

**Farragut Booster Club**

a California non-profit public benefit corporation

Amended March 1, 2021

**Section 1**

**Name**

**The name of this corporation is FARRAGUT BOOSTER CLUB, also known as FARRAGUT FAN CLUB (“FAN CLUB”).**

**Section 2**

**Purposes, Offices and Restrictions**

A. This corporation is a nonprofit, public benefit corporation and not for the private gain of any person. It has been incorporated for public charitable purposes under the California non-profit public benefit Corporation Law.

B. Specific Purposes and Objectives. FAN CLUB has been organized and formed for the specific purpose of raising funds and/or coordinating volunteer efforts to be used to support FARRAGUT ELEMENTARY SCHOOL, which is a public elementary school for grades K through 5 in the CULVER CITY Unified School District in CULVER CITY, California. FAN CLUB will coordinate its operations and objectives with the FARRAGUT ELEMENTARY SCHOOL Administration and the FARRAGUT ELEMENTARY SCHOOL PTA and will work closely with them to identify areas which may be appropriate for the FAN CLUB’s assistance. These areas may include, but are not limited to, equipment and programs such as computer labs, science or fine arts classes, after-school events, instructional support and assistance, additional instructional materials and aids, field trips, improvements to grounds, facilities and such items as deemed appropriate. All funds raised by the organization and volunteer efforts of the organization will be used for the benefit of the children attending FARRAGUT ELEMENTARY SCHOOL (hereinafter “the School,” or “School”) and will be applied towards the costs and expenses of achieving the objectives described above.

C. The business and activities of FAN CLUB shall be subject to all requirements and restrictions set forth in the Articles of Incorporation. In addition to such requirements and restrictions, the following requirements and restrictions shall apply to all enrichment programs or courses of study designed, funded and/or operated by FAN CLUB:

1. All such enrichment programs or courses of study, and each of them, shall be made available on an equal basis to every student enrolled in FARRAGUT ELEMENTARY SCHOOL (the “School”) in the CULVER CITY UNIFIED SCHOOL DISTRICT (CCUSD) in the grade or grades for which such program or course of study is designed.

2. No such program or course of study shall discriminate on the basis of race, religion, or nation of origin among students of the School.
3. No such program or course of study shall reflect the religious, social or political beliefs or doctrines of any outside institution, sect or denomination, party or organization.
4. The content and curriculum of all such programs or courses of study, and each of them, shall be subject to the approval of the Principal of the School.
5. Nothing in this Section shall preclude the exclusion of a student from any or all such programs or courses of study if such exclusion is based solely upon disciplinary considerations.

D. Principal Office. The principal office of this corporation for the transaction of its business shall be fixed and located at such place as the Board of Directors of this corporation shall determine. The Board of Directors is granted full power and authority to change the location of the principal office.

E. Other Offices. This corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

### **Section 3**

#### **Membership**

A. One Class of Members. FAN CLUB shall have one class of members, and each member shall have equal voting and other rights.

B. Membership. The members (“members”) of this corporation shall consist of the parent(s) or legal guardian(s) of children attending the School during the then current school year.

C. Membership List. Each eligible person who wishes to be a member of FAN CLUB shall give his or her name, address and telephone number to the Secretary of FAN CLUB or to such other person as the Board may direct. The Secretary shall keep a membership list, in writing, showing the name, address and telephone number of each member; this membership list shall be available for the inspection of members as provided by law.

D. No Dues. There shall be no dues, fees or assessments of members, except as they may be solicited for donations from time to time.

E. No Member Liability. No member of FAN CLUB shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of FAN CLUB.

## **Section 4**

### **Meetings of Members**

#### **A. Regular and Special Meetings.**

1. **Annual Meeting.** There shall be an annual meeting of members, held at least once every twelve months, on a date to be set by the Board of Directors, for the purpose of electing the Directors, informing members about the activities of FAN CLUB, eliciting members' participation, and for transacting such other business as may come before the meeting.
2. **Regular Meetings.** There shall be a regular meeting of members held at least once every three months on a date to be set by the Board of Directors for the purpose of informing members about the activities of FAN CLUB, eliciting members' participation, and for transacting such other business as may come before the meeting.
3. **Special Meetings.** A special meeting of members may be called at any time by the Board of Directors, the President or either Co-President, or any ten members of FAN CLUB for any lawful purpose, but the scope of a special meeting is limited to matters the general nature of which is stated in the notice of the meeting. When a special meeting is called by members of FAN CLUB pursuant to this Section, the Secretary of FAN CLUB shall, within ten days of any such request, set a date for such meeting, which shall be no less than ten and no more than 90 days from the date such request is made.

