

BYLAWS
OF
THE ORESTIMBA SCHOLARSHIP COMMUNITY ASSOCIATION

Revised

October 12, 2020

BYLAWS

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BYLAWS

OF

THE ORESTIMBA SCHOLARSHIP COMMUNITY ASSOCIATION

A California Nonprofit Public Benefit Corporation

ARTICLE I

NAME

Section 1. The name of this corporation is THE ORESTIMBA SCHOLARSHIP COMMUNITY ASSOCIATION.

ARTICLE II

OFFICES

Section 1. The principal office for the transaction of the activities and affairs of the corporation (principal office) is located at ~~Orestimba High School Library, 707 Hardin Road,~~ **Mattos Newspapers, Inc., 1021 Fresno Street,** Newman California, 95360. The board of directors (board) 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. 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 III

PURPOSES

Section 1. The purpose of this corporation is to create, maintain and award scholarships to graduates of high schools of the Newman-Crows Landing Unified School District to pursue their further education in junior colleges, colleges, universities or technical/vocational schools.

Section 2. The corporation also solicits, receives, and manages financial contributions for the purpose of providing grants to support programs in the Newman-Crows Landing Unified School District.

ARTICLE IV

MEMBERS

Section 1. Any interested individual, organization or business donating a minimum of \$15.00 shall be eligible for membership and shall upon acceptance by the board become a member. Donations made to the organization as a “memorial” contribution in the name of someone do not constitute membership fees.

Section 2. All members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation’s assets, on any merger and its principal terms and any

amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

ARTICLE V

DUES, FEES, AND ASSESSMENTS

Section 1. Each member must pay, within the time and on the conditions set by the board, the dues, fees and assessments in amounts to be fixed from time to time by the board. The dues, fees, and assessments shall be equal for all members.

Section 2. Donations of the minimum \$15 and up to \$249 shall be considered as membership dues and can therefore be used to conduct the business of the organization.

Section 3. Donations of \$250 or more, from one individual, business or organization are to be considered as named scholarships and also constitute the donor as a member.

Section 4. Dues paid by members of the Board of Directors shall be used to conduct the business of the organization.

ARTICLE VI

GOOD STANDING

Section 1. Those members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

ARTICLE VII

TERMINATION AND SUSPENSION OF MEMBERSHIP

Section 1. A membership shall terminate on occurrence of any of the following events:

- (1) Registration of the member on reasonable notice to the corporation;
- (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- (3) Failure of the member to pay dues, fees, or assessments as set by the membership within ninety (90) days after they become due and payable;
- (4) Occurrence of any event that renders the member ineligible for membership; or failure to satisfy membership qualifications; or
- (5) Expulsion of the member under Article VII Section 3 of these bylaws based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

Section 2. A member may be suspended, under Article VII Section 3 of these bylaws, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that

the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be entitled to membership privileges during the period of suspension.

Section 3. If grounds appear to exist for expulsion or suspension of a member under Article VII Sections 1 or 2 of these bylaws, the procedure set forth below shall be followed:

(1) The member shall be given 15 days' prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address shown on the corporation's records.

(2) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the expulsion or suspension should take place.

(3) The board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the board, committee, or person shall be final.

(4) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

ARTICLE VIII

MEETINGS OF MEMBERS

Section 1. The meeting of the members shall be held at any place within Stanislaus County, California designated by the board or by written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.

Section 2. Annual meetings of members shall be held on the second Monday of October of each year at ~~6:00~~ 5:30 o'clock P.M., unless the board fixes another date or time and so notifies members as provided in these bylaws.

Section 3. A special meeting of the members for any lawful purpose may be called at any time by the board or by the President, or by any five or more members thereof, or by eight members of the Association.

Section 4. A special meeting called by any person (other than the board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or the Vice President or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with these bylaws, stating that a meeting will be held at a specified time and date fixed by the board, provided, however, that the meeting date shall be at least fifteen (15) but no more than thirty (30) days after receipt of the request. If the notice is not given within ten (10) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be

construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by board.

Section 5. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 6. A written notice of the annual meeting shall be given, in accordance with these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and those matters that the board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting. Said notice shall include the names of all persons who are nominees for the office of Director when notice is given. Notice need not be given of regular meetings of the membership.

Section 7. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice of the meeting states the general nature of the proposal or proposals: (1) Removing a director without cause; (2) Filling vacancies on the board; (3) Amending the articles of incorporation; or (4) Electing to wind up and dissolve the corporation.

Section 8. Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or telegraphic or other written communication to the corporation's principal

office or (2) notice is published at least once in a newspaper of general circulation of the county in which the principal office is located.

