



2016/2017 BYLAWS OF THE AMADOR ELEMENTARY SCHOOL PARENT FACULTY CLUB

a California nonprofit public benefit corporation

1. NAME

The name of this corporation is the Amador Elementary School Parent Faculty Club (PFC the **"Corporation"**).

2. PURPOSE

The purpose of the Corporation is:

- (1) to assist Amador Elementary School (the **"School"**) in providing quality education for all Amador Elementary School students;
- (2) to sponsor activities which raise funds through parental involvement to assist in supporting the educational program and extracurricular activities at the School;
- (3) to act as liaison between parents, faculty, community and the Board of Education, and;
- (4) to promote the welfare of students in home, school and community.

3. MEMBERSHIP

3.1 Members.

Parents or guardians of students attending Amador Elementary School become **"Members"** of the Corporation. Faculty of the School may also become non-voting Members of the Corporation. The Corporation admits Members of any race, color, religion, national or ethnic origin, and sexual orientation to all the rights, privileges, programs and activities generally accorded or made available to Members.

3.2 Voting Rights.

Each Member will be entitled to one (1) vote on any matter submitted to the Board with a request for a vote. Members will be entitled to vote for Executive Board of the Corporation as set forth in Section 7.2 (Election) and certain amendments to the Bylaws of the Corporation as set forth in Section 12.1 (Amendment).



4. OFFICERS AND DIRECTORS

4.1 Composition.

Executive Board for the Corporation (the **"Directors"**) are made up of the President, a Vice President, a Secretary, a Treasurer Lead, a co-Treasurer, Director of Volunteers, Director of Room Parents, Director of Technology and Director of Spirit Wear. They shall collectively be called **"Directors"** or **"Executive Board"** or individually as a **"Director"**.

(a) Officers.

The President, Vice President, Secretary, and Treasurer Lead shall be referred to as **"Officers"**

(b) Directors.

The Members will elect the **Directors or Executive Board** as set forth in Section 7.2 (Election). Each position of the Executive Board may be shared by more than one qualified person as needed and agreed on by the **Executive Board**.

(c) Principal/Vice Principal.

The Principal/Vice Principal of the School is appointed by the school district.

4.2 Terms of Office.

Each Director (including Officers) shall hold office until he or she resigns, or is removed, fulfills their term (term as defined in section 5.1 (c), or is otherwise disqualified to serve or until his or her successor shall be elected and qualified, whichever occurs first.

4.3 Duties.

(a) President (both an Officer & Director).

The President shall:

- (i) be the chief executive officer and general manager of the Corporation and will generally supervise and control all of the business and affairs of the Corporation, subject to the direction of the Board;
- (ii) perform all the duties incident to this office and such other duties as may be required by law, or as the Board or these Bylaws may require;
- (iii) preside at all meetings of the Directors and make reports to the membership at large;
- (iv) represent the School at district meetings;
- (v) communicate with the Principal/Vice Principal to stay regularly apprised of School and district activities;
- (vi) oversee all committees and the board's roles, responsibilities, and duties;
- (vii) be responsible for filing and maintaining (with or without an independent third party) all Corporate documentations and filings, such as but not limited to Statement of Information (Secretary of State), Articles of Incorporation, Corporate ByLaws, Business License documentation and Corporate Tax Filings;



- (viii) see that select Officers and Directors be fingerprinted to have access to the Corporation's funds, which will be paid for by the Corporation.

(b) Vice President (both an Officer & Director).

The Vice President shall:

- (i) in the absence or disability of the President, or in the event of the President's refusal to act, perform all of the duties of the President, and when so acting, will have the powers of, and be subject to the restrictions on the President;
- (ii) develop and deliver all fundraising activities;
- (iii) monitor and report on fundraising participation levels and provide input for yearly fundraising plan for the PFC;
- (iv) prior to the start of an event work with Director of Volunteers to identify a chairperson the event and for each subcommittee; if an event chairperson cannot be identified that event will be cancelled;
- (v) assist the President as needed.
- (vi) act as liaison for programs and oversee all school programs and activities as deemed necessary between the school and PFC.

(c) Secretary (both an Officer & Director).