#### **B. Notice, Quorum, Voting, Place of Meeting.**

1. **Notice of Meetings.** Notice of meetings of members shall be given at least ten days before the date of the meeting by posting such notice in a bulletin, newsletter or other communication distributed through the students of the School, on the bulletin board at the entrance to the School, on the FAN CLUB website or news group, via email and/or by first class mail to all members at their previously provided mailing address. Such notice shall state the date, time and place of the meeting and the general nature of the business to be transacted.
2. **Waiver of Notice.** Any member may elect, in writing, to waive his or her right to receive notice as provided in the preceding paragraph. Any such waiver shall remain in force until revoked by the member.
3. **Date of Record.** The date of record for determining who is a member entitled to receive notice and to vote at any meeting shall be 30 days prior to the date set for the meeting.
4. **Quorum.** A quorum for the transaction of business at a meeting of members shall be constituted by the presence of five members entitled to vote at that meeting.

5. Action by Members. Except as otherwise provided by law or by these Bylaws, the decision of a majority of members present and voting at a duly held meeting at which a quorum is present is the decision of the membership.
6. Place of Meetings. All meetings of members shall take place at such location in Culver City as is stated in the notice of meeting.

C. Open Meetings. All meetings of members shall be open to any member of the public, but only FAN CLUB members are entitled to vote.

## **Section 5**

### **Directors**

The Board of Directors shall consist of not less than three (3) nor more than eleven (11) Directors.

## **Section 6**

### **Nomination of Directors**

- A. Nominations. Thirty days prior to the date of the annual meeting, members may send nominations for Director (including self-nominations) to the Secretary.
- B. Notice of Candidates. The Secretary shall post the list of candidates using one or more of the means listed in Section 4(B)1, no later than two days before the date of the annual meeting. The list may include a brief statement (no more than 250 words) of the qualifications of each candidate.
- C. Opportunity to Speak. At the annual meeting, an opportunity shall be provided for additional nominations (including self-nominations) from the floor, and each candidate shall be afforded the opportunity to make a brief statement (no longer than 2 minutes) to solicit support for his or her candidacy.

## **Section 7**

### **Election of Directors**

- A. Eligibility. Any member of FAN CLUB may be a Director. Directors shall be elected by the members at the annual meeting for a one-year term commencing the first day of July following the annual meeting.

B. Voting. In voting for Directors, each member shall cast as many votes as there are Directors to be elected, but may not vote more than once for each candidate. In the event that there are more candidates for Director than there are Directors to be elected, voting shall be by written ballot, by such procedures as the Board of Directors may direct. The candidates receiving the highest number of votes, up to the number to be elected, shall be those elected.

C. No Compensation. Directors of FAN CLUB shall serve without compensation.

## **Section 8**

### **Powers of Directors**

A. General Powers. The Board of Directors shall have the management of the business of FAN CLUB, and subject to the restrictions imposed by law, by the Articles of Incorporation, or by these Bylaws, may exercise all of the powers of FAN CLUB.

B. Specific Powers. Without prejudice to such general powers, the Directors shall have the following specific powers:

1. To determine the means by which FAN CLUB will raise funds to conduct its programs, and to appoint persons and/or committees to carry out such fund-raising activities.
2. To plan and implement specific educational enrichment programs for the students of the School, and to enter into contracts with individuals or organizations for the provision of educational services or materials, and to fix the terms and conditions of such contracts.
3. To designate individuals or appoint committees to administer particular educational enrichment programs.
4. To appoint and remove Officers, to prescribe and assign their duties.
5. To make and change such rules and regulations for the conduct of the business of FAN CLUB as are not inconsistent with these Bylaws.

## **Section 9**

### **Meetings of Directors**

A. Calls of Meetings. Meetings of the Board of Directors shall be called from time to time whenever necessary or desirable for the transaction of the business of FAN CLUB. A meeting of the Board of Directors may be called by the President or either Co-President, any Vice-President, the Secretary, or any two Directors.

B. Place of Meetings. Meetings of the Board of Directors shall take place at such location in Culver City or its environs as is stated in the notice of the meeting.

C. Notice. A notice stating the time, date and place of the meeting and the general nature of the business to be transacted therein shall be given to each Director in person, or by telephone, or email at least 48 hours prior to the time of the meeting, or by first-class mail, mailed at least four days prior the date of the meeting.

D. Waiver of Notice. Any Director may waive his or her right to prior notice of a meeting. Attendance at any meeting shall constitute waiver of notice.

