

# CONSTITUTION AND BYLAWS

SCORPION ATHLETIC BOOSTER CLUB, INC.



*SABC*

**Adopted 27 October 2011**

**As Amended 05 July 2013**

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**RECORD OF AMENDMENT  
OF THE  
CONSTITUTION AND BYLAWS  
OF THE  
SCORPION ATHLETIC BOOSTER CLUB, INC.**

<b>Amendment</b>	<b>Date</b>	<b>Amendment Summary</b>
1	05 July 2013	Added Operating Committee definition, Disqualification section, clarified Term of Office, redefined budget year and budget due date, and cleaned up various other language throughout.

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# **CONSTITUTION AND BYLAWS**

## **SCORPION ATHLETIC BOOSTER CLUB, INC.**

### **ARTICLE I – NAME**

The name of this organization shall be the Scorpion Athletic Booster Club, Inc. (the “Corporation”).

The names “Scorpion Athletic Booster Club” and “SABC” shall also interchangeably refer to this Corporation.

The name “Bylaws” as used herein shall interchangeably refer to this Constitution and Bylaws of the Scorpion Athletic Booster Club, Inc. document in its entirety.

### **ARTICLE II – PRINCIPAL OFFICE**

The principal office for the transaction of the business of the Corporation is located at Adolfo Camarillo High School (“ACHS”), 4660 Mission Oaks Boulevard, Camarillo, California, 93012. The Corporation may have such other offices, within the County of Ventura in the State of California, as the Board of Directors (the “Board” or “BOD”) may designate or as the business of the Corporation may require from time to time.

The BOD has full power and authority to change the principal office of this organization from one location to another within County of Ventura, in the State of California. Any such change shall be noted as an amendment to these Bylaws.

### **ARTICLE III – STATEMENT OF PRINCIPLES**

#### **SECTION 1 – PURPOSE**

Since 1956 ACHS has produced thousands of leaders who have gone on to serve our community well. Their success has been due in no small measure to the parents, community members, and businesses that supported their athletic endeavors with money and time. The ACHS athletic programs would not have been as successful, and many would not exist today, without the generosity of so many for more than 50 years.

This Corporation was formed to raise funds to help supplement school funding for the Athletic Department for the benefit of all ACHS teams and student athletes.

The specific purpose of this Corporation is to raise funds for and provide financial assistance to the Athletic Department of ACHS. Through the Athletic Department, this Corporation will support ACHS athletic programs and facility improvements in order to promote student participation in interscholastic sports.

#### **SECTION 2 – MISSION STATEMENT**

The Scorpion Athletic Booster Club provides financial support to the ACHS Athletic Department in order to promote physical fitness, a strong work ethic, and the values of citizenship, responsibility, commitment, sportsmanship, and teamwork in all ACHS student athletes to encourage their growth into successful young adults in our community.

## **SECTION 3 – SCHOOL RELATIONSHIP**

This Corporation exists to support the entire ACHS Athletic Department. This support shall be provided while following the guidance and direction provided by the ACHS administration, within the boundaries of these Bylaws. The members of the SABC are hereby entrusted with the duty to ensure that the operating philosophy of this Corporation is aligned with that of the ACHS administration.

The members of this Corporation shall work closely with the ACHS Athletic Director and Principal in the planning and execution of Corporation fundraising efforts.

This Corporation's primary means of support for ACHS Athletics shall be through donations directly to the Athletic Department to support all of ACHS Athletics. While the members of this Corporation may from time to time make suggestions to the ACHS Administration as to projects and programs on which those donated funds might be expended, those suggestions shall at all times be non-binding. All funds donated by this Corporation to ACHS shall belong solely to ACHS and are to be expended entirely at the discretion of the ACHS administration.

An individual athletic team at ACHS may be supported directly by this Corporation's fundraising efforts, but only if a written contract is executed and signed by each of:

1. An authorized representative from that team;
2. A Director of this Corporation; and,
3. The ACHS Athletic Director.

Such individual team contract shall be disseminated to all Corporation Directors. Funds raised as a result of such support shall be donated per the written contract. This Corporation shall expend no funds collected as a result of contract efforts on any service or asset without prior written permission from that team's designated representative.

## **ARTICLE IV – MEMBERSHIP**

### **SECTION 1 – MEMBER CLASSES**

The membership of the SABC shall comprised of be the following classes:

1. General Members
  - a. Active General Members
  - b. Inactive General Members
2. Directors and Officers
3. Committee Chairs

### **SECTION 2 – QUALIFICATIONS**

#### ***A. Eligibility***

Membership in the SABC is open to all adult persons who desire to actively support the Purpose and Mission Statement of the SABC.

### ***B. General Membership***

To become a General Member, an eligible person must register with the SABC Secretary (the “Secretary”). No financial contribution is required for membership.

### ***C. Active General Members***

Upon registration as a General Member, that Member shall become an Active General Member. Active membership is maintained by attending SABC meetings, volunteering in support of SABC activities, voting, or contact with the Secretary through email, telephone, or written communication.

Only Active Members may exercise the right to vote in any vote so designated for action by General Members.

### ***D. Inactive General Members***

Any General Member who does not meet the criterion of an Active General Member shall be designated an Inactive General Member. No Inactive Member may exercise any right to an SABC vote. The number of Inactive General Members shall not be included in any calculation required in determination of a quorum.

An Inactive Member may become an Active Member by acting in the any capacity of an Active Member, except by voting.

Any Inactive General Member may be removed from the membership rolls at the discretion of the Secretary upon determination that the Member will not be returning to Active Membership. Any Inactive General Member who has been so designated for four (4) years without interruption shall be removed from the list of General Membership.

### ***E. Directors and Officers***

Each Officer, also known as a Director, of the Corporation shall be a person who meets the qualifications for General Membership and is elected by the General Members.