The Secretary shall:

- (i) certify and maintain an original or copy of these Bylaws as amended, and if a PFC website is available, see that the notes of open and general Meetings are posted to the site for its members in a timely manner;
- (ii) keep or cause to be kept a book of minutes of all meetings of the members and Board, recording the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present, and the proceedings thereof;
- (iii) see that all notices are duly given in accordance with the Bylaws and distribute minutes of meetings to the Board within three days of the last meeting and post the approved (working meeting approvals can be done by email approval since these would not be view by or voted on by the Members) minutes online via the Amadorpfc.org website;
- (iv) be custodian of the official legal and corporate records of the Corporation including filing the correct corporate documents;
- (v) be responsible for all legal and regulatory correspondence at the direction of the President;
- (vi) assist the President in filing and maintaining (with or without an independent third party) all Corporate documentations and filings, such as but not limited to Statement of Information (Secretary of State), Articles of Incorporation, Corporate ByLaws, Business License documentation and Corporate Tax Filings;
- (vii) be a liaison between 3rd Party entities such as but not limited to Corporation Attorney, and Agent for Service of Process;
- (viii) be responsible for Corporate legal affairs and be the designated contact person for Corporate counsel, at the direction of the President;



- (ix) in the absence of both the President and the Vice-President from a meeting, call the meeting to order and appoint a temporary chairperson;

(d) Treasurer Lead (both an Officer & Director).

The Treasurer Lead shall in coordination with the co-treasurer:

- (i) have custody or assign co-treasurer to be responsible for all funds and investments of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as may be directed by the Board;
- (ii) receive, or assign co-treasurer to receive and safely keep and ensure money handling procedures are followed for money due and payable to the Corporation
- (iii) disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements;
- (iv) keep and maintain adequate and correct books and records of the Corporation's properties and business transactions, including the Corporation's accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (v) present financial status reports at regular meetings of the Board, or as otherwise determined by the Board;
- (vi) have responsibility for preparing and monitoring the budget of the Corporation;
- (vii) Follow the Corporation's Internal Controls and Cash Policies;
- (viii) keep and reconcile the Corporation's checkbooks and bank accounts;
- (ix) Submit all requested/required financial data to the Finance Audit Committee
- (x) be fingerprinted, which will be paid for by the Corporation, prior to handling any funds incoming or outgoing;
- (xi) Prepare or cause to be prepared all statements, forms, or returns as may be required by Federal, State, or local taxing authorities corporation;
- (xii) Work with the incoming Treasurer Lead and co-treasurers to ensure a smooth transition of responsibilities for the following school year
- (xiii) Follow the cash handling procedures as documented by the Board

(e) Co-Treasurer.

The Co-Treasurer shall:

- (i) Work along with the Treasurer Lead and divide responsibilities as their qualifications allow at the discretion of of both parties.
- (ii) Shall assume the position with the intention of transitioning to Treasurer Lead for the following term.

(f) Director of Volunteers:

The Director of Volunteers:

- (i) maintain a list of all volunteers and the subcommittee volunteer signup sheets;
- (ii) act as a liaison between the Board and volunteers;
- (iii) contact volunteers and establish new subcommittees at the direction of the Board;
- (iv) put together subcommittee signups for the school year;
- (v) Prepare and send all calls for volunteer emails through whichever service designated by the Board;



(g) Director of Room Parents:

- (i) keep and maintain a list of room parents information;
- (ii) act as a liaison between the Board and room parents by providing regular monthly updates as well as other updates from time to time to room parents.
- (iii) assign a coordinator for room parents or assume the task of holding a kickoff meeting or others as needed, with room parents providing general responsibilities and guidelines;
- (iv) handle any issues between room parents and teachers, including making sure every classroom has a room parent;
- (v) act as liaison between yearbook committee and Board.
- (vi) Partner with the yearbook coordinator and yearbook committee ensuring that all orders and deadlines are met.

(h) Director of Technology.

The Director of Technology shall:

- (i) Represent the face of the PFC via all electronic measures including, but not limited to, the Amadorpfc.org website and social media;
- (ii) Maintain accurate records of all communication to and from the organization to and from its members and external entities;
- (iii) Be responsible for announcing and posting special events, fundraisers, and general PFC announcements through means such as but not limited to monthly newsletters, email campaigns, and the PFC website and social media;
- (iv) Maintain and update the PFC website, meeting minutes and other PFC correspondence;
- (v) Make an effort to coordinate all communication between the PFC and school to maximize communication to all its Members.

