

BYLAWS OF THE JMHS 85 FOUNDATION

Adopted as of July 15, 2024

ARTICLE I NAME

The name of this corporation shall be **JMHS 85 Foundation** (the "Foundation"), a California Nonprofit Public Benefit Corporation organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II OFFICES

Section 1. Principal Executive Office

The principal executive office of the Foundation shall be located at such place as the Board of Directors (the "Board") may designate from time to time.

Section 2. Additional Offices

The Foundation may establish additional offices as determined necessary by the Board to carry out the Foundation's mission and activities.

ARTICLE III PURPOSE, MISSION, VISION, AND LEGACY

Section 1. Charitable Purpose

The Foundation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The Foundation shall support educational advancement, scholarship opportunities, leadership development, mentorship programs, alumni engagement, and community investment initiatives that create opportunities for current and future generations.

No part of the net earnings of the Foundation shall inure to the benefit of any private individual except as authorized by applicable nonprofit law.

Section 2. Mission Statement

The mission of the JMHS 85 Foundation is to empower current and future generations through scholarships, educational opportunities, mentorship, leadership development, alumni engagement, and community investment while honoring the legacy of those whose experiences and contributions have strengthened our communities.

Section 3. Vision Statement

The Foundation envisions a future where every deserving student has access to educational resources, mentorship, financial assistance, and community support necessary to achieve their full potential.

Through the collective efforts of alumni, community partners, volunteers, donors, and supporters, the Foundation strives to build a lasting legacy of opportunity, leadership, achievement, and service for future generations.

Section 4. Legacy Statement

The Foundation was established to transform the experiences, accomplishments, friendships, and community spirit of the Class of 1985 into a lasting source of opportunity and inspiration for future generations.

By investing in education, scholarships, leadership development, mentorship, and community engagement, the Foundation seeks to ensure that its legacy continues to positively impact students, families, and communities for years to come.

Section 5. Objectives

The Foundation shall pursue the following objectives:

A. Scholarship Programs

Award scholarships, grants, and educational assistance to deserving students pursuing higher education, vocational training, trade programs, military service, or other educational opportunities.

B. Educational Advancement

Support educational enrichment programs, tutoring initiatives, leadership development activities, financial literacy programs, college preparation efforts, workforce readiness training, and academic achievement initiatives.

C. Mentorship Programs

Create mentorship opportunities connecting students with alumni, educators, professionals, and community leaders.

D. Alumni Engagement

Promote meaningful relationships among alumni and supporters while encouraging volunteerism, philanthropy, and community service.

E. Community Investment

Support programs and initiatives that strengthen educational outcomes, community development, civic engagement, and youth opportunities.

F. Fundraising Activities

Conduct fundraising campaigns, sponsorship programs, charitable solicitations, grant seeking activities, donor development initiatives, and special events that support the mission of the Foundation.

G. Signature Reunion Event

The Foundation recognizes the Class of 1985 Reunion, traditionally conducted every five years, as its signature fundraising and alumni engagement event supporting scholarships and Foundation programs.

H. Historical Preservation

Preserve and celebrate the history, traditions, accomplishments, and legacy of the Foundation and its supporters.

I. Community Partnerships

Develop partnerships with educational institutions, nonprofit organizations, businesses, foundations, governmental agencies, and community stakeholders whose activities align with the Foundation's mission.

J. Other Activities

Conduct any lawful activity consistent with the Foundation's charitable and educational purposes.

Section 6. Political Activities

The Foundation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 7. Tax Exempt Compliance

The Foundation shall at all times operate in a manner consistent with maintaining tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

No substantial part of the Foundation's activities shall consist of attempting to influence legislation except as permitted by applicable law.

ARTICLE IV PARTICIPATION AND AFFILIATION

Section 1. No Statutory Members

The Foundation shall have no members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

All corporate powers shall be exercised by or under the authority of the Board of Directors.

Section 2. Participant Classifications

The Foundation may recognize individuals within the following categories:

Alumni Participants

Individuals affiliated with the graduating Class of 1985 and other alumni supporters.

Founding Participants

Individuals recognized for their role in establishing the Foundation.

Community Supporters

Individuals supporting the mission and programs of the Foundation.

Donor Partners

Individuals, businesses, foundations, or organizations providing financial or in-kind support.

Honorary Participants

Individuals recognized for extraordinary service or contributions to the Foundation.

Such classifications are honorary only and do not create legal membership rights.

ARTICLE V BOARD OF DIRECTORS

Section 1. Number and Qualifications

The Board shall consist of not fewer than seven (7) nor more than fifteen (15) directors.

Directors shall:

- Support the mission of the Foundation
- Act in the best interests of the Foundation
- Participate in governance activities
- Serve on at least one committee
- Comply with conflict of interest requirements

Section 2. Powers

The Board shall have full authority over the affairs of the Foundation including:

- Strategic planning
- Financial oversight
- Budget approval
- Scholarship approval
- Program oversight
- Fundraising oversight
- Asset management
- Policy adoption

Section 3. Terms

Directors shall serve three-year terms.