Each Director and Officer of the SABC, however elected, shall automatically be designated an Active General Member for the duration of his or her term in office. Each such Member shall remain a General Member after the expiration of his or her term, as detailed in this Section.

### ***F. Committee Chairs***

Each Committee Chair shall be a person who meets the qualifications for General Membership and is appointed by the BOD.

Each Committee Chair, however appointed, shall automatically be designated an Active General Member for the duration of his or her term as Chair. Each such Member shall remain a General Member after the expiration of his or her term, as detailed in this Section.

## **SECTION 3 – MEMBERSHIP REVIEW**

The Secretary shall conduct a review of the General Membership at a minimum of once per year prior to the annual meeting. Any person on the rolls of the Active General Members who has acted in the capacity of an Active General Member as described in Article IV, Section 2.C during the preceding twelve-month period shall be retained on the list of Active General Members.

The BOD shall review the Active and Inactive General Membership rolls at the annual meeting. The membership rolls shall be subject to approval by BOD vote.

## **SECTION 4 – GOVERNING RULES AND REGULATIONS**

### ***A. Bylaws***

All Members shall be bound in their actions on behalf of the Corporation by both the letter and spirit of all rules contained in these Bylaws.

### ***B. Articles of Incorporation***

All Members shall be bound by the Articles of Incorporation of the Scorpion Athletic Booster Club, Inc., including any and all amendments thereto.

### ***C. School and District Rules***

All Members shall be bound by all ACHS and Oxnard Union High School District (“OUHSD”), collectively known herein as the “School”, rules and regulations that govern School-Connected Organizations and Booster Clubs. In the case of a conflict between the School rules and regulations and these Bylaws, if the School rules and regulations are more restrictive than the Bylaws, the School rules and regulations shall take precedence; otherwise, the Bylaws shall take precedence.

### ***D. State Law***

All Members shall be bound by the Nonprofit Public Benefit Corporations Code of the State of California (the “California Code”). In the case of a conflict between the California Code and these Bylaws, if the California Code is more restrictive than the Bylaws, the California Code shall take precedence; otherwise, the Bylaws shall take precedence.

### ***E. Policies and Procedures***

All manuals and guidelines approved and distributed by the BOD are hereby incorporated into these Bylaws.

## **SECTION 5 – QUORUM**

### ***A. Scope***

Except as otherwise defined within these Bylaws, a quorum shall be as defined in this Section. Any other quorum definition contained elsewhere within these Bylaws shall take precedence only for the Article in which that definition is stated.

### ***B. Meetings***

Presence at any meeting of the BOD of a minimum 51% of the Officers in office as of the date of the notice of such meeting shall constitute a quorum for the purposes of convening such meeting and transaction of business at that meeting.

Presence at any meeting of any Committee designated by the BOD of a minimum 51% of the members of that committee as of the date of such meeting shall constitute a quorum for the purposes of convening such meeting and transaction of business at that meeting.

### ***C. Vote by the Board of Directors***

A vote received from a minimum of 51% of the Directors in office as of the date of the notice of such vote shall constitute a quorum for the purposes of that vote.

***D. Vote by Committee***

A vote received from a minimum of 51% of the members of any Committee who are members of that Committee as of the date of the notice of such vote shall constitute a quorum for the purposes of that vote.

***E. Vote by the General Membership***

A vote received from a minimum of 25% of the Active General Members on record as of the date of the notice of such vote shall constitute a quorum for the purposes of that vote.

**SECTION 6 – VOTING**

***A. Voting Rights – General Membership***

Each Active General Member has the right to cast one vote for each office of the BOD on the ballot in any single election for the BOD.

No General Member has a right to vote in any other capacity, except in circumstances as specifically authorized by the BOD or by other provisions of these Bylaws. Each Active General Member shall have the right to cast a single vote in any circumstances so authorized.

***B. Voting Rights – Committees***

Each member of any Committee has the right to cast a single vote in any business that comes up for action by that Committee.

***C. Voting Rights – Directors and Officers***

Each Director has the right to cast a single vote in any business that comes up for action by the BOD.

***D. Voting Method***

Votes in person at meetings may be conducted by voice vote, show of hands, or written ballot at the discretion of the Board. Votes in person for any election necessary at a meeting of the Board shall be by written ballot.

Votes for a single-issue item, including an election of Directors, may be conducted by email at the discretion of the Board. A vote by email shall be valid only upon an email response from a number of Members constituting a quorum, as defined in Article IV, Section 5.

Votes for an election of the Directors and Officers may be collected by secret written ballot. A number of ballots constituting a quorum must be collected for the results of a vote by written ballot to be valid.

***E. Proxy***

No proxy vote is permitted in the transaction of any of the business of the Board of Directors, any Committee, or General Members.

***F. Voting Procedures***

No topic shall come to a vote by the BOD until a Director so moves and another Director seconds the motion.

No topic shall come to a vote by any Committee until a member of that Committee so moves and another member seconds the motion.

Unless specified otherwise within these Bylaws, all topics coming to a vote shall be carried by a simple majority of those Members participating in the vote.

***G. Vote Tabulation***

Results of all votes conducted by the BOD shall be received, recorded, and tabulated by the Secretary, as appropriate to the method used to conduct the vote.

Results of all votes conducted by any Committee shall be received, recorded, and tabulated by the designated secretary of that Committee, as appropriate to the method used to conduct the vote.

If a vote is for the election of the Board of Directors, all votes shall be received, recorded, and tabulated by the current Director not running for reelection in the current election, who is first listed by office in order of priority:

1. Secretary;
2. Vice President;
3. President;
4. Treasurer.

If, after exhausting the above list, there is no Director who is not running for reelection available to receive the vote, an Active General Member shall be appointed to such duty by majority vote of the current BOD.

***H. Vote Ratification***

The results of each election must be ratified by vote of the current Board.

