

**BYLAWS
OF THE
WILL C. CRAWFORD
HIGH SCHOOL
FOUNDATION, INC.**



Revised: October 21, 2008

**ARTICLES OF INCORPORATION
OF THE
WILL C. CRAWFORD HIGH SCHOOL FOUNDATION, INC.**

ARTICLE I

The name of this corporation is **Will C. Crawford High School Foundation, Inc.**

ARTICLE II

- A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law of charitable purposes.

- B. The specific purpose of this corporation is to engage in the receiving of contributions and the dispensing of funds so received to promote the educational programs and general welfare of Crawford High Educational complex in ways including, but not limited to, acquiring equipment and supplies, and enhancing facilities; provided, however, that no part of the net earning of this corporation shall inure to the benefit of any shareholder or individual, that no part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation, that it shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III

The name and address in the State of California of this corporation's agent for service of process is:

President
Will C. Crawford High School Foundation, Inc.
Crawford High Educational Complex
4191 Colts Way
San Diego, California 92115

ARTICLE VI

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate nor intervene in any political campaign (including the publication and distribution of statements) on behalf of any candidate for public office.

ARTICLE V

The property of this corporation is irrevocably 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 a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

Dated: April 29, 1993

BYLAWS
OF
WILL C. CRAWFORD HIGH SCHOOL FOUNDATION, INC.

A California Nonprofit Corporation

Promulgated on April 29, 1993

**AMENDED BYLAWS
OF
WILL C. CRAWFORD HIGH SCHOOL FOUNDATION, INC.
A Nonprofit Public Benefit Corporation**

Ratified and amended on October 21, 2008

BYLAWS

Bylaws for the regulation, except as otherwise provided
by statute or Articles of Incorporation (“Articles”), of

WILL C. CRAWFORD HIGH SCHOOL FOUNDATION, INC. (a California Nonprofit Corporation)

ARTICLE I – PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation is hereby fixed and located at 4191 Colts Way, San Diego, California 92115, State of California, County of San Diego. The Board of Directors is hereby granted full power and authority to establish the location of the principal office and to change such location from time to time to another location in San Diego County.

ARTICLE II – MISSION

The mission of the Will C. Crawford High School Foundation, Inc., also doing business as Crawford High Foundation, is to develop funding sources for the School and to encourage and enable personal involvement of alumni and friends in support of the staff and students at Crawford High. The primary initial emphasis will be on actions to improve employability of Crawford High graduates and to encourage its students to complete their educations. The policies and regulations of the California Interscholastic Federation (CIF) and the San Diego Unified School District with respect to inter-scholastic competition and academic matters shall be observed by the corporation.

ARTICLE III – MEMBERSHIP

Section 1.1. MEMBERS. The corporation shall have members. Any action which would otherwise require approval by a majority of all members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Directors.

Section 1.2. QUALIFACTIONS. Members of the corporation shall be those persons, corporations, or associations who have paid a membership fee as determined by the Board of Directors. And, who subscribe to the purposes, goals and objectives of the Crawford High Foundation. The Board shall have authority to establish membership and criteria for membership by its standing rule, which may be amended from time to time by the Directors.

Section 1.3. VOTING CLASS OF MEMBERSHIP. There shall be one class of voting members of the corporation, consisting of the individuals who from time to time comprise the Board of Directors of the corporation.

Section 1.4. DUES AND FEES. The Board of Directors may establish dues and fees to be paid by members. Each member shall pay a membership fee and periodic dues in such amounts and at such times as shall be determined by the Board.

DUES

- (a) Membership dues will be determined annually prior to the December meeting. New members joining the Foundation after July 1st shall pay 50% of the dues of the rate of the current year.
- (b) Dues will be payable at the first meeting in January and will become delinquent at the first meeting in March.
- (c) All members whose dues are unpaid at the March meeting will be dropped from the mailing list of the Foundation newsletter and will be ineligible to receive a newsletter or any correspondence until reinstated.

Section 1.5. MEMBERSHIP. The following shall receive without charge one year membership during each year of their board service to the Foundation:

- (a) A Crawford High Alumni Member of the Board of Directors;
- (b) A Crawford High Administrator Member of the Board of Directors;
- (c) A Crawford High ASB Student Member of the Board of Directors; and
- (d) Any Advisory Board of Directors Member.

