

AMENDED AND RESTATED BYLAWS
Of The
LOYOLA GUILD OF JESUIT HIGH SCHOOL
As adopted on 04/01/2025

ARTICLE I

NAME

The name of the organization shall be the Loyola Guild of Jesuit High School, herein referred to as the Loyola Guild.

ARTICLE II

PURPOSES

The Loyola Guild is affiliated with Jesuit High School and agrees to conduct all of its affairs in alignment with the school's mission and values. No Loyola Guild Officer, Committee Chair, or Member is authorized to act on behalf of or in opposition to Jesuit High School.

The purpose and objectives of the Loyola Guild shall be:

- A. To foster and encourage close cooperation and community spirit among parents and friends of Jesuit High School, Sacramento, California.
- B. To raise funds for the support of the school and to advance projects for the immediate and long-range academic, religious, cultural, scholarship, and physical needs and goals of Jesuit High School.
- C. To encourage support and enthusiasm for the educational and social activities of Jesuit High School, utilizing the advice of the administration of the high school.

ARTICLE III

NON-PROFIT STATUS

Section 1: The Loyola Guild shall operate as a non-profit organization. The Loyola Guild shall adhere to non-profit regulations and maintain compliance with all local, state, and federal laws governing non-profits. All funds beyond normal operational expenses shall be used for charitable or educational purposes of Jesuit High School, except for a reserve fund not to exceed that allowed by law and relinquished to the administration of JHS at year-end. Any exception to this procedure requires the approval of the President of JHS.

Section 2: Document Retention Policy: All financial, governance, and operational documents must be retained for a minimum of seven years or in accordance with legal standards. Tax returns, Board of Director meeting minutes, and corporate documents, including Bylaws and Policies and Procedures shall be retained permanently. Members shall have rights of inspection as stated in current law.

ARTICLE IV

MEMBERSHIP

Section 1. Classes

There shall be three classes of membership: Active, Life, and Honorary.

A. Active

The Active Membership shall be composed of all persons who have signified their intention to participate in the purposes of Loyola Guild and who have paid the required dues and so remain in good standing. This membership class may be renewable annually or any other time frame based upon the dues structure approved by the Board of Directors.

B. Life

Life Membership shall be composed of those persons who have paid a one-time amount or have converted a 4-year or annual membership with dues credit as specified in the Bylaws for such membership.

C. Honorary

1. Honorary Life or Annual Memberships may be conferred upon a person in recognition of unusual, outstanding or exceptional service to Loyola Guild or Jesuit High School.
2. Honorary Membership shall be recommended by the administration of Jesuit High School or Loyola Guild membership and conferred by a majority vote of the Board of Directors of Loyola Guild.

Section 2. Rights and Privileges

All members have the right and privilege to participate in Loyola Guild functions. Every member has the right to participate in Loyola Guild in a non-hostile environment.

Loyola Guild actively promotes positive interpersonal relations within the organization and insists that all members treat each other with respect. Members promote integrity, honesty, and trustworthiness in their work, courage in their decisions, and dedication to the Guild's values and beliefs.

Loyola Guild leaders are accountable and transparent to their members and to one another. They must share information when appropriate without sacrificing confidentiality. Loyola Guild members expect fairness to be evident in actions internally and externally. Loyola Guild leaders are equitable in their decisions and mindful of their impact on other groups and people.

Section 3. General Membership Meetings

The general membership shall meet as determined by the Board of Directors.

Transaction of business will be done via a majority of the Board which shall constitute a quorum for the transaction of business at any regular meeting.

Digital platforms and social media may be utilized for member engagement, feedback collection, and communication to enhance accessibility.

Section 4. Dues

- A. The annual dues of active members shall be reviewed and determined annually by the Board of Directors.
- B. The dues of Life Members shall be at least but not limited to ten times the annual dues
- C. Honorary members shall not be required to pay dues.

ARTICLE V OFFICERS AND GOVERNMENT

Section 1. Government

The government of the Loyola Guild shall be vested in a Board of Directors, consisting of the Elected Officers, as well as one non-elected, non-voting member from Jesuit High School.

- A. Each board member shall have one vote at Board of Directors meetings.
- B. A quorum of the Board of Directors shall be a majority of the Board.
- C. Conflict of Interest Policy: No officer shall participate in or influence decisions regarding contracts or agreements that could benefit them or their affiliates financially unless disclosed and approved by a majority of disinterested board members.