**SECTION 7 - DISQUALIFICATION**

***A. Membership***

Death, resignation, or removal of any Director or Officer as provided in these Bylaws shall automatically terminate membership of such person in this Corporation.

***B. Resignation***

Any Member may submit a resignation request in writing or via email. Membership in this Corporation shall be terminated upon receipt of such a request, effective as of the date of the request, without acceptance.

***C. Refusal***

The Board may refuse membership to any person otherwise eligible to become a General Member in the Corporation with or without cause by a vote of not less than a two-thirds (2/3) majority of Directors then in office.

Any such refusal shall be binding in perpetuity unless explicitly reversed by a vote of not less than a two-thirds (2/3) majority of Directors then in office.

***D. Removal***

The Board may remove a General Member from membership in the Corporation with or without cause by a vote of not less than a two-thirds (2/3) majority of Directors then in office. Any Member so removed shall be ineligible from all future membership in this

Corporation unless explicitly allowed by a vote of not less than a two-thirds (2/3) majority of Directors then in office.

## **SECTION 8 – LIABILITY AND INSURANCE**

### ***A. Non-Liability of Directors and Officers***

No agent of the Corporation, including a Director, Officer, employee, or other agent of the Corporation, shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

### ***B. Indemnification of Directors and Officers***

To the extent that a person, who is, or was, a Director, Officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against the expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, California Code Section 5238.

### ***C. Insurance for Corporate Agents***

The BOD shall purchase and maintain insurance on behalf of any agent of the Corporation including a Director, Officer, employee, or other agent of the Corporation, against any liability other than for violating provisions of law relating to self dealing (California Code Section 5233) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of California Code Section 5238.

Such insurance shall provide at a minimum coverage against negligence lawsuits levied against volunteer Directors and Officers.

## **ARTICLE V – MEETINGS**

### **SECTION 1 – CONDUCT OF MEETINGS**

#### ***A. Open Meetings***

Unless specifically convened as a Closed Meeting, each meeting of the SABC, whether meetings of the BOD, a Committee, or otherwise, shall be open for the entire duration of the meeting to attendance by all Members and any interested representative(s) of the ACHS staff and administration.

#### ***B. Meeting Notice***

Notice of each meeting, except Emergency Board Meetings, shall be published no less than seventy-two (72) hours in advance of such meeting. Notice shall be promulgated by email,

and shall include meeting time, date, and location. Meeting schedules shall be maintained on the SABC web site.

***C. Reminder Notice***

A reminder notice of each standing meeting shall be distributed via email to all Active General Members no less than twenty-four (24) hours prior to such meeting. Such notice shall include a meeting agenda prepared by the Secretary as well as the time, date, and specific meeting location.

***D. ACHS Representative***

A representative of the ACHS Administration, normally the Athletic Director or a designated representative, shall be invited to every meeting in accordance with the Meeting Notice requirement.

***E. Attendance Record***

A written register shall be collected and maintained of all those Members in attendance at each SABC meeting.

***F. Minutes***

The Secretary or Secretary's designated representative shall record minutes of each meeting of the Corporation.

The meeting minutes shall be distributed to the Directors as soon as practical following the conclusion of the meeting.

The minutes for all meetings shall be provided to the designated ACHS representative as soon as practical following the conclusion of the meeting.

The minutes for all meetings, except those specifically convened as a Closed Meeting, shall be posted on the Corporation web site as soon as practical following the meeting.

***G. Adjournment***

If less than such a quorum of Directors is present at a meeting, a majority of the Directors present shall reschedule the meeting. When a meeting is rescheduled, notice shall be provided as to the rescheduled meeting time and location as in the case of an original meeting.

**SECTION 2 – PLACE OF MEETINGS**

Annual meetings of the SABC Membership shall be held at the Principal Office.

Regular meetings shall be held at the Principal Office, or at any other location within the County of Ventura in the State of California as the Operating Committee (as defined in Article VIII) may designate.

All other meetings shall be held at the Principal Office or at a location so designated by the Operating Committee, with notice of such location promulgated with the Meeting Notice.



## **SECTION 3 – TYPES OF MEETINGS**

### ***A. Annual Meeting***

The annual meeting of the Members of the Corporation shall be held as close as possible to the 4<sup>th</sup> Thursday of February at 7:00 PM unless changed by a majority vote of the Operating Committee.

Any change to the date or location of the Annual Meeting shall require a meeting notice of not less than fourteen (14) days prior to the new meeting.

### ***B. Regular Meeting***

Regular meetings of the Members shall be held on the 4<sup>th</sup> Thursday of each month at 7:00 PM unless changed or cancelled by a majority vote of the Operating Committee.

Unless updated subsequently, the Meeting Notice required by Section 1.B of the next scheduled regular meeting shall be considered given at the conclusion of the prior regular meeting.

Any change to the date or location of a Regular Meeting shall require a Meeting Notice of not less than seventy-two (72) hours prior to the new meeting.

### ***C. Special Meeting***

The President, or any two Directors, may call a special meeting of the BOD.

Written, verbal, or email notification of a special meeting shall be delivered to each Member no less than forty-eight (48) hours prior to the meeting. Notification of the place and purpose of a special meeting may also be given at any regularly convened meeting.

### ***D. Virtual Meeting***

Discussion and/or vote for a single-issue item conducted by email shall constitute a Virtual Meeting. Such a meeting shall be a valid meeting of the membership only upon an email response from a number of members constituting a quorum as appropriate for the business conducted at such meeting.

### ***E. Closed Meeting***

A Special Meeting may be specifically convened as a Closed Meeting of the BOD. A Closed Meeting is open to attendance only to the Directors of the Corporation, the designated ACHS representative, and any other person specifically invited to the meeting by name. No other General Members will be permitted to attend a Closed Meeting.