Section 9. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

Section 10. Eight members shall constitute a quorum for the transaction of business at any meeting of members.

Section 11. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 12. Any members' meeting, whether or not a quorum is present may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When members meeting is adjourned to another time or place, notice need not to be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

Section 13. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall be the members in good standing as of the record date determined under Article IV of these bylaws.

Section 14. Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins.

Section 15. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

Section 16. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by Articles of Incorporation.

Section 17. Any action required or permitted to be taken by members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

ARTICLE IX

DIRECTORS

Section 1. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

Section 2. The Board of Directors shall consist of fifteen (15) members elected by the Membership.

Section 3. Election of Directors:

A. The election of directors shall occur at the annual meeting of the membership in October of each year.

B. The President shall appoint a committee to select qualified candidates for election as directors at least sixty (60) days before the annual meeting. This nominating committee shall make its report at least before 20 days before the date of the annual meeting. The secretary shall forward to each member with notice of the annual meeting required by these By Laws a list of all candidates nominated by the committee under this section.

C. At the annual meeting, any member present at the meeting may place names of nomination.

D. The membership shall thereupon fill any vacancies existing by election conducted in accordance with the Nonprofit Public Benefit Corporation Law.

E. The term of each director shall be five (5) years. The first fifteen (15) directors shall classify themselves by lot so that three (3) shall have a term of five (5) years; three (3) shall have a term of four (4) years; three (3) shall have a term of three (3) years; three (3) shall have a term of two (2) years; and three (3) shall have a term of one (1) year.

F. Each director shall hold office until a successor has been elected.

Section 4. Meetings of the board shall be held at any place within California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

Section 5. Regular meeting of the board may be held without notice at 5:30 P.M. on the 2nd Monday of each month.

Section 6. Special meetings of the board for any purpose may be called at any time by the President or Vice President or Secretary.

Section 7. 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 directly to a director or to a person at the director's office who would reasonable be expected to communicate that notice promptly to the director; or (d) ~~by telegram, charges prepaid~~ email. All such notices shall be given or sent to the director's address or telephone number or email address as shown on the records of the corporation.

Section 8. Notices sent by first-class mail shall be deposited in the United States mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or emailed shall be delivered, telephoned, or ~~given to the telegraph company~~ emailed at least 48 hours before the timer set for the meeting.

Section 9. The notice shall state 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.

Section 10. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. 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.

Section 11. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of 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 to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 12. A majority of the directors' present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 13. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, 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 14. 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 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.

ARTICLE X

OFFICERS

Section 1. The officers of the corporation shall be a President, a Vice President, a Secretary, and Treasurer.

Section 2. The officers of the corporation shall be elected by the Board of Directors.

Section 3. The officers of the corporation shall be elected for a term of one (1) year and may serve only two (2) consecutive terms, excepted therefrom shall be the office of treasurer. The above limitations shall not apply to that office.

Section 4. Any member of the corporation whose financial obligations have been met shall be eligible to hold office.

Section 5. The President shall preside at all members' meetings and at all board meetings. The President shall have such other powers and duties as the board, or the bylaws may prescribe.

Section 6. If the President is absent or disabled, the Vice President shall perform all duties of the President. In the event of death, resignation, removal from the Association's area or disability of the President, the Vice President shall succeed to the duties and privileges of President for the unexpired term. The Vice President shall assist the President in planning and executing the duties of the President, shall be the Program Chairman, and shall have such other powers and perform such duties as the board or the bylaws may prescribe.

Section 7. The Secretary shall keep a book of minutes of all meetings, shall preserve all records and papers, and 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.

Section 8. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name of the corporation's funds as the board may order, shall render to the President, when requested, an account of all transactions as Treasurer, shall maintain a list of the member and their addresses as Membership Chairman, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

ARTICLE XI

EXECUTIVE AND OTHER COMMITTEES

Section 1. The Board of Directors may appoint an executive committee, and such other committees as may be necessary from to time, consisting of such number of its members and with such powers as it may designate, consistent with the Articles of Incorporation and By-Laws and the General Corporation Laws of the State of California. Such committees shall hold office at the pleasure of the board.

A. The Board of Directors will appoint one such committee known as the TOSCA-PIE committee. Five members of the TOSCA Board of Directors, consisting of one representative from each of the five classes, will serve on the TOSCA-PIE Committee. Their term of service on this committee shall coincide and run concurrently with the class term on the TOSCA Board of Directors. Vacancies on the Committee will be filled by a member of the same TOSCA class as that member creating the vacancy. A quorum of this committee will be a simple majority of the committee with no provision of voting by proxy. A member of this committee shall be appointed as "Committee Secretary" and shall keep a record of minutes of all meetings, shall preserve all records and papers, and shall surrender these documents to the Board Secretary at the end of the fiscal year for recordkeeping purposes.