Approximately one-third of the Board positions shall expire annually whenever practicable.

Directors may be reelected without limitation unless otherwise restricted by Board policy.

Section 4. Resignation

A director may resign at any time by submitting written notice to the President or Secretary.

Section 5. Removal

Any director may be removed by a two-thirds vote of the Board whenever the Board determines such action serves the best interests of the Foundation.

Section 6. Vacancies

Vacancies may be filled by majority vote of the remaining directors.

A director appointed to fill a vacancy shall serve the remainder of the unexpired term.

Section 7. Compensation

Directors shall serve without compensation but may be reimbursed for approved expenses incurred on behalf of the Foundation.

ARTICLE VI BOARD MEETINGS

Section 1. Annual Meeting

The Board shall hold an annual meeting each year at a date and time designated by the Board.

Section 2. Regular Meetings

Regular meetings may be held monthly or as determined by the Board.

Section 3. Special Meetings

Special meetings may be called by:

- The President
- Any two directors

Section 4. Quorum

A majority of directors then in office shall constitute a quorum.

Section 5. Voting

Each director shall have one vote.

Except where otherwise required, actions shall be approved by a majority vote of directors present.

Section 6. Remote Participation

Meetings may be conducted through telephone, video conferencing, or other electronic means permitted by California law.

Section 7. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing.

ARTICLE VII OFFICERS

The officers of the Foundation shall include:

- President
- Vice President
- Chief Financial Officer (Treasurer)
- Secretary

The Board may create additional officer positions as needed.

All officers must be directors.

Officers shall serve two-year terms and may be reelected.

ARTICLE VIII COMMITTEES

The Board may establish standing and special committees.

Standing committees may include:

- Executive Committee
- Finance and Audit Committee
- Scholarship Committee
- Development and Fundraising Committee
- Alumni Engagement Committee
- Governance and Nominating Committee
- Programs and Community Impact Committee
- Reunion Planning Committee

Committees shall report regularly to the Board.

ARTICLE IX AUXILIARY PROGRAMS

The Foundation may establish chapters, advisory groups, task forces, programs, initiatives, and partnerships as approved by the Board.

ARTICLE X FINANCIAL ADMINISTRATION

Section 1. Fiscal Year

The fiscal year shall begin July 1 and end June 30.

Section 2. Annual Budget

The Board shall adopt an annual operating budget.

Section 3. Contracts

Authorized officers may execute contracts approved by the Board.

Section 4. Financial Controls

The Foundation shall maintain appropriate internal controls for safeguarding assets and ensuring accountability.

ARTICLE XI INDEMNIFICATION

The Foundation shall indemnify directors, officers, employees, and volunteers to the fullest extent permitted by California law.

The Foundation may maintain liability insurance for such persons.

**ARTICLE XII
CONFLICT OF INTEREST**

All directors, officers, and committee members shall disclose actual or potential conflicts of interest.

The Foundation shall maintain a written Conflict of Interest Policy consistent with IRS and California nonprofit requirements.

Individuals with a conflict of interest shall not participate in decisions concerning the matter creating the conflict.

**ARTICLE XIII
RECORDS AND TRANSPARENCY**

The Foundation shall maintain accurate books, records, minutes, financial reports, and corporate documents as required by law.

Appropriate records shall be made available for inspection as required by California law.

**ARTICLE XIV
DISSOLUTION**

Upon dissolution of the Foundation, all remaining assets shall be distributed exclusively to one or more organizations qualifying under Section 501(c)(3) of the Internal Revenue Code whose purposes are consistent with the charitable and educational purposes of the Foundation.

No assets shall be distributed to any director, officer, private individual, or for-profit entity.

**ARTICLE XV
AMENDMENTS**

These Bylaws may be amended by a two-thirds (2/3) vote of the directors then in office.

CERTIFICATION

The undersigned certifies that these Bylaws were adopted by the Board of Directors of the JMHS 85 Foundation on July 15, 2024.

Secretary: _____

Date: _____

BOARD ADOPTION RESOLUTION

The undersigned Secretary of the JMHS 85 Foundation hereby certifies that the Board of Directors adopted the foregoing Bylaws as the governing bylaws of the Foundation effective July 15, 2024.

RESOLVED, that the Board of Directors of the JMHS 85 Foundation hereby adopts these Bylaws as the initial governing bylaws of the Foundation effective July 15, 2024.

FURTHER RESOLVED, that the officers of the Foundation are authorized and directed to maintain these Bylaws with the official corporate records of the Foundation and to take all actions necessary to carry out the purposes and governance provisions stated herein.

Secretary: _____

Date: _____