Closed Meetings shall be held only very infrequently, and shall only be used to address a single sensitive topic, such as a personnel issue, that requires resolution in private. No normal business of the Corporation, or any business other than the topic for which the Closed Meeting was called, shall be conducted during a Closed Meeting.

### ***F. Emergency Board Meeting***

An Emergency Board Meeting may be called by any Board Member to address a situation where the Board must make an immediate decision. There shall be a minimum of three (3) Board Members physically present in order for this emergency meeting to represent the BOD.

There must be an attempt to contact all Operating Committee members to attend an emergency meeting. The Operating Committee must be notified of the purpose, details and outcome of the meeting in writing or by email on the day of the meeting.

No vote required by action taken or decisions made at an Emergency Meeting shall be valid or final until and unless a quorum is satisfied as defined in Article IV, Section 5. Any such required vote may be conducted in whole or in part by any appropriate method of Article IV, Section 6.C.

## **ARTICLE VI – BOARD OF DIRECTORS**

### **SECTION 1 – COMPOSITION**

There shall be seven (7) Officers, also known as Directors, on the SABC Board of Directors.

The Officers shall be:

1. President;
2. Vice President;
3. Secretary;
4. Treasurer;
5. Director of Special Events;
6. Member At Large;
7. Member At Large.

### **SECTION 2 – POWERS**

The Board of Directors shall have the power and authority to manage and control the activities, business, and affairs of the Corporation, consistent with these Bylaws and all other rules, regulations and laws referenced herein.

The powers of the BOD shall include, but not be limited to, the following specific powers:

1. Conduct, manage and control the affairs of business of the Corporation, and make such rules and regulations as are therefore consistent with the Bylaws, as they may deem best;
2. Prescribe such powers and duties for the Officers and agents of the Corporation as may be consistent with the Bylaws;
3. Authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, which authority may be general or confined to specific instances;
4. Form committees consisting of Active General Members to assist with the execution of the affairs of business of the Corporation, to include the Operating Committee, in accordance with Article VIII;
5. Change the principal office for the transaction of the business of the Corporation from one location to another and fix and locate from time to time one or more subsidiary offices of the Corporation for the holding of any meetings, with such location consistent with these Bylaws;

6. Adopt, make and use a corporate seal and to alter the form thereof from time to time in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law;
7. Borrow money and incur indebtedness for the purpose of the Corporation, and cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities therefore;
8. Ratify the results of any election of Officers to the Board of Directors;
9. Amend the Bylaws of the Corporation in accordance with Article XI.

### **SECTION 3 – MANNER OF ACTING**

Every act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the BOD.

### **SECTION 4 – PRESUMPTION OF ASSENT**

A Director of the Corporation who is present at a meeting of the BOD at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the dissent of such Director is otherwise recorded. Dissent to such action shall be recorded by:

1. Entry in the minutes of the meeting;
2. Written dissent filed with the person acting as the secretary of the meeting before the adjournment thereof; or,
3. Written dissent forwarded by registered or certified mail to the Secretary immediately after the adjournment of the meeting.

Such right to dissent shall not apply to a Director who voted in favor of such action.

### **SECTION 5 – TERM OF OFFICE**

Each Director, except the Members At Large, shall be elected for a two-year term. Each Member At Large shall be elected for a one-year term.

The term of office of each Director shall expire upon ratification of any election for which that office was on the ballot, whether or not any person was elected to that office.

The following Officers shall be elected at or immediately following the end of calendar years ending in odd numbers, in accordance with Section 6:

1. President;
2. Secretary;
3. Director of Special Events;
4. Members At Large.

The following Officers shall be elected at or immediately following the end of calendar years ending in even numbers, in accordance with Section 6:

1. Vice President;
2. Treasurer;
3. Members At Large.

## **SECTION 6 – ELECTION**

### ***A. Nomination***

Nominations for candidates for election to the BOD shall be solicited from the Active General Members in November. Such solicitation may be via email or written or verbal communication.

Any person meeting the eligibility requirements of Article IV, Section 2.A is eligible for nomination to the ballot for election, whether or not that person is currently an Active General Member.

### ***B. Ballot***

The Secretary shall collect the nominations and compile a ballot. All candidates for all offices shall be listed on the ballot, including each person running unopposed.

Write-in votes shall be allowed for all offices, and space provided on the ballot for a write-in candidate. If a write-in candidate is submitted during the vote, votes for that candidate shall be counted as if that candidate had been nominated prior to the election, with one vote cast for each ballot recording that candidate's name.

No person may be a candidate for more than a single office in any single election.

The ballot shall be approved by vote of the BOD prior to the election.

### ***C. Vote***

The vote shall be conducted in January in accordance with the provisions of Article IV, Section 6, and ratified at the January regular meeting, or as soon as practical thereafter.

With the number of votes cast constituting a quorum, a simple majority vote shall establish the winner for each office. In the case of three or more candidates for an office, should no candidate for that office receive a simple majority of votes, the candidate with the most votes among all candidates for that office shall be deemed to win election to that office.

Any candidate running unopposed shall be considered to win election for that office, even if no vote has been cast for that candidate.

### ***D. Assumption of Office***

Newly elected Directors shall assume office after ratification of the election results, either at the Annual Meeting or at the first regular meeting of the Corporation at which the Board ratifies the election results, whichever is later.

### ***E. Runoff***

If an election results in a tie for a particular office, a runoff election shall be held as soon as practical for that office. The ballot for the runoff election shall contain only the names of those candidates for whom a tie vote was cast in the original election. The runoff vote shall be conducted in accordance with the procedures for the original vote in paragraph C of this Section.

Each Active General Member shall be entitled to a maximum of one vote per member for any such runoff election.

The Board may at its discretion ratify the results for the remaining offices on the original ballot not subject to the runoff and those offices may be assumed prior to the completion and ratification of the runoff election.