Section 2. Officers

The officers of the Loyola Guild shall be the Board of Directors. All officers shall be current members of the Loyola Guild and have paid all membership dues prior to their installation.

A. Elected Officers

The Elected Officers of Loyola Guild shall be the: President, President Elect, Past President/Parliamentarian, Vice President for Marketing & Communication, Vice President for Membership, Vice President for Events, Secretary, Treasurer, Treasurer Elect.

B. Appointed Positions

Positions which may be appointed at the discretion of the Board of Directors include, but are not limited to: Christmas Tree Lane General Chair, Christmas Tree Lane Treasurer, Cove Chair, Cove Treasurer, Class Parent Representatives for Freshman, Sophomore, Junior, and Senior Classes, Alumni Parent Representative, Newsletter Editor, Hospitality Chair, Properties/Supply Chair, Website Editor, Database Manager, Publicity Chair, Historian, and Special Projects Chair, and Special Committee Chairs.

C. Spiritual Advisor

The Spiritual Advisor shall be the President of Jesuit High School or his designee. He/she shall be a non-voting member of the Board of Directors.

Section 3. Term

There shall be term limit of three consecutive years for all officers, including the President (which may include serving as President Elect and Past President), with extensions only allowed under exceptional circumstances approved by a majority of the Board.

Section 4. Nominations

Nominating Committee: The person serving as Past President in the year that the Nominating Committee is convened shall appoint a nominating committee consisting of five to seven members, which will include the President Elect and the JHS Executive Director for Advancement.

- A. The Past President shall be the chair of the Nominating Committee.
- B. The individual serving as President in the year that the Nominating Committee is convened may not serve on the Nominating Committee.
- C. No one seeking a nomination should serve on the Nominating Committee.
- D. The Nominating Committee reviews all submitted nominations, verifies candidates' eligibility and willingness to serve and finalizes a slate of officers.
- E. The Nominating Committee shall report its slate of Officers at a Board of Directors meeting.
- F. The names of the candidates must be published at least 15 days prior to the election.

Section 5. Elections

The annual election of officers shall be conducted in February, March or April of each year.
Voting will be as follows:

- A. Active, Life, and Honorary Members shall each have one vote.
- B. Proxy voting is not permitted.

Section 6. Date of Installation

Officers shall be installed at the annual general meeting of the membership in May.

Section 7. Commencement of Duties

- A. The Board of Directors shall take office on July 1.
- B. The appointed positions and special chairs shall assume their duties on July 1.

- C. June will be a month of transition between the current and elected Board, with orientation to all documents, passkeys and operational documents and transactions (such as banking access, etc) completed by June 30

Section 8. Fiscal and Administrative Year.

The fiscal and administrative year of the Loyola Guild shall be from July 1 to June 30.

Section 9. Vacancy

If a vacancy occurs in the Board of Directors, the Nominating Committee will convene to present a new candidate to the Board of Directors for a special election. All other vacancies will be filled by the appointment of the President with approval of the Board.

Failure to fulfill minimum duties outlined in these articles may be accepted by the Board as a de facto or implicit resignation.

Section 10. Board of Directors Meetings

The Board of Directors of Loyola Guild shall meet not less than 8 times per year.

Section 11. Quorum

A quorum of any meeting of the Board of Directors shall consist of a majority of the Board.

ARTICLE VI DUTIES OF EXECUTIVE OFFICERS

Section 1. The President shall:

- A. Preside at all meetings of the Loyola Guild.
- B. Carry out the provisions of the Bylaws and the Policies and Procedures of the Loyola Guild.
- C. Designate all Special Committees and appoint Chairs, except the Nominating Committee, with the approval of the Board.
- D. With approval of the Board, appoint Newsletter Editor, Hospitality Chair, Properties/Supply Chair, Website Editor, Database Manager, Publicity Chair, Historian, and Special Projects Chair.
- E. Serve as an ex-officio member of all committees except the Nominating Committee.
- F. Keep informed of the activities and policies of Jesuit High School and act as liaison to Jesuit and other organizations directly connected with the school.
- G. Plan the yearly calendar of events with the Board of Directors.
- H. Appoint the Freshman, Sophomore, Junior, Senior Class Parent Representatives with approval of the Board.
- I. Provide oversight for all special events, including Christmas Tree Lane.
- J. Responsible for the preparation and distribution of an Annual Report of the Loyola Guild to the JHS Board of Trustees.

