

**MVHS GRAD NITE COMMITTEE CORPORATION
BY-LAWS**

1. Philosophy

- a. Mission Viejo High School Grad Nite (hereafter referred to as MVHS Grad Nite) is a charitable organization for the community celebration of graduation AND a community alcohol/drug awareness/education project. The celebration is held on campus or at a venue off campus after the graduation ceremony. It is an all-night party for those graduating seniors at Mission Viejo High School (hereafter referred to as MVHS). It is an opportunity for parents, students, and schools to work with the community for a common goal. The essence of Grad Nite is cooperation, sharing and caring; the direct results are an alcohol-free, drug-free opportunity to educate graduates to alternatives as they celebrate life, increase creativity and self-esteem, renew basic values and have a lot of fun.

2. Purpose

- a. The purpose of this charitable organization is to engage all parents and the community to participate joyfully to the best of their ability to provide a fun, safe environment, free of alcohol, drugs and other harmful elements; where our sons and daughters can relax and spend the last night of high school with all their newly graduated friends and classmates.
- b. To engage the parents of MVHS and community in the charitable purpose of helping to provide a fun, safe environment for the Senior graduating students of MVHS.
- c. This organization shall abide by all requirements of an organization exempt from federal income tax. Under Section 501(c)(3) or (2) of the Internal Revenue Code.
- d. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

3. Property

- a. The property of this corporation is irrevocable dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of this corporation, shall be distributed to MVHS, an organization which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

4. Structure

- a. The beneficiaries of this organization are the students of MVHS. The members of this organization are the parents and legal guardians of the students of MVHS. The Board of Directors of this corporation is elected by the membership at an annual meeting during the second semester of the school year.

- b. MVHS Grad Nite is a single umbrella organization encompassing current and all graduation classes of MVHS. It is not a confederation of four separate classes or organizations.
 - c. The Board of Directors is responsible for running the corporation and for the execution of the Grad Nite event.
 - d. The Board of Directors shall consist of:
 - i. Chairperson of the Board, a member with a senior student
 - ii. Chief Financial Officer, a member with a senior student
 - iii. Secretary, a member with a senior student
 - iv. Director, a Senior Class Representative who is a member with a senior student
 - v. Director, a Junior Class Representative who is a member with a junior student and an interested party and potential candidate for their senior year's board.
 - vi. Director, a Sophomore Class Representative who is a member with a sophomore student and an interested party and potential candidate for their senior year's board.
 - vii. Director, a Freshman Class Representative who is a member with a freshman student and an interested party and potential candidate for their senior year's board.
 - e. The purpose for an odd number of Directors is to break a tie during voting.
 - f. Board members may not hold more than one office on the Board. Board positions are limited to one member per family.
 - g. The elected Board of Directors appoints Committee Chairs for the Current Grad Nite year from the pool of volunteers, as needed.
 - h. All Directors are elected at the annual meeting, however if there is a vacancy, interim elections must be held to fill vacancies.
5. Board Duties:
- a. Current Board Duties
 - i. Maintain a current non-profit corporate status by filing all required tax documents with the State & IRS. See Treasurer's responsibilities.
 - ii. Hold Board meetings on a regular basis.
 - iii. All directors to attend all board and parent meetings.
 - iv. All contracts are to be reviewed at board meetings.
 - v. Board resolutions are required for all contracts to be signed.
 - vi. Plan to be at the party an hour in advance (or immediately following graduation), throughout the night, and an hour or two after the party is over to handle any unforeseen problems.
 - vii. Keep school administrators, district office, police and senior class informed of Grad Nite plans.
 - viii. Schedule parent meetings for the year
 - ix. The current Board is charged with seeking out volunteers for the current Grad Nite.
 - x. The current Chairperson, Treasurer and Secretary are the only members with the authority to use the corporation's FEIN number.

- xi. The current Board is to ensure that all mandatory corporate expenditures noted below are set aside as nondiscretionary spending before the operating budget of the current Grad Nite event is considered.
 - a) CPA expenditures (audit and tax returns)
 - b) Insurance
 - c) Corporate and legal fees
 - d) All under class volunteer costs