## **SECTION 7 – VACANCIES**

### ***A. Existing Office***

Any vacancy or vacancies in the BOD resulting from death, incapacity, resignation, expiration of term of office, removal, or otherwise, shall be filled by the affirmative vote of a majority of the remaining Directors. Any person meeting the eligibility requirements of Article IV, Section 2.A is eligible for nomination to fill such vacancy.

A vacancy resulting from the resignation of a Director at the end of the 1<sup>st</sup> year of a 2-year term shall be filled during the annual election in accordance with the procedures in Section 6.

A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

### ***B. New Office***

Any office to be filled by reason of any increase in the number of Directors shall be filled either:

1. During the annual election in accordance with the procedures in Section 6, or
2. At a special meeting of the Board called for that purpose in accordance with the procedures of Paragraph A of this Section.

## **SECTION 8 – REMOVAL**

The Board may remove a Director from office with or without cause by a vote of not less than a two-thirds (2/3) majority of Directors then in office.

If a Director fails to attend regular meetings or fails to perform his or her duties without adequate reason, the Board may remove the Director without other cause by a vote of not less than a two-thirds (2/3) majority of Directors then in office.

## **SECTION 9 – OBLIGATIONS**

### ***A. Board Member Contract***

Each Director shall execute a Board Member Contract, the specific content of which shall be determined in a document separate from these Bylaws as approved by the Board. Certification of the election of any Director shall not be final until execution of such contract.

The Secretary shall maintain the executed contracts on file for each current and past Director for a minimum of ten (10) years following the end of that Director's term.

Required responsibilities in such contract shall include at a minimum:

1. Acknowledgement that the Director has read the Bylaws in full, understands the rules and regulations contained therein, and intends to fulfill his or her obligations as a Director to the best of his or her ability;
2. Support for the Statement of Principles, including the Mission Statement;
3. Public display of professional demeanor as a representative of the Corporation;

4. Support for and adherence to the Corporation's Conflict of Interest Policy.

***B. Conflict of Interest Disclosure***

Each Director shall execute a Conflict of Interest Policy and Disclosure, the specific content of which shall be determined in a document separate from these Bylaws as approved by the Board. Such Contract shall be executed upon initial election to the Board, annually thereafter for the duration of the Director's term, and at any time during the year at which the Director determines the existence of a previously unreported actual or possible conflict of interest.

The Secretary shall maintain the executed disclosures for each current and past Director for a minimum of ten (10) years following the end of that Director's term.

**SECTION 10 – RESTRICTIONS**

***A. Corporation Property***

Each Member, to include each Member's business partner(s), family, descendants and heirs, shall have no right to or interest in any of the property or assets of the Corporation.

***B. Compensation***

Each Director, Officer, Agent, and Member of the Corporation shall serve and perform his or her assigned duties of the Corporation without compensation for his or her services as such.

***C. Concurrent Office***

No Director may concurrently hold more than one office on the Board.

***D. Family Members***

No spouse, significant other, parent, or child of a current Director may serve as a Director concurrently with that Director.

***E. Maximum Term***

No Director may hold any single office for more than ten (10) years consecutively.

**ARTICLE VII – OFFICERS**

**SECTION 1 – GENERAL**

***A. Constitution***

The members of the Board of Directors shall be the Officers of this Corporation.

***B. Powers and Duties***

Each Officer shall have the powers and minimum duties described in the Section of this Article named by that office. Each Officer shall perform all duties incident to his or her office. Each Officer shall have in addition such other powers and duties as may be specifically prescribed to that office from time to time by the Bylaws or the BOD.

**SECTION 2 – PRESIDENT**

The President shall:

1. Serve as the Chief Executive Officer of the Corporation;
2. Serve as the Chair of the BOD;

3. Run and preside at all meetings of the members and directors;
4. Provide general supervision, direction and control of the business and affairs of the Corporation;
5. Serve as the primary liaison between the Corporation and the ACHS administration and staff.

### **SECTION 3 – VICE PRESIDENT**

The Vice President shall:

1. Serve as the primary liaison between the Corporation and other booster, parent, and student organizations that provide support for students at ACHS, including but not limited to the Band Boosters, the PTSA, and the ASB;
2. Coordinate communication to outside persons and organizations through the Corporation web site, managing the web site layout and content;
3. Perform all the duties of the President in the event of the President's temporary absence, death, disability, or refusal to act, and in so acting, shall have all the powers of and be subject to all the restrictions upon the President.

### **SECTION 4 – SECRETARY**

The Secretary shall:

1. Keep the full and complete minutes of the proceedings of the BOD and of the members;
2. Keep and maintain a register of the addresses and phone numbers of each Member of the Corporation;
3. Make service of such notices as may be necessary or proper;
4. Serve as custodian of the records and official documents of the Corporation;
5. Retain possession of the Bylaws and present said Bylaws at all meetings of the Directors and members;
6. Collect and dispense all correspondence of the Corporation to the proper recipients;
7. Serve as the Historian of the Corporation;
8. Execute required filings with the State of California and the government of the United States for the Corporation.

### **SECTION 5 – TREASURER**

The Treasurer shall:

1. Serve as the chief financial officer of the Corporation;
2. Adhere to and enforce all School rules and regulations governing financial matters of the Corporation;
3. Prepare an annual budget of the Corporation;
4. Have charge and custody of, and be responsible for, all funds and investments of the Corporation;
5. Receive, give receipt for, and keep safe, all moneys due and payable to the organization from any source whatever;

6. Deposit all funds in the name of the Corporation in the banks or other depositories selected by the Board;
7. Disburse or cause to be disbursed the funds of the organization as directed by the Board, but only after obtaining the proper authorization for such disbursement;
8. Keep and maintain adequate and correct books and records of account either in written form or in any other form capable of being converted into written form;
9. Prepare the financial statements, balance sheets, income and expense statements, and statements of changes in financial position in accordance with generally accepted accounting principles;
10. Render to the President, Directors, or Members, at each Regular and Annual Meeting and whenever otherwise requested, an accounting of all transactions and of the financial condition of the organization;
11. Submit an annual financial report to the Board for review and approval at the Corporation's annual meeting;
12. Submit a Board approved annual financial report to the ACHS Principal, or the Principal's designated representative, as soon as practical after the Corporation's annual meeting;
13. Ensure the proper State and Federal tax returns are completed and filed by the appropriate deadlines according to State and Federal rules, regulations, and law;
14. Deliver the books of the Corporation to a Certified Public Accountant for audit as directed by the Board.