Section 2. ASSOCIATES. Nothing in Article II shall be construed as limited to the right of the corporation to refer to persons associated with it as “members” or “associates” even though such persons are not members and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The corporation may confer by amendment of its Articles or for these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of Directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes of the corporation’s Articles or Bylaws or for the selection of delegates who possess any of the proceeding voting rights, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. POWERS. Subject to the limitation of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by and under the direction of the Board of Directors. The Board may delegate management of the activities of the corporation to any person or persons, or committees, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the powers enumerated in these Bylaws.

- (a) To set and remove all the other officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws.
- (b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefore not inconsistent with law, the Articles, or these Bylaws, as they may deem best.
- (c) To adopt, make, and use a corporate seal, or stamp, and to alter the form of such seal, or stamp, from time to time as in their judgment they may deem best, provide such seal shall at all times comply with the provisions of law.
- (d) To change the principal office for the transaction of the business of the corporation from one location to another within the County of San Diego; to fix and locate from time to time one or more subsidiary offices of the corporation within the County of San Diego; and to designate any place within the County of San Diego for the holding of any Directors' meetings.
- (e) To borrow money and incur indebtedness for the purposes of the corporation, and to 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.
- (f) To carry on such fund raising activities as may be consistent with the purposes set forth in its Articles.

Section 2.1. THE NUMBER OF DIRECTORS. The Board of Directors shall consist of not less than five (5) or more than fifteen (15) Directors. Each Director shall serve until the next Annual Meeting of the Board of Directors and until a successor has been elected and qualified. One Director position shall be an ASB Representative(s) of the Crawford High Education Complex (formerly Will C. Crawford High School). The ASB designee to the Crawford High Foundation Board Meetings may rotate their attendance among each of the four (4) schools at the Crawford High campus.

Section 2.2. ADVISORY BOARD OF DIRECTORS. The Advisory Board of Directors may consist of one Administrator from each of the four (4) schools at the Crawford High Education Complex. The Administration designees to the Foundation Board Meetings may rotate their attendance between each of the four (4) schools at the Crawford High campus. The Advisory Board of Directors may also consist of any representatives or interested parties of the Crawford High community. *See attached AMENDMENT; Section 2.3. ADVISORY BOARD OF DIRECTORS.**

Section 3.1. ELECTION AND TERM OF OFFICE. The members of the Board of Directors shall be elected by the Board at the Annual Meeting of the Board, which meeting shall be held each year in June. Directors shall serve for a term of two years. The Board of Directors shall select, by majority vote of the Board, the persons to serve on the Board of Directors. A Director may not serve more than two consecutive two-year terms on the Board of Directors. A Director who has served two two-year terms on the Board may be elected to another term of office on the Board after an absence of one year from the Board, with the exception of the Secretary and the Treasurer, who may serve continuously. Notwithstanding the foregoing, the Board of Directors may by majority vote suspend the limitation on number of consecutive terms when re-electing any particular member to the Board of Directors. *See attached AMENDMENT; Section 3.3. ELECTION AND TERM OF OFFICE.**

Section 3.2. ELIGIBILITY. The Board of Directors may consist of a balance mix of Crawford Alumni, Administrators and Students interested in promoting the purposes of the corporation. The Board may include persons with interests, expertise, skills or knowledge concerning the corporation's purpose and activities.

Section 4. RESIGNATION. Subject to the provisions of Section 5226 of the California Nonprofit Law, any Director may resign effective upon giving written notice to the President, the Secretary or the Board. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Section 5. PLACE OF MEETING. Meetings of the Board of Directors shall be held at any place within the County of San Diego which has been designated in the Notice of Meeting.

Section 6. ANNUAL MEETING. On the second Tuesday in June of each school year, the Board of Directors shall hold a meeting for the purpose of organization, election of officers, and the transaction of other business. *See attached AMENDMENT; Section 6.1. ANNUAL MEETINGS.**

Section 7. SPECIAL MEETINGS. Special Meetings of the Board of Director shall for any purpose or purposes be called at any time by President or by any three Directors. Written notices of the time and place of Special Meetings shall be delivered personally to each Director or sent to each Director by mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown on the records of the corporation. Such notice shall be mailed at least seven days prior to the time of the holding of the meeting. The transaction of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after such notice, if a quorum be present and if either before or after the meeting, each of the Directors not present, signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8. PARTICIPATION BY TELEPHONE. Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such a meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting, or use of other electronic communications.