Section 2. The President Elect shall:

- A. Preside in the absence of the President.
- B. Acquire knowledge regarding the business and membership of the Loyola Guild to effectively fill the office of President the following year. Assist the President as requested.
- C. Serve as ex-officio member of all committees.
- D. Keep informed of the activities and policies of Jesuit High School and other organizations directly connected with the school.

- E. Preside over the Special Projects Committee as indicated in these Articles.
- F. A candidate for President Elect shall have served on the Board of Directors, at least one year prior to nomination, unless an exception is made by the Board of Directors.

Section 3. The Past President/Parliamentarian shall:

- A. Act in an advisory capacity in manners relating to parliamentary procedure at all Board of Directors and general meetings.
- B. Be chair of the Nominating Committee and the Bylaws Committee and follow all procedures set forth in these Bylaws in regard to the makeup of committees and timeliness of procedures.
- C. Appoint a committee to review bylaws and recommend action annually.

Section 4. The Vice President for Marketing & Communication shall:

- A. Be responsible for marketing and communication activities to advance the work of Loyola Guild, working with the Website Editor, Newsletter Editor, and Advertising Coordinator.
- B. Preside in the absence of the President and President Elect.
- C. Notify the Loyola Guild board members of board meetings.

Section 5. The Vice President for Membership shall:

- A. Maintain a current list of names, addresses, and telephone numbers of the membership.
- B. Be responsible for membership solicitation and the preparation and printing of the roster.

Section 6. The Vice President for Events shall:

- A. Oversee the coordination of all fundraising and non-fundraising events for the Loyola Guild.
- B. Ensure logistical planning, volunteer coordination, and execution of events align with the Guild's mission and objectives.
- C. Work in collaboration with key stakeholders, including Jesuit High School administration and event committees.
- D. Work collaboratively with the Jesuit High School Fundraising team to establish and maintain a structured, nonduplicative strategy, aligning with Jesuit High School's fundraising goals for the Auction and other campaigns

Section 7. The Secretary shall:

- A. Keep minutes of all Loyola Guild Board of Directors meetings.
- B. Distribute the minutes to the Loyola Guild Board of Directors, the JHS Spiritual Advisor and the JHS Executive Director for Advancement.
- C. Maintain a permanent record of meeting minutes.
- D. Maintain a permanent file of notices and correspondence concerning the Loyola Guild.
- E. Be responsible for all Loyola Guild correspondence
- F. Arrange for special occasion remembrances as approved by the Board of Directors.
- G. Arrange for thank you notes and other correspondence related to CTL sponsorships.

Section 8. The Treasurer shall:

- A. Be responsible for all financial transactions on behalf of the Loyola Guild.

1. Keep an accurate account of all receipts and disbursements and report the same to the Board of Directors.
 2. Be responsible for all monies deposited in the name of Loyola Guild in such bank accounts as approved by the Board of Directors.
 3. Withdraw monies from said bank accounts as authorized by the Loyola Guild Board of Directors and signed by the President, Treasurer, or other authorized designees. Any expenditure over \$750 requires two authorized signatures.
 4. Deliver the books, records, journals, bank statements, bank transactions, invoices, and transaction receipts to the CFO of Jesuit High School or her/his designee on a monthly basis for purposes of permitting Jesuit to prepare and review periodic financial statements for the Loyola Guild. B. Ensure all required tax documents are filed on time.
- C. Provide an annual budget plan to the LG Finance Committee in accordance with LG budgeting meetings.
1. Monitor expenditures related to the budget.
 2. If expenses exceed budget, the Treasurer will ensure Board approval is received.
 3. Budget variances less than 10% of the budgeted category that can be offset within the approved budget will be approved by the Board and recorded in the meeting minutes.
 4. Budget variances that are more than 10% will be brought to General Membership for approval prior to payment.
- D. Arrange for an annual review of the books and is responsible for the preparation and distribution of the Annual Financial Report.
- E. Is responsible for accurate information regarding legal and financial aspects of fundraising.
- F. Maintains current copies of Articles of Incorporation, Bylaws, and Policies and Procedures.
- G. Serve as the chair of the Finance Committee.

Section 9. Treasurer Elect

- A. The Treasurer Elect shall assist the Treasurer with all duties to effectively fill this office the following year.
- B. Act as Treasurer for the Christmas Tree Lane and be responsible for all financial transactions for the event.