## **SECTION 6 – DIRECTOR OF SPECIAL EVENTS**

The Director of Special Events shall:

1. Define special fundraising activities to aid this Corporation in its mission;
2. Solicit volunteers to plan, coordinate, and execute all special event fundraising activities as directed by the Board;
3. Deliver periodic reports to the Board regarding the progress of any special fundraising activities.

## **SECTION 7 – MEMBERS AT LARGE**

The Members At Large shall assist other Officers in the execution of their duties as needed, and shall be responsible for such duties as may be specifically prescribed from time to time by the BOD.

## **ARTICLE VIII – COMMITTEES**

### **SECTION 1 – OPERATING COMMITTEE**

#### ***A. Composition***

The Operating Committee shall be composed of the following members:

1. Each Officer of the Corporation;
2. Each Committee Chair appointed in accordance with Section 2.



### ***B. Powers***

The Operating Committee shall have the power and authority to manage and control the day-to-day activities, business, and affairs of the Corporation, consistent with these Bylaws and all other rules, regulations and laws referenced herein.

The powers of the Operating Committee shall include the following specific powers:

1. Conduct, manage and control the affairs of business of the Corporation, and make such rules and regulations as are therefore consistent with the Bylaws, as they may deem best;
2. Authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, which authority may be general or confined to specific instances;
3. Form committees consisting of Active General Members to assist with the execution of the affairs of business of the Corporation;
4. Fix and locate from time to time one or more subsidiary offices of the Corporation for the holding of any meetings, with such location consistent with these Bylaws;
5. Borrow money and incur indebtedness for the purpose of the Corporation, and cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities therefore;
6. Any other powers of the BOD as specifically delegated to the Operating Committee by the Board.

### ***C. Meetings***

Each meeting of the BOD shall be considered a meeting of the Operating Committee, unless such meeting is specifically designated as a meeting solely of the BOD.

### ***D. Voting***

Each member of the Operating Committee shall have the right to cast a single vote in all business within the power granted the Operating Committee that comes up for action at any Meeting convened by the BOD.

## **SECTION 2 – STANDING COMMITTEES**

### ***A. Composition***

The BOD may, by resolution, designate one or more standing or ad hoc committees as required to efficiently conduct the business of this Corporation. Each committee shall continue in existence solely at the discretion of the Board.

Each committee shall be chaired by a member of the general membership as appointed by the Board. Each Chair shall be appointed for a term of one (1) year, and shall be reappointed solely at the discretion of the Board.

The Chair of each committee shall report to a designated Director on the Board. Each Chair shall serve as a member of the Operating Committee, with the voting rights granted as a member of the Operating Committee.

The Chair of each committee may select a Co-Chair as well as other committee members as necessary.

### ***B. Budget***

The Chair of each committee shall prepare an annual budget to be presented to the Treasurer as soon as practical following the formation of the committee, and annually thereafter prior to the Annual Meeting for so long as the committee is in operation. Such a budget shall include all anticipated expenditures to implement the activities of that committee, including any upfront funding to solicit funds, and an estimate of the amount of funds to be raised.

### ***C. Required Reports***

At each Annual and Regular Meeting, the Chair of each committee shall give a report on the status of the activities of that committee to include the financial status of any activities undertaken by that committee.

## **ARTICLE IX – CONFLICT OF INTEREST POLICY**

### **SECTION 1 – PURPOSE**

The purpose of the Conflict of Interest Policy (CIP) is to protect the interest of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, Officer, or Agent of the Corporation or might result in a possible *excess benefit transaction*. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

### **SECTION 2 – DEFINITIONS**

#### ***A. Interested Person***

Any Director, Officer, Agent, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### ***B. Financial Interest***

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or,
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3.B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### ***C. Excess Benefit Transaction***

An excess benefit transaction is a transaction in which an economic benefit is provided by the Corporation, directly or indirectly, to or for the use of a *disqualified person*, and the value of the economic benefit provided by the organization exceeds the value of the consideration received by the organization.

### ***D. Disqualified Person***

A disqualified person is any person who was in a position to exercise substantial influence over the affairs of the Corporation at any time during the *lookback period*. It is not necessary that the person actually exercise substantial influence, only that the person be in a position to do so.

Family members of the disqualified person and entities controlled by the disqualified person are also disqualified persons.

### ***E. Lookback Period***

The lookback period is the five-year period before the excess benefit transaction occurred. The lookback period is used to determine whether an organization is an applicable tax-exempt organization.

## **SECTION 3 – PROCEDURES**

### ***A. Disclosure***

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

### ***B. Determination***

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining governing board or committee members shall decide if a conflict of interest exists.

### ***C. Action***

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The Chair of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall

determine by a majority vote of the disinterested Directors or committee members whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### ***D. Violations***

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **SECTION 4 – RECORDS**

The minutes of the governing board and all committees with board delegated powers shall record:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed; and,
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **ARTICLE X – FINANCIAL PROCEDURES**

### **SECTION 1 – FISCAL YEAR**

The fiscal year of the Corporation shall be the same as the calendar year.

### **SECTION 2 – BUDGET**

The Treasurer shall annually prepare a comprehensive budget for the operations of the Corporation, and shall seek input from each Director and Chairperson who manages fundraising, purchase, or sales operations.