Section 9. QUORUM. A majority of the authorized number of Directors constitutes a quorum of the Board of Directors for the transaction of business, except to adjourn as provided in Section 11 of this Article. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law, by the Articles, or by these Bylaws, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 10. BUSINESS CONDUCTED BY CONSENT. The Directors may conduct the business of the Crawford High Foundation by the written consent of all the Directors in lieu of a meeting.

Section 11. ADJOURNMENT. In the absence of a quorum at any meeting of the Directors, the majority of the Directors present may adjourn the meeting from time to time. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

Section 12. REMOVAL. A Director designated by the Board may be removed from office, with cause by a majority vote of the Directors at any regular or special meeting thereof. The Board may declare vacant the office of a Director who has been removed by the members (Corporation Code Section 5033). *See attached AMENDMENT; Section 12.1. REMOVAL and Section 12.2. REMOVAL.**

Section 13. COMPENSATION. The Directors shall receive no compensation for their services as such. Each Director shall serve in an official capacity without compensation for attendance at meetings of the Board of Directors, except for reimbursement of expenses directly related to serving as a Director as authorized in advance by the Board of Directors.

Section 14. CONFLICT OF INTEREST. A Director shall excuse himself from any vote upon which such Director, or any member of his immediate family, has a material financial interest; provide, however, that the foregoing shall not affect the right of any Director to make donations to the Crawford High Foundation.

Section 15. RIGHTS OF INSPECTION. Every Director shall have the absolute right at any reasonable time to inspect and copy all of the corporation's books, records, and documents of every kind.

Section 16. COMMITTEES. The Board may appoint one or more committees and delegate to such committees such duties as are not inconsistent with the Board's responsibility under the California Nonprofit Benefit Corporation Law.

Section 17. STANDING ALUMNI ASSOCIATION/REUNION COMMITTEE. The Board of Directors shall appoint a standing sub-committee of the Crawford High Foundation specifically for the purposes of assisting with reunion committees and continuing contact with the alumni of Crawford High. The name of the alumni association/reunion committee will be "The Will C. Crawford High Foundation Alumni Association. The alumni/reunion committee shall consist of not less than two but more than seven members of the Board of Directors. The committee shall meet on an as needed basis by the committee chairperson. The appointment to this committee shall be by the Board of Directors. Committee chairpersons and/or his or her designee shall report to all regularly scheduled Board of Director's meetings and advise the Board of Directors of the corporation of any and all business transacted by the alumni association/reunion committee. The duties and responsibilities of the alumni association/reunion committee shall be as follows:

A. MAILING LIST

- (1) The committee shall oversee the creation of a master mailing list, including the names, addresses, telephone numbers, email addresses and all other contact for all graduates of Crawford High. The dissemination of said lists shall not be inconsistent with the Board's responsibilities under the California Nonprofit Public Benefit Corporation Law.

(2) To the extent the committee is able to, a master copy of said list shall be maintained by the school for the purposes of contacting graduates for membership and assistance in Crawford High Foundation duties and notifying graduates of upcoming reunions. The committee shall also be responsible for updates made to said list and for the creation of each new graduation class' initial list and a mechanism whereby information may be updated from time to time through contact by committee, the Board of Directors, the school, or each class' individual reunion committee. The reunion committee shall make appropriate arrangements on a case-by case basis with each class reunion committee as to what individual contact with graduating class members would be appropriate to solicit funding for the Crawford High Foundation.

B. REUNION COMMITTEE ASSISTANCE

- (1) The alumni association and reunion committee shall assist any and all class reunion committees with the preparation and procedural information that is not inconsistent with the Board's responsibility under California Nonprofit Public Benefit Corporation Law. Arrangements shall be made for donations to the Crawford High Foundation by each reunion committee class.
- (2) The alumni association and reunion committee shall use their best efforts to strongly encourage each individual reunion class to utilize the expertise and knowledge of the alumni association and reunion committee for notifying former class members or procedurally setting up reunions and soliciting funds for the Crawford High Foundation.
- (3) In the event an individual class reunion committee desires not to be involved with the alumni association, the committee shall, in any event, seek to update the alumni association and reunion committee's mailing list and also, assist the reunion committee of an individual class to update their mailing list.
- (4) In addition, any budgeted expense approved by the alumni association and reunion committee approving the expenditure of funds, properly budgeted and approved by the Crawford High Foundation for any reunion expense, shall be authorized by the Board of Directors.