- b. Chairperson of the Board, Senior Member Duties
 - i. Plans and conducts regular meetings of the Board.
 - ii. Makes presentations about Grad Nite as needed.
 - iii. The current Chairperson is to inform the Board elect of responsibilities and duties of running the corporation after the annual election meeting or at a scheduled meeting within the month.
 - iv. Reviews all Treasurer's reports and signs all Tax Returns.
 - v. Coordinate director and committee activities to achieve the purpose of Grad Nite.
 - vi. Manage Grad Nite preparations according to calendar and budget.
 - vii. Have oversight over the performance and progress of other members of the Board as well as Committee Heads and volunteers.
 - viii. Verify insurance coverage through school for the following:
 - a) Annual Event General Liability Coverage
 - b) Accident Medical Coverage
 - c) Property Coverage
 - d) Officer's and Volunteers Liability Coverage
 - e) Crime Bond Coverage for stolen or embezzled monies
 - ix. Provide full directors and officers corporation insurance coverage. See procedures and policies for broker recommendations.
 - x. Ensure venue site location has adequate coverage.
 - xi. Ensure any and all hired vendors have adequate coverage. i.e.
 - a) Entertainment vendors
 - b) Transportation vendors
 - c) Performance vendors
 - d) Food vendors, etc.

- c. Chief Financial Officer, Senior Member Duties
 - i. See Finance below
 - ii. At monthly meetings the Chief Financial Director will make a report of the balances in each account.
 - iii. Guide and direct volunteers in the proper handling and recording of financial activities.
 - iv. Record and keep appropriate records of financial transactions.
 - v. Insure that California Form S-100 is completed and recorded by January 31st each year or as require by law.
 - vi. Insure that the all liabilities are paid by the end of the fiscal year August 31.
 - vii. Insure that the complete books and records of the corporation for the fiscal year ended August 31 are submitted to the CPA within 15 days of the close of the fiscal year.

- viii. Insure that the CPA concludes his review of the corporate records and completes the Federal and State tax returns by September 30.
 - ix. Insure that both tax returns are signed by the Chairperson(s) and mailed via Certified US Mail within two weeks of receipt of returns from the CPA.
 - x. Introduce the incoming treasurer and chairperson to the banking representative to do the following:
 - xi. Void old signature cards and create new signature cards.
 - xii. Surrender ATM cards, deposit cards and the like to the banker.
 - xiii. Surrender the checkbook to the new treasurer.
 - xiv. Transfer any records and documents (including e-files) to the treasure.
 - xv. Provide a report of amount in all accounts at each meeting to include balances of all years' savings accounts.
- d. Secretary, Senior Member Duties
- i. Take minutes at all meetings and to have minutes typed and filed in the current year's Board minutes file within one week of meetings.
 - ii. Coordinates with Treasurer to prepare forms required for maintaining Grad Nite as a Non-Profit Corporation.
 - iii. Post notice of all executive and member meetings to membership through Grad Nite web site. All meetings are open to membership.
 - iv. Executive sessions are open for observation but not for participation. When the nature of the business discussed might breach legal parameters the executive session may be closed by majority vote of the Board.
- e. Director, Senior Class Representative Duties
- i. To be team leader for the Junior, Sophomore and Freshman Board Representatives
 - ii. Field candidates for positions and be the team leader.
 - iii. To ensure a broad base of candidates for the next annual election of the Board.
 - iv. To coordinate set-up of diploma distribution the morning after grad nite.
 - v. To liaison, coordinate and communicate with the senior class parents, all needs, wants and wishes of the Grad Nite Committee at large.
 - vi. To promote tickets sales.
- f. Director, Junior Class Representative Duties
- i. To observe and learn the proper corporate management and responsibilities of the Grad Nite Board operation.
 - ii. To liaison, coordinate and communicate with the junior class parents, all needs, wants and wishes of the Grad Nite Committee at large.
 - iii. To provide all the chaperones and venue tear down duties of the current Grad Nite.
- g. Director, Sophomore Class Representative Duties
- i. To observe and learn the proper corporate management and responsibilities of the Grad Nite Board operation.
 - ii. To liaison, coordinate and communicate with the sophomore class parents, all needs, wants and wishes of the Grad Nite Committee at large.
 - iii. To provide check-in security; additional on-site venue security as needed.

- h. Director, Freshman Class Representative Duties
 - i. To observe and learn the proper corporate management and responsibilities of the Grad Nite Board operation.
 - ii. To liaison, coordinate and communicate with the freshman class parents, all needs, wants and wishes of the Grad Nite Committee at large.
 - iii. To provide all check-in volunteers and any on-campus tear down and clean-up duties of the current Grad Nite.
- i. Board Elect Duties
 - i. The Board Elect shall do research on venues, styles of Grad Nites, comparisons of other Grad Nites in the area from March through July. They shall then bring the results of their research to the Board meeting in July to make a venue decision of the following Grad Nite.
 - ii. The Board Elect assists in putting on the current year's Grad Nite and reviews what was good and what was bad and includes their evaluation at the first member meeting.
 - iii. The Board Elect shall be trained and shadow and assist the current Board and committee chairs from the election in March through June 30th, the end of the term.
 - iv. The Board Elect shall be sworn in to uphold the Bylaws and Articles of Incorporation by the current Chairperson.
- j. Alternates (Optional). All positions can have an alternate whose responsibility is to attend all meetings and replace the elected representative should that person resign for any reason.
- k. Term of Office. Term of office for the Board runs from July 1 through June 30th. This allows the incoming Board to immediately select the venue and prepare for Diablo Daze.