E. Quorum. A majority of Directors shall constitute a quorum.

F. Transaction of Business. Except as otherwise provided, the act or decision of a majority of the Directors present at a duly held meeting at which a quorum is present is to be considered as the act of the Board of Directors. At any meeting at which a quorum is initially present, business may continue to be transacted notwithstanding the loss of a quorum, if any action taken is approved by at least a majority of the number of Directors constituting a quorum (or such greater number as may be required by law or by these Bylaws).

G. Action by Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all Directors individually or collectively consent in writing to such action. Such written consent or consents shall have the same force and effect as the unanimous vote of the Directors.

## **Section 10**

### **Resignation, Removal and Vacancies**

A. Resignation. A Director may resign at any time by submitting his or her written resignation to the President or either Co-President or Secretary of FAN CLUB.

B. Removal of Director. Any Director may be removed at any time and for any reason or no reason, by a majority vote of Members at any meeting, at which the topic of “removal of a director(s)” has been agendized in accordance with applicable law. To the extent permitted by law, a Director may be removed by a majority of the Board of Directors for habitual neglect of his or her duties (such as repeated failure to attend meetings) or for conduct materially not in the best interests of this corporation.

C. Declaration of Vacancy. If a Director becomes ineligible for membership in FAN CLUB during his or her term as Director, the Board of Directors shall declare a vacancy on the Board of Directors.

D. Filling Vacancies. Should a vacancy occur on the Board of Directors, at the next regularly scheduled meeting of members, the members shall elect a Director to serve for the unexpired term.

## **Section 11**

### **Officers**

The Officers of FAN CLUB shall be a President or co-Presidents, a Secretary, Treasurer and Financial Secretary, and such additional Officers as the Board of Directors may from time to time designate. All Officers shall be elected by the members of the FAN CLUB in attendance at the meeting at which such Officer's position is voted upon. Each Officer shall serve a term ending on the date their successor takes office. Officers may serve successive terms.

A. President or Co-Presidents. The President or either of the two Co-Presidents shall be the Chief Executive Officer(s) of FAN CLUB. He/she/they shall preside over all meetings of the members of the Board of Directors, and shall have such other powers and perform such other duties as are stated elsewhere in these Bylaws or as the Board of Directors may direct. The President or Co-Presidents shall be elected by the members of the FAN CLUB in attendance at the meeting at which such officer's position is voted upon.

B. Secretary. The Secretary shall keep a record of all proceedings of the Board of Directors and of all meetings of members. He or she shall keep a corporate book containing copies of the Articles of Incorporation, these Bylaws and any amendments thereto and any rules and regulations issued there under. The Secretary shall serve all notices required by law or by the Bylaws. He or she may, but need not be, a member of the Board of Directors, but in any event, the Secretary shall attend all meetings of the Board of Directors. The Secretary shall be elected by the members of the FAN CLUB in attendance at the meeting at which such officer's position is voted upon.

C. Treasurer. The Treasurer shall keep the financial books and records of FAN CLUB, which shall show all receipts and disbursements, the amount of cash on hand, the amount of money owed by FAN CLUB or owing to it, and all other financial records required by law or by the Board of Directors. The Treasurer shall prepare such reports and statements as may be required by law or by the Board of Directors, and shall disseminate such reports and statements as directed by the Board of Directors. The Treasurer shall be elected by the members of the FAN CLUB in attendance at the meeting at which such officer's position is voted upon.

D. Financial Secretary. The Financial Secretary shall be responsible for depositing all funds for FAN CLUB. Once he or she receives the funds, he or she will verify that the deposit form(s) are filled out correctly and sign said form(s). The Financial Secretary will endeavor to make deposits promptly. He or she may, but need not be, a member of the Board of Directors, but in any event, the Financial Secretary shall attend all meetings of the Board of Directors. The Financial Secretary shall be elected by the members of the FAN CLUB in attendance at the meeting at which such officer's position is voted upon.

## **Section 12**

### **Fiscal Matters**

- A. Records and Accounts. FAN CLUB shall keep adequate and correct written records of accounts and of minutes of the proceedings of its members and the Board of Directors.
- B. Fiscal Year. The fiscal year of FAN CLUB shall run from August 1 through July 31.
- C. Donations. FAN CLUB may accept gifts, legacies, donations and/or contributions in any amount and in any form, upon such terms and conditions as may be decided from time to time by the Board of Directors.
- D. Checks, Drafts and Notes. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of FAN CLUB for all debts of FAN CLUB shall be signed by such Officers as shall be determined by the Board of Directors.

