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disperse the corporation's funds as the Board may order, shall render to the president of the Board, when requested, an account of all transactions of the financial condition of the corporation and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

SECTION VI

Committees

- A. The president may appoint Standing and Special Committees as needed and in addition may appoint any special committees as directed by the Board.
- B. Committee members need not be members of the Board except that the Board may require the president to appoint one or more of their members to any committee.

Indemnification

- A. To the fullest extent permitted by law, this corporation shall indemnify its directors against any expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding, including any action by or in the right of the corporation, by reason of the fact that the person is or was a Director of this corporation.
- B. On written request to the Board by any person seeking indemnification, the Board shall promptly determine under Section 5238(e) of the California Corporation Code whether the applicable standard of conduct under that section has been met, and if so, the Board shall authorize indemnification.

SECTION VII

Contracts, Checks and Funds

- A. In addition to the provision contained in these bylaws, the Board may authorize any officer or agent of the corporation to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.
- B. All checks, drafts, or orders for the payment of monies, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by not less than two signatures of officers or agents of the corporation.
- C. All funds of the corporation shall be deposited in banks, trust companies, or other depositories as the Board may select.
- D. The Board may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purpose or for any specific purpose of the corporation. This general provision includes the authorization of the Board to establish an endowment fund to provide ongoing financial support for the corporation.

SECTION VIII

Maintenance of Corporate Records

- A. The corporation shall keep:
 - a. Adequate and correct books and records of account;
 - b. Written minutes of the proceedings of its Board and committees of the Board;
and
 - c. A record of each Director's name, address and telephone number.

SECTION IX

Amendments

- B. The Board may adopt, amend, or repeal the bylaws of this corporation.