The budget shall be presented for Board vote no later than the last Regular Meeting of the fiscal year of the Corporation.

The budget period shall extend for a minimum of twelve (12) calendar months.

In order to provide a valid budget to enable necessary Corporation transactions while a new budget is prepared and approved, each annual budget shall extend through the end of the month in which the following year's budget will be presented for a vote.

Each budget shall include a best estimate of a comprehensive list of all expected debits and receipts month by month throughout the budget period, including a projection of account balances by month. The budget shall also include projections of expected monies to be donated to ACHS Athletics by month and amount of the expected donations.

After approval by the Board, the budget shall be submitted to the ACHS administration designated representative for review. The Board shall address any administration objection to the budget forthwith.

The budget may be amended at any Meeting, except a Closed Meeting, by Board vote.

### **SECTION 3 – DEBITS**

#### ***A. Checks, Drafts and Notes***

All checks, drafts or other orders for payment of money, notes or evidence of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by any two (2) of the following Officers: President, Vice President, and Treasurer.

#### ***B. Credit and Debit Cards***

The Corporation may, at the discretion of the Board, acquire credit and/or debit cards to be used for payment of debts in the name of the Corporation. Any such cards shall be issued in the name of the Treasurer and President only.

Use of any such cards shall be subject to the limitations and requirements of this Section.

#### ***C. Payment Request and Authorization***

Payment via methods detailed in this Section shall only be disbursed after an appropriate Payment Request and Authorization form has been:

1. Properly executed by the person requesting the check;
2. Approved by a current Director; and,
3. Submitted to the Treasurer.

The approval signature shall not be the signature of the person requesting the check.

#### ***D. Unbudgeted Expenditures***

No single expenditure may exceed the amount budgeted for that expenditure by \$300 or more without an affirmative vote by the Board to approve such expenditure. Any expenditure for which there is no approved Budget for the current fiscal year shall require such approval.

No Member shall enter into any contract, whether written, verbal, or otherwise, which would obligate the Corporation to payments exceeding these limitations without such approval first being obtained.

### **SECTION 4 – RECEIPTS**

#### ***A. Proof of Payment***

Each Member accepting payment or donation for the Corporation shall provide a written or email proof of payment to the payer.

### ***B. Checks***

Checks made for payment or donation to the Corporation shall be made out to either “SABC”, or “Scorpion Athletic Booster Club, Inc.”

If such information is not already listed on the check, each Member accepting a check as payment or donation for the Corporation shall make a record of the payer’s:

1. Name,
2. Address,
3. Telephone number,
4. Email address, as applicable, and
5. Specific reason for the transaction.

### ***C. Credit Cards***

Each Member accepting in person a credit card as payment or donation for the Corporation shall make a record of the:

1. Transaction date,
2. Full name as listed on the card,
3. Card number,
4. Card expiration date,
5. Card 3-digit security code,
6. Payer’s telephone number,
7. Email address, as applicable, and
8. Specific reason for the transaction.

### ***D. Deposits***

All receipts by cash or check shall be delivered to the Treasurer for deposit to the Corporation’s bank account.

All records of credit card transactions shall be delivered to the Treasurer or the Treasurer’s designated representative for entry into the Corporation’s credit card processing service.

All receipts delivered to the Treasurer shall be accompanied by the information required in this Section for that type of transaction, as well as a summary describing the source(s) of these funds and how the funds should be specifically allocated to budget categories.

The Treasurer shall make a copy, either physical or electronic, of each check before submitting that check for deposit to the Corporation’s bank.

### ***E. Online Transactions***

The Corporation may, at the discretion of the Board, implement a means for accepting purchases by credit card via an online shopping cart. The Treasurer shall monitor any such transactions and ensure they are properly accounted for by budget category and that funds are properly deposited in the appropriate accounts.

## **SECTION 5 – AUDITS**

The books of the Corporation may, at the discretion of the Board, be turned over to a Certified Public Accountant (CPA) for audit at the end of the fiscal year. The Board may request additional audits whenever the Board shall deem it advisable.

## **SECTION 6 – OPEN BOOKS**

The books of the Corporation, to include any or all of the records of account, list of transactions, financial statements, balance sheets, income statements, statements of changes in financial position, and financial reports, shall be open to inspection upon request of any Active Member or any designated School representative.

Each such request shall be fulfilled as soon as practical, in a manner to minimize interference with the legitimate day-to-day operation of the Corporation.

## **ARTICLE XI – AMENDMENTS**

### **SECTION 1 – AMENDMENT PROPOSAL**

#### ***A. Annual Review***

The Board shall review the Bylaws prior to the Annual Meeting. Any amendments proposed to the Bylaws as a result of such review shall be presented in writing at the Annual Meeting for discussion.

#### ***B. Submission***

Any Active Member may present a proposed amendment to the Bylaws or the Articles of Incorporation in writing at the Annual Meeting for discussion.

At the discretion of the Board, an amendment to the Bylaws necessary to the efficient operation of the Corporation may be presented at any Regular Meeting.

#### ***C. Notice***

After the meeting at which a proposed amendment is discussed, notice of such proposed amendment shall be given for review to all Active Members and to the ACHS Principal in writing or by email as soon as practical following such meeting. Any modifications to the language of an amendment following such notice and review shall require additional written or email notice. Such notice shall include identification of all new, modified, and deleted language in the document subject to such amendment.

#### ***D. Vote***

An amendment shall be voted upon no earlier than twenty-eight (28) days following the notice in which the language of the amendment is finalized.

### **SECTION 2 – AMENDMENT APPROVAL**

No amendment to either the Articles of Incorporation or the Constitution and Bylaws of the Scorpion Athletic Booster Club, Inc. shall be incorporated unless and until such amendment has been:

1. Approved by an affirmative vote of not less than a two-thirds (2/3) majority of Directors in office as of the date of the vote; and,
2. Approved in writing by the person who holds the office of the Principal of Adolfo Camarillo High School as of the date of the Notice given of such amendment.