6. Election Policies

- a. Elections for the Board of Directors are to be held during March. The time period between the election and term end, June 30th is a training period for all Board members elect. Official offices are taken with signatory power July 1. During this interim period, the Board of Directors Elect are to start organizing and planning their Committees.
- b. Qualified Voters. A qualified voter is a parent or guardian of a student who is in good standing currently enrolled at MVHS.
- c. Quorum is 50% plus one. Should the number of members present not meet quorum the meeting shall be held open for one-half hour and will go on as a bona fide meeting as long as notice has been given to the membership, in good faith, and with enough time in advance (two-weeks) to schedule their attendance at the annual meeting
- d. Upon audit of the votes the person with the greatest number of votes is elected to the position. The person with the second greatest number of votes is the alternate. There are no absentee ballots.
- e. The following paragraphs will be read aloud to the electorate prior to any nominations or election.

- i. Voters will be cautioned prior to the election process not to elect those who have in the past held previous Grad Nite positions on the Board or in Committees and have failed to perform adequately and to fulfill all required obligations of the Corporation in a timely manner. This includes, but is not limited to:
 - a) failure to file tax returns as required by law,
 - b) failure to secure and maintain current and appropriate insurance policies,
 - c) theft, embezzlement, misrepresentation or failure to follow generally accepted accounting procedures (i.e., failure to provide complete documentation of original bank statements, invoices,
 - d) failure to insure that subsequent Grad Nite Committees are provided with adequate start-up funds and reasonable training, etc.
 - ii. Any individual nominated or elected and later found to be in violation of this paragraph will be replaced at once by majority vote of the Board.
 - iii. Any parents wishing to be considered for the Board for future years can submit their name for nomination for positions open to their qualifications as defined in the Board positions named above.
7. Interim Elections for Vacancies. Vacancies must be appointed and be ratified by majority vote at the next Member Meeting within 30 days.
8. Resignations
- a. Resignations from Board members are accepted in writing or requested with a written request of resignation.
 - b. Request for resignation of a Board member will be asked for the following reasons:
 - i. Dishonesty and lying of any kind.
 - ii. Inability to attend meetings without leave of absence.
 - iii. Causing rancor at meetings or amongst Board members or membership.
 - iv. Unauthorized representation of MVHS Grad Nite Committee at various official meetings (i.e, schools, districts, PTSO and other organizations).
9. Meetings
- a. Board of Directors are to meet monthly in addition to the annual meeting in March.
 - i. They will begin at a time of mutual choice.
 - ii. The first meeting of the new year shall be called by the Chairperson elect.
 - b. Notice of all annual meetings are to be published in the electronic newsletter from the school, Grad Nite e-mail address and Grad Nite web site.
 - c. Official business can only be conducted at a Board or Member meeting of the corporation with at least 4 currently elected board members present. Meeting of classes or groups can be held but will have no official authority to conduct corporation business or amend the By Laws.

10. Finance

- a. The board will conduct its financial affairs in such a manner that it will not burden future Grad Nite Committees or threaten the viability of Grad Nite.
- b. Any financial account opened using the corporation's Federal Employer Identification Number is the property of the corporation. Any property bought with corporate funds is the property of the corporation and can only be accessed by the authority of the current Board.
- c. The control of corporate assets is absolute in the Board. The Board will protect the assets of the corporation and maintain the accounting for those assets. The Board will protect the corporation's FEIN and its use.
- d. Non-funds Assets: The acquisition and disposal of non-fund assets will be made at the discretion of the Board based upon the changing demands of the corporation and its mission.
- e. Funds Assets: The Board will insure fund visibility to the Federal and State Governments, the committee's treasurer(s) and Certified Public Accountant (CPA), and committee volunteers.
- f. Only the currently elected Chairperson, Treasurer and Secretary have the authority to open, access, and spend financial accounts. This will insure that all funds are protected by insurance policies against fraud.
- g. All established accounts are for the benefit of the current senior class. Once all financial obligations are settled, remaining funds roll over to the next senior class for its Grad Nite event.