## **Section 13**

### **Miscellaneous**

- A. No Officer or Director Liability. No Director or Officer of FAN CLUB shall be personally or otherwise liable for the debts, liabilities and/or obligations of FAN CLUB.
- B. Amendment of Bylaws. Except as otherwise provided, these Bylaws may be amended by the Board of Directors, except that no provision of these Bylaws granting a right or privilege to members of FAN CLUB may be amended except by a vote of the members.
- C. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to the account of FARRAGUT ELEMENTARY SCHOOL to be used for the types of purposes for which FAN CLUB was formed.
- E. Equal Opportunity. FAN CLUB is an equal opportunity employer/organization that is committed to diversity and inclusion. We prohibit discrimination and harassment of any kind based on race, color, sex, religion, sexual orientation, national origin, disability, genetic information, pregnancy, or any other protected characteristic as outlined by federal, state, or local laws. This policy applies to all employment practices within our organization, including hiring, recruiting, promotion, termination, layoff, recall, leave, compensation, benefits, training, apprenticeship and soliciting volunteers.

## **Section 14**

### **Prohibition Against Discrimination and Harassment**

FAN CLUB is committed to providing an environment free of unlawful discrimination and harassment, including sexual harassment.

FAN CLUB policy prohibits unlawful discrimination, sexual harassment, and/or harassment based on race, religious creed (including religious dress and grooming practices), color, national origin (includes language use and possession of a driver's license issued to persons unable to prove their presence in the United States is authorized under federal law), ancestry, physical disability, mental disability, medical condition, genetic information, registered domestic partner status, marital status, sex (including pregnancy), gender, gender identity (including transgender identification), gender expression, age for individuals over forty years of age, sexual orientation, military and veteran status of any person, or any other consideration made unlawful by federal, state or local laws ("protected classification"). It also prohibits unlawful discrimination and/or harassment based on the perception that anyone has any of those characteristics, or is associated with a person who has or is perceived as having any of those characteristics. All such discrimination, sexual harassment, and/or harassment is unlawful and prohibited by FAN CLUB.

FAN CLUB's anti-discrimination/anti-harassment policy applies to all persons involved in the operation of the FAN CLUB, including all officers, volunteers, as well as all persons doing business with or for the FAN CLUB, including vendors, independent contractors, and others who perform services for the FAN CLUB (i.e. "party" or "parties"). FAN CLUB's anti-discrimination/anti-harassment policy prohibits unlawful harassment by any officer, volunteer or by any third party. All volunteers and parties are all protected from discrimination, sexual harassment, and/or harassment under this policy.

Discrimination and harassment based on a party's protected classification (defined above) is against state and federal law.

Sexual harassment is a form of gender discrimination. Both state and federal law prohibit discrimination and harassment based on a party's gender.

There are two recognized types of sexual harassment under state and federal law: Quid pro quo and hostile work environment. The definitions of both forms of sexual harassment are as follows:

1. "Quid Pro Quo" Sexual Harassment. The essential elements of this type of harassment are unwelcome sexual advances, requests for sexual favors or other verbal, visual or physical conduct of a sexual nature when:
  - a. Submission to the conduct is made either explicitly or implicitly a term or condition of a party's involvement, or
  - b. Submission to or rejection of the conduct by a party is used as the basis for decisions affecting that party.
2. "Hostile Work Environment" Sexual Harassment. The essential elements of this type of harassment are:
  - a. The party affected was subjected to harassing conduct directed toward him or her, or the party personally witnessed the harassing conduct and it took place in their immediate work environment;

- b. The party's gender was a motivating factor for the harassment;
- c. The conduct is unwelcome and sufficiently severe or pervasive that it has the purpose or effect of creating an intimidating, hostile, abusive, or offensive environment;
- d. The environment created by the conduct would have been perceived as intimidating, hostile, abusive, or offensive by a reasonable person in the same position as the affected party; and
- e. The environment created was perceived by the affected party as intimidating, hostile, abusive, or offensive.

Prohibited unlawful harassment based upon sex (gender or pregnancy), or other protected characteristics (age, race, national origin, etc.) includes, but is not limited to, the following behavior:

1. Verbal conduct such as epithets, derogatory jokes or comments, slurs or unwanted sexual advances, invitations or comments;
2. Visual conduct such as derogatory and/or sexually oriented posters, photography, cartoons, drawings or gestures;
3. Physical conduct such as assault, unwanted touching, blocking normal movement or interfering with work because of sex, race or any other protected basis;
4. Threats and demands to submit to sexual requests as a condition of involvement, or to avoid some other loss, in return for sexual favors; and
5. Retaliation for having reported or threatened to report harassment

Sexual harassment does not need to be motivated by sexual desire to be unlawful or to violate this policy. For example, hostile acts toward a party because of his/her gender can amount to sexual harassment, regardless of whether the treatment is motivated by any sexual desire.