- (5) It is expressly understood that the alumni association and reunion committee shall not be in the business of hosting reunions. The reunion committee of each individual class shall be responsible for designing their own reunion, including the location, time day and financial arrangements. The alumni association and reunion committee shall be a clearinghouse to pass on information for the next reunion from information received from the past reunion committees. The alumni association and reunion committee shall make appropriate arrangements on a case-by-case basis with each class reunion committee as to what individual contact with graduating class members would be appropriate to solicit funding for the Crawford High Foundation.

ARTICLE V – OFFICERS

Section 1. OFFICERS. The officers of this Foundation shall comprise the Executive Committee. It will include a President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may appoint. When the duties do not conflict, one person, other than the President, may hold more than one of these offices. Officers other than the President, Vice President, and Treasurer need not be members of the Board of Directors. *See attached AMENDMENT; Section 1.1. OFFICERS.**

Section 2. ELECTION. The Board of Directors shall elect all officers of the corporation for terms of one year, or until their successor are elected and qualified.

Section 3. VACANCIES. A vacancy on the Board shall be deemed to exist in case of death, incapacity, resignation, removal, or otherwise, or an increase in the authorized number of Directors, shall be filled for the remainder of the term left vacant by the remaining Directors or Director then in office even though less than a quorum. Vacancies on the Board shall be filled by approval of a qualified individual by a majority vote of the remaining Directors. Each Director so selected shall hold office until the expiration of the term of the replaced Director, unless said Director is removed pursuant to Article IV, Section 12 of these Bylaws.

Section 4. PRESIDENT. Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the corporation. The President shall preside at all meetings of the members and Directors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 5. VICE PRESIDENT. In the absence or disability of the President, the Vice President shall perform all duties of the President, and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. SECRETARY. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the books of the corporation, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

Section 7. TREASURER. The Treasurer is the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the Directors, whenever they request it, an account of all transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 8. MEETINGS. The Executive Committee shall meet as required to carry out the on-going business of the Board of Directors.

ARTICLE VI – EXPENDITURES OR GRANTS BY THE CRAWFORD HIGH FOUNDATION, INC.

Section 1. GRANTS AND EXPENDITURES. One of the main purposes of the Crawford High Foundation is to raise funds to be expended for the benefit of the students at Crawford High. On extraordinary occasions, grants may be made to individual students and teachers.

Section 2. DIRECTORS TO MAKE GRANTS. The Board of Directors shall determine the manner in which funds shall be solicited and expended. Grants shall be awarded only by the Board of Directors.

ARTICLE VII – AMENDMENT OF BY-LAWS

These Bylaws may be amended by a majority of the Board Members attending a duly called meeting. Proposed amendments must be submitted to the Board of Directors in writing not less than fifteen (15) days prior to the Board meeting. Any amendment shall be subject to the approval of the Board of Directors of the Will C. Crawford High School Foundation, Inc. Fixing or changing the number or term or qualifications of the Directors may be adopted, amended or replaced only by voice vote of a majority of Board Members of the corporation attending a duly called meeting.

ARTICLE VIII – INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. INDEMNIFICATION. The corporation shall, to the maximum extent permitted by law, indemnify each of its Directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was a Director or officer of the corporation.

Section 2. INSURANCE. The corporation may purchase such insurance as the Board of Directors find appropriate to indemnify the Directors and officers as provided in this Article.

Section 3. NON-LIABILITY OF DIRECTORS. Subject to compliance with the provisions of Section 3 of this Article, no Director shall be personally liable for the debts, liabilities or other obligations of the corporation.

ARTICLE IX – MISCELLANEOUS

The President, or any Vice President and the Secretary, or such other officers as the Board of Directors may select for that purpose, are authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this corporation. The authority herein granted to said officers to vote or represent on behalf of this corporation any and all voting securities held by this corporation in any other corporation may be exercised either by such officers in person or by any person authorized so to do by proxy or power of attorney duly executed by such officers.