Note: In the past, separate accounts were established for each class and funds were segregated. Funds for those accounts were earned by labor performed to the benefit of previous Grad Nite events (set up, check in, chaperoning, etc) or by fund raisers specifically authorized by the Board. This practice has proven to be unwieldy and too chaotic, which could lead to potentially illegal processes.

- h. All fundraisers are to be approved by the Board.
- i. The board will maintain and fund a separate savings account to meet the annual anticipated needs of the corporation. This includes funding for all insurance requirements.
- j. The board will maintain a checking account for use in its general operations.
- k. The board may authorize opening special accounts for the purpose of investing excess funds. It is the board's responsibility to investigate the safety of these investments and to authorize the investment by a vote of the board. Such investments might include bank Certificate-of-Deposits which are insured by the FDIC. The investment must not be speculative. The return should be spelled out and guaranteed. Maturity dates should be such that the money is available at the time Grad Nite obligations are due.

- l. Insurance. The Board of Directors is to renew/obtain the following insurance policies through the school, or arrange for own coverage and provide supporting current documentation to MVHS ASB Director. (See policies and procedures manual for further information.)
- m. Loans. The MVHS Grad Nite Committee Corporation is a cash corporation. NO LOANS, NO CREDIT, NO BORROWING. If you need the money, you raise the money and keep expenditures within what you have, making sure the corporate responsibilities are taken care of first.
- n. The Board of Directors is charged with the responsibility of executing the policies and procedures of Grad Nite as stipulated in the policies and procedures manual.

11. Ratification and By Law Amendments

- a. Any and all By Law Amendments must be adopted by the majority of the quorum consisting of 5/7ths of the Board, meaning 5 out of 7 members must be present.
- b. Any and all By Law Amendments must be ratified and signed as a result of a majority vote that carries the motion. All records must be reflected in the minutes of the said meeting. All minutes of all meetings shall reside in the corporate books and archives.
- c. If nothing is amended to the By Laws this shall be reflected at the annual meeting and on the signature page of the annual status of amendments for the MVHS Grad Nite Committee Corporation by reflecting no change and a copy of this document shall be given to the MVHS Administration per traditional sign-off and the original resides in the corporate books.

12. Termination of MVHS Grad Nite Corporation

- a. Should Grad Nite not take place for four consecutive years and the climate of the student population indicates that this event will not take place in the future (within four years) all funds from the Mission Viejo Grad Nite Committee Corporate checking and savings accounts and all assets and impound accounts are liquidated after closing expenses are paid and corporate obligations as well as legal corporate dissolution has been completed. The remainder of funds and assets will be contributed to the MVHS ASB for expenditures which contribute to the express purpose of education concerning the alternatives to drugs and alcohol and learning to celebrate life without the assistance of abusive substances. This dissolution will be decided jointly by a dissolution committee composed of a majority of the most recent annual Grad Nite Board, past and present, the MVHS ASB Director and the MVHS Principal.
- b. In the event the Board has dissolved, the last sitting Board that has filed the final tax return is charged with the responsibility of closing all accounts, filing all forms and transferring all net assets to Mission Viejo High School.

13. These By Laws replace any and all previous By Laws. All amendments to these By Laws voted and carried shall be attached therein. The MVHS Administration shall be provided with updated By Laws on an annual basis by MVHS Grad Nite Committee Corporation.

**Annual Status of Amendments for
The MVHS Grad Nite Committee Corporation By Laws**

Amendment to By Laws: Yes No

Adopted: 2/9/2016

<u>Jeanne Cassidy</u>	*	<u>02/09/2016</u>
Chairperson of the Board (Print Name)	Signature	Date

<u>Janice M. Zintgraff</u>	*	<u>02/09/2016</u>
Chief Financial Officer (Print Name)	Signature	Date

<u>Cathy Tuper</u>	*	<u>02/09/2016</u>
Secretary (Print Name)	Signature	Date

<u>Beth Turnbaugh</u>	*	<u>02/09/2016</u>
Senior Representative (Print Name)	Signature	Date

<u>Lisa Rosecrans</u>	*	<u>02/09/2016</u>
Junior. Representative (Print Name)	Signature	Date

<u>Lisa Cookston</u>	*	<u>02/09/2016</u>
Sophomore Representative (Print Name)	Signature	Date

<u>Vanetta Perisho</u>	*	<u>02/09/2016</u>
Freshman Representative (Print Name)	Signature	Date

*NOTE: Original signatures on file with MVHS Grad Nite Committee Corporation

Notice to MVHS Administration Representative*

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MVHS Activities Director (ASB) (Print Name)	Signature	Date