FAN CLUB needs, expects and encourages you to come forward, without delay, should you suspect that any form of discrimination, sexual harassment, and/or harassment has occurred at a FAN CLUB activity or event. FAN CLUB takes all complaints regarding discrimination, sexual harassment, and/or harassment seriously. If any party feels he/she have been subject to discrimination, sexual harassment, and/or harassment, please notify FAN CLUB immediately using the Complaint Reporting Procedure (below). Discrimination, sexual harassment, and/or harassment will not be tolerated.

Any party, regardless of position or title, whom Fan Club determines has engaged in discrimination, sexual harassment, and/or harassment in violation of this policy, will be subject to discipline, up to and including removal from the Fan Club.

## **COMPLAINT PROCEDURE:**

FAN CLUB encourages all individuals to report any incidents of unlawful discrimination, sexual harassment, other harassment, retaliation or denial of accommodation immediately so that complaints can be quickly and fairly resolved.

If anyone believes that he/she have been the victim of discrimination, harassment (including sexual harassment), retaliation, and/or denied accommodation (for your disability, pregnancy, childbirth, or related medical condition, or for your religious belief and/or religious practice), he/she should report this problem to the FAN CLUB President or any other FAN CLUB Board member. In a case where your complaint may involve a FAN CLUB Board member, the individual should notify the Principal of Farragut Elementary School. Incident(s) that occurred and the names of all individuals involved and any witnesses should be included in any complaint. It would be best to communicate any complaint(s) in writing, but this is not mandatory.

FAN CLUB will refer all complaints involving discrimination, harassment or other prohibited conduct to the Principal of Farragut Elementary School). Upon receipt of a complaint, the Principal of Farragut Elementary School will immediately undertake an effective, thorough and objective investigation of the allegations in consultation with those members of the FAN CLUB Board of Directors not mentioned in the complaint. All complaints will be investigated.

Investigations will be confidential. Information obtained during the complaint procedure and investigation will be only shared with those individuals on a need-to-know basis or as required by law. A FAN CLUB representative will advise all parties concerned of the results of the investigation.

If FAN CLUB determines that discrimination, harassment or other prohibited conduct has occurred, effective remedial action will be taken in accordance with the circumstances involved. Any party determined by the FAN CLUB to be responsible for discrimination, harassment or other prohibited conduct will be subject to appropriate disciplinary action, including, removal from FAN CLUB leadership or Board of Directors positions and/or being barred from future involvement in FAN CLUB activities and meetings. FAN CLUB will not retaliate against anyone for filing a complaint and will not tolerate or permit retaliation by parties.

The Federal Equal Employment Opportunity Commission and the California Department of Fair Employment and Housing investigate and prosecute complaints of prohibited harassment in employment. If anyone believes that he/she have been harassed or have been retaliated against for resisting or complaining, he/she may file a complaint with the appropriate agency. The nearest office is listed in the telephone book or can be found by visiting the agency websites at [www.dfeh.ca.gov](http://www.dfeh.ca.gov) and [www.eeoc.gov](http://www.eeoc.gov) or at the addresses listed below:

California Department of Fair Employment and Housing: 2218 Kausen Drive, Suite 100, Elk Grove, CA 95758, Phone: 800-884-1684, email: [contact.center@dfeh.ca.gov](mailto:contact.center@dfeh.ca.gov); and web: <https://www.dfeh.ca.gov>

U.S. Equal Employment Opportunity Commission: 450 Golden Gate Avenue 5 West, P.O Box 36025 San Francisco, CA 94102-3661, Phone: 1-800-669-4000 or 510-735-8909 (Deaf/hard-of-hearing callers only), web: <http://www.eeoc.gov/employee>

**(End of Bylaws)**

Certificate of Secretary

The undersigned hereby certifies that:

- (1) The undersigned is the duly elected and acting Secretary of the FARRAGUT FAN CLUB, a California non-profit corporation.
- (2) Attached hereto is a complete and correct copy of the Bylaws of such corporation as adopted as of March \_\_\_\_ 2021, which have not been amended or modified since that date.

  
Signature

\_Stephanie Wald\_\_\_\_\_  
Name

4/1/21\_\_\_\_\_  
Date