The Fiscal Year of the corporation shall end August 31st. Within ninety (90) days of the end of the Fiscal Year, the Directors shall send to each member a financial statement showing receipts, expenditures and projects funded.

The Directors may alter the manner in which Crawford High Foundation funds are used to benefit the students at Crawford Educational Complex if, for example, such alteration is required by a deterioration of the school program if governmental funding is reduced because of the availability of Crawford High Foundation funding.

“Roberts Rules of Order, Revised” shall be the accepted parliamentary law of the corporation in all cases not specifically provided for by these Bylaws.

*Change of Section 2.2., Section 3.1, Section 6.and Section 12, under ARTICLE IV – BOARD OF DIRECTORS, and Section 1.under ARTICLE V – OFFICERS to include the addition and changes as listed below and have the Amendments sections read as follows:

AMENDMENTS

ARTICLE IV – BOARD OF DIRECTORS

Section 2.3. ADVISORY BOARD OF DIRECTORS. The Advisory Board of Directors may consist of one Administrator from each of the four (4) schools at the Crawford High Education Complex. The Administration designees to the Foundation Board Meetings may rotate their attendance between each of the four (4) schools at the Crawford High campus. The Advisory Board of Directors may also consist of any representatives or interested parties of the Crawford High community. Members of Advisory Board of Directors have no voting privileges. **Amended on October 21, 2008.*

Section 3.3. ELECTION AND TERM OF OFFICE. The members of the Board of Directors shall be elected by the Board at the Annual Meeting of the Board, which meeting shall be held each year in June. Executive Committee Members shall serve for a term of two years. The Board of Directors shall select, by majority vote of the Board, the persons to serve on the Board of Directors. A Director may not serve more than two consecutive two-year terms per office on the Executive Committee. A Director who has served two two-year terms on the Executive Committee may be elected to another term of office on the Executive Committee after an absence of one year from the Executive Committee, with the exception of the Secretary and the Treasurer, who may serve continuously. Notwithstanding the foregoing, the Board of Directors may by majority vote suspend the limitation on number of consecutive terms when re-electing any particular member to the Board of Directors. **Amended on October 21, 2008.*

Section 6.1. ANNUAL MEETING. On the third Tuesday in June of each school year, the Board of Directors shall hold a meeting for the purpose of organization, election of officers, and the transaction of other business. **Amended on October 21, 2008.*

Section 12.1. REMOVAL. A Director designated by the Board may be removed from office, with cause by a majority vote of the Directors at any regular or special meeting thereof. The Board may declare vacant the office of a Director who has been removed by the members (Corporation Code Section 5033).

Section 12.2. REMOVAL. Any Director who misses (3) consecutive Board Meeting without advance notification to the President of the Board of Directors shall be automatically removed from the Board. The office shall be declared vacant; and, shall be filled in the manner prescribed in the Bylaws of the corporation for regular appointments to such office, and upon approval of a majority of the Directors.

ARTICLE - OFFICERS

Section 1.1. OFFICERS. The officers of this Foundation shall comprise the Executive Committee. It will include a President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may appoint. When the duties do not conflict, one person, other than the President, may hold more than one of these offices. Officers other than the President, Vice President, and Treasurer need not be members of the Board of Directors. Executive Committee Members shall serve for a term of two years. **Amended on October 21, 2008.*

BIBLIOGRAPHY

The Bylaws and Amendments of the Will C. Crawford High School Foundation, Inc.

The California Nonprofit Corporation Handbook, Nolo Press.

Robert's Rules of Order, Newly Revised, Harper & Collins.

The California Nonprofit Public Benefit Corporation Law for charitable purposes.

Section 501 (c)(3) of the Internal Revenue Code.

This document was revised and prepared by:

Victor Perez

Victor Perez, Class of '71
October 21, 2008

**CERTIFICATE OF CORPORATE SECRETARY OF THE
WILL C. CRAWFORD HIGH SCHOOL FOUNDATION**

I, the undersigned, do hereby certify:

1. That I am the duly-elected and presently serving Secretary of the Will C. Crawford High School Foundation, Inc.
2. That the foregoing Amended Bylaws constitute the Bylaws of the corporation as duly adopted by the Board of Directors of the corporation on
October 21, 2008, at San Diego, California.

Joe Naiman

Joe Naiman, Class of '82
Secretary