ARTICLE VII STANDING BOARD COMMITTEES

There shall be standing committees as follows:

- A. The Finance Committee: The Finance Committee shall be composed of the Treasurer, the President, the President-Elect, and at least one additional Member. The Finance Committee shall be chaired by the Treasurer. The Finance Committee shall prepare the annual budget and present it to the Board for approval. If approved by the Board, the budget shall be recommended to the Membership for approval. The Finance Committee shall otherwise advise the Board on all matters related to the Loyola Guild's financial procedures and internal controls.
- B. All financial decisions, including contracts and expenditures as noted in budgets, must be pre-approved. All expenditures must be documented in writing and approved. Any expenditure exceeding approved budget must be documented in writing and approved by the Board. Regular financial reports must be presented at each Board meeting and at regular intervals to the JHS President, JHS Executive Director for Advancement, and Chief Financial Officer of JHS. All financial transactions are subject to annual audit. The books, records, financial journals, and bank accounts of the of the Loyola Guild shall be regularly made available to the CFO of Jesuit High School or her/his designee on a monthly basis for purposes of preparing and reviewing periodic financial statements for Loyola Guild. This process will ensure consistency in accounting methodology and accuracy and frequency of reporting.

- C. The Nominating Committee: The person serving as Past President in the year that the Nominating Committee is convened shall appoint a nominating committee consisting of five to seven members, which will include the President Elect and the JHS Executive Director for Advancement. The Past President shall be the chair of the Nominating Committee. The individual serving as President in the year that the Nominating Committee is convened may not serve on the Nominating Committee. No one seeking a nomination should serve on the Nominating Committee. The Nominating Committee reviews all submitted nominations, verifies candidates' eligibility and willingness to serve and finalizes a slate of officers. The Nominating Committee shall report its slate of Officers at a Board of Directors meeting.

ARTICLE VIII JESUIT HIGH SCHOOL ADVISORS

The Spiritual Advisor (or his designated appointee) shall:

- A. Provide spiritual guidance and leadership.
- B. Keep the Loyola Guild Board of Directors informed of the policies of Jesuit High School.

The Executive Director for Advancement Advisor shall:

- A. Provide guidance and leadership.
- B. Keep the Loyola Guild Board of Directors informed of the policies of Jesuit High School.

ARTICLE IX ENDORSEMENTS

Section 1. Commercial interest, Public Office Candidates, and Conflict of Interest

- A. No commercial interest or candidate for public office may be endorsed in the name of the Loyola Guild or in the name of any officer who is functioning in an official capacity.
- B. The Loyola Guild may endorse or oppose pending legislation or assume a stand on matters of public policy if approved by two-thirds vote of the Board of Directors.
- C. No Board member shall seek to influence Board decisions regarding purchases, contracts, or vendor agreements that would financially benefit any Board member or their affiliates.

Section 2. Roster

- A. The Roster is for the use of members of the Loyola Guild members for Loyola Guild purposes only.
- B. No use of the Roster of Loyola Guild shall be made by commercial or political groups or by individuals or by organizations not directly associated with Jesuit High School. C. All other uses must be approved by the Board of Directors.

ARTICLE X AMENDMENTS

These Bylaws may be amended by a vote of the membership as follows:

The Bylaws Committee shall be responsible for reviewing and recommending updates to the Bylaws to ensure compliance with legal requirements and alignment with the organization's goals.

The committee shall consist of five to seven members, including the Past President, President, and President Elect. The Past President will serve as Chair. The committee will include at least two other board members appointed by the Board.

The Bylaws Committee shall present proposed amendments to the Elected Board for initial review and, subsequently, to the general membership for approval.

Amendments to the bylaws must include a 15-day member feedback period before voting.

ARTICLE XI
RULES OF ORDER

All questions not covered by the Constitution or the Bylaws of the Loyola Guild shall be governed by Roberts' Rules of Order, revised.

ARTICLE XII
PATRONS

The Loyola Guild shall be under the patronage of the Blessed Mother and St. Ignatius of Loyola.

ARTICLE XIII
INDEMNIFICATION AND INSURANCE

Directors and Officers shall be indemnified to the maximum amount allowed by current California Law. The Loyola Guild shall obtain such Directors and Officers Insurance and General Liability Insurance in the amounts it deems necessary.

ARTICLE XIV
ALLOCATION OF FUNDS

The Board of Directors may vote to allocate funds from the treasury for particular use by Jesuit High School. No funds shall be allocated until approved for use by the President of Jesuit High School.

ARTICLE XV
SUSPENSION OF THE BYLAWS

Any part of these Bylaws may be temporarily suspended by the membership by a two-thirds vote of all the members present.