B. The Board of Directors will appoint a member to an Investment Committee on an annual basis. In addition to the board member, the committee will consist of the Board President as well as the Treasurer. The purpose of the investment committee would be to meet with major Endowment account holders, financial company investment advisors and TOSCA professional advisors to ensure that all monies are invested to reach maximum potential. The investment committee would also ensure that only the designated percentages of earnings, as established by the investment committee, would be distributed to scholarships and not the original endowment investment. A member of this committee shall be appointed as

“Committee Secretary” and shall keep a record of minutes of all meetings, shall preserve all records and papers, and shall surrender these documents to the Board Treasurer at the end of the fiscal year for recordkeeping purposes.

C. The Board of Directors may also designate individuals to an Honorary Board. These individuals would have served the organization to their best ability, maintained membership and continue to uphold the purposes of the organization. Members of the Honorary Board would not have voting privileges as the Board of Directors, only as general members of the organization.

ARTICLE XII

CORPORATE RECORDS AND REPORTS INSPECTION

Section 1. The corporations shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board of Directors from time to time.

Section 2. All books and records provided for in Sections 3003-3005 of the Corporations Code of California shall be open to inspection of the directors and membership from time to time and in the manner provided in said Sections 3003-3005, There must be year-end professional audit of the financial records.

Section 3. The original and copy of these By-Laws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the membership of the association, as provided in section 502 of the Corporations Code of California.

Section 4. All checks, drafts or other order for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the association, shall be signed or endorsed by two of the following: President, Vice-President, Secretary or Treasurer.

Section 5. The Board of Directors, except as in the By-Laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the association. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 6. The Board of Directors shall cause annual reports to be made to the membership as provided by Sections 3006-3012 of the Corporations Code of California not later than one hundred twenty (120) days after the close of fiscal or calendar year. Members shall be notified of such availability by notice of publication in a newspaper of general circulation in Stanislaus County.

ARTICLE XIII

ADMINISTRATION

Section 1. The Association provides funds for scholarships to aid qualified students to secure further education. Information concerning TOSCA scholarships shall be provided to students, parents and other interested citizens.

Section 2. The Association also solicits, receives, and manages financial contributions for the purpose of providing grants to support programs in the Newman-Crows Landing Unified School District.

Section 3. Applications for scholarships and/or grants shall be made on forms provided by the association, and it is the responsibility of the applicant to furnish information

as required by the board. Each applicant for a scholarship shall be considered separately and shall receive such amount as the board of directors shall determine. Favorable consideration shall not be determined on a basis of race, creed or color. The method of application and the awarding of scholarships shall be determined by the Board of Directors.

Section 4. In the administration of presently established scholarships which may be incorporated within the association, the identity of the scholarship shall not be lost. Scholarships may be established in the name of an institution, an organization, an individual, or a firm. Though, in the event that a “named” scholarship is awarded but only partially paid to a junior college, college, university or vocational/technical school, the balance of such monies will become general TOSCA monies to award as scholarships the following awarding year. Fully unpaid awarded scholarships will maintain their original identity and be re-awarded the next awarding year.

Any donor of any scholarship fund may restrict the awarding of a scholarship to a certain profession, trade or occupation, provided that in the event there are no qualified applicants for said scholarship for a period of two consecutive years it may be awarded to any qualified applicant for scholarship.

ARTICLE XIV

AMENDMENT TO BY-LAWS

Section 1. New By-Laws may be adopted, or these By-Laws may be repealed or amended at the annual meeting, or at any other meeting of the membership called for that purpose, by vote of membership, or written assent of such membership.

Section 2. Subject to the right of the membership to adopt, amend or repeal By-Laws, as provided in Section 1 of this Article VII, the Board of Directors may adopt, amend or

repeal any of these By-Laws other than a By-Law or amendment thereof changing the authorized member of directors.

Section 3. Whenever an amendment or a new By-Law is adopted, it shall be copied in the Book of By-Laws with the original By-Laws, in the appropriate place. If any By-Law is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Recording Secretary of THE ORESTIMBA SCHOLARSHIP COMMUNITY ASSOCIATION, a California nonprofit public benefit corporation, that the above By-Laws, consisting of nineteen (19) pages, are the Bylaws of this corporation as adopted by the membership on

_____ ~~2002,~~ 2020, and that they have not been amended or modified since that date.

Executed on _____, ~~2002,~~ 2020, at Newman, California.

Secretary