The ACHS Principal shall have the authority to veto any such amendment in its entirety by sending notice in writing to the Board. The Board shall have no power to override any such veto.

Upon proper approval, each amendment shall be published and shall become part of the parent document.

Upon proper approval, amended Articles shall be filed with the California Secretary of State.

### **SECTION 3 – BYPASS RIGHTS**

The requirement for final approval of any amendment to the Bylaws or Articles as stated in Section 2 shall not apply under any of the following circumstances:

1. The office of ACHS Principal has ceased to exist; or,
2. The Corporation has provided written notice of that amendment as provided in Section 2, and the Corporation has not received written approval or veto within 45 days after such notice has been provided.

In this event, the approval required of the ACHS Principal shall be bypassed, and the subject amendment shall be deemed approved or disapproved based solely on the vote of the Directors as stated in Section 2.1.

Exercise of Bypass Rights for any single amendment in no way relieves the Corporation from the requirements for amendment approval for any subsequent amendment.

## **ARTICLE XII – SCHOOL RIGHTS**

### **SECTION 1 - GUIDANCE**

The Board may receive from the ACHS Administration such guidance or direction regarding Corporation goals and execution of the Mission Statement as the Administration sees fit. So long as that direction is not in violation of these Bylaws or other applicable rules and regulations, the Board shall endeavor in each case to implement policies and procedures in support of such guidance to the best of its ability.

### **SECTION 2 – REVIEW**

Any action of this Corporation is subject to review by the ACHS Principal or his appointed representative to ensure compliance with these Bylaws. The Board shall act immediately to correct any action found to be in non-compliance with these Bylaws after such review.

### **SECTION 3 – AUDIT**

The ACHS Principal may at any time conduct an Audit of the books of the Corporation. The Board shall deliver the books of the Corporation to the ACHS Principal or a representative designated by the ACHS Principal as soon as practical, in a manner to minimize interference with the legitimate day-to-day operation of the Corporation. No member shall have the right or power to override, ignore, or counter such Audit.



## **SECTION 4 – REQUIRED REPORTS**

The Board shall provide the following reports to the ACHS Principal at the indicated minimum intervals, and, in addition, immediately upon any request of the ACHS Principal.

### ***A. Quarterly***

1. Financial Budget report.

### ***B. Annually***

1. Names of the Directors on the Board;
2. Names of the members of the Operating Committee;
3. Membership rosters, of both Active and Inactive Members;
4. Annual Budget report.

### ***C. On Each Occurrence***

1. Articles of Incorporation, original and any amendments;
2. Bylaws, original and any amendments;
3. Meeting minutes for each meeting, no later than 30 days after the meeting;
4. Meeting schedule changes, as soon as changes made;
5. Meeting agenda, as soon as published;
6. Violations of the Conflict of Interest Policy, immediately upon determination of such violation;
7. Financial Audit results, immediately upon receipt.

## **SECTION 5 – CHRONIC NONCOMPLIANCE**

### ***A. Special Election***

If, in the judgment of the ACHS Principal, this Corporation acts in such a way as to be in chronic noncompliance with these Bylaws, and in particular with the School rules, in a blatant fashion or in such a way as to jeopardize the reputation and/or financial standing of the School, the ACHS Principal is hereby granted the power to call for a Special Election to replace each position of the entire Board of Directors.

This call for Special Election shall be binding upon all members of the Corporation, and no member shall have the right or power to override, ignore, or counter such call.

Notice of such Special Election shall be given to the General Members no less than 30 days in advance of such election. For purposes of collecting nominations and compiling a ballot, the ACHS Principal shall act in place of the Corporation Secretary. The ACHS Principal may delegate this responsibility to a member of his staff. Votes from such Special Election shall be collected, counted, and ratified by the staff of the ACHS Principal.

Directors elected by such Special Election shall serve the remainder of the unexpired terms of each Director's predecessor in office.

In the event that there are no General Members except those who are also current Directors, the ACHS Principal shall have the power to recruit qualified persons as new General Members, and then call a Special Election with the new General Membership.

Such Special Election shall otherwise adhere to all applicable provisions of these Bylaws.

### ***B. Other Remedy***

In lieu of calling a Special Election, in the event of chronic noncompliance the ACHS Principal may choose to execute any or all of the following:

1. Require this Corporation to provide a comprehensive list of any and all entities with which this Corporation is currently doing business, including any and all financial debts owed for past or present business dealings;
2. Prohibit this Corporation from acting or promoting itself as a school-connected organization representing ACHS;
3. Prohibit this Corporation from using any name of the School while representing itself as raising funds in support of the School;
4. Prohibit this Corporation from using ACHS as its Principal Office and from holding any meetings on School property.

### **SECTION 6 – NON-LIABILITY**

Though this Corporation may use the names of the School while performing fundraising activities in pursuit of the Mission Statement, the School shall not be held liable for any past, present, or future financial obligations of the Corporation.

### **ARTICLE XIII – DISSOLUTION**

Upon the cessation of operations or dissolution of the Corporation, all assets of the Corporation remaining after payment of all debts and liabilities of this Corporation shall be transferred to the ACHS Athletic Department, or to the ACHS Principal in the case that the Athletic Department has ceased to exist by the time of the dissolution, or to the OUHSD in the case that ACHS has ceased to exist by the time of the dissolution.

Prior to such transfer, the Treasurer shall prepare the final financial statements, balance sheets, income and expense statements of the Corporation for delivery to the ACHS Principal.

The transfer of the Corporation's assets shall include, at a minimum, all physical property; financial data; documents, both physical and virtual; licenses; bank and other financial accounts; software; keys to school property; and postal box and account.