(i) Director of Spirit Wear.

The Director of Spirit Wear shall:

- (i) Be responsible in working with the PFC to develop new spirit wear ideas and a spirit wear budget;
- (ii) Maintain accurate inventory;
- (iii) Sell, Distribute and market Amador spirit wear online and at various events throughout the school year.

4.4 Role of the School Principal/Vice Principal.

The principal of the school is not a Member, Director or Officer of the Corporation. The Principal/Vice Principal shall serve the Board as an Advisor and provide all necessary information to the Board upon request.

The Principal/Vice Principal shall:

- (i) Attend meetings of the Board and make regular reports, as needed;
- (ii) act as the liaison between the School, the faculty of the School and the Dublin Unified School District;



- (iii) report on Dublin Unified School District activities and information in addition to the needs of the School;
- (iv) communicate with the President regularly;
- (vi) have the ability to designate an alternative school official to serve in this role in his/her place.

5. BOARD OF DIRECTORS (EXECUTIVE BOARD)

5.1 Number and Term.

(a) Number.

The Board will be composed of nine individuals: a President, a Vice President, a Secretary, a Treasurer Lead, Co-Treasurer, Director of Volunteers, Director Room Parents, Director of **Communications and** Technology and Director of Spirit Wear. They shall be collectively be called "**Directors**" and individually as a "**Director**".

(b) Vote.

Each Director will have one vote.

(c) Term.

A term is defined as two (2) consecutive school calendar years. Each Director will serve one (1) term A Director may serve more than one (1) consecutive term. A Director's regular term will begin on and include the last regular meeting of the Board for the current school year and will end on and include the last school day of the following school year.

(d) Qualifications.

All Directors (which includes Officers) must (1) be Members (as defined in section 3.1), (2) have the skills necessary and desirable qualifications individually to fulfill the duties of the position in which they serve and (3) have the ability to work cooperatively with the Board to fulfill these duties of the position in which they serve and further the purposes of the Corporation, (4) be able to attend monthly meetings, working sessions and PFC related or sponsored events.

(f) Removal for Cause

Any Director (which includes Officers) may be removed with cause upon the vote of a majority of the remaining Directors.

5.2 Powers and Duties.

(a) Management of Corporation.

The affairs of the Corporation will be managed by the Board and all powers of the Corporation will be exercised by or under the direction of the Board. The Board will have general charge and control of the affairs, funds and property of the Corporation. Except as otherwise provided in these Bylaws, the Board may establish and delegate performance of duties and exercise of powers, to Officers, Directors, and agents of the Corporation from time to time.



(b) Vacancies.

Vacancies or absences of qualified candidates of the Board of Directors may be filled by the Board via appointment. Persons so appointed will serve until the expiration of the regular term.

5.3 Meetings.

(a) Regular Meetings.

There will be at least six (6) regular meetings of the Board during each school year. Regular Board meetings will be scheduled and held every month during the school year unless otherwise designated by the Directors.

(b) Special Meetings.

Special meetings may be called when requested by a majority of the Board, or by a written petition signed by twenty-five (25) Members.

(c) Working Sessions.

In addition to the closed session of the Board prior to each open Member Meeting, monthly working sessions of the members of the Board will be held at a time and place most suitable for the majority of the Board.

5.4 Quorum.

Quorum shall consist of one-half (1/2) of the authorized Directors plus one (1) or 51% so long as at least one Officer is present will constitute a quorum for the transaction of business. Every act or decision made or done by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board unless the law or these Bylaws require a greater number.

5.5 Notice.

Regular meetings of the Board will be held with via two (2) Notice mediums of communication at least seventy-two (72) hours prior to such meeting. Notice of any other meeting of the Board must be given to each Director three (3) hours in advance, if delivered personally or by telephone (including a voice messaging system or other system or technology designed to record or communicate messages), electronic mail other electronic means. Any Director may waive notice of any meeting. The attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except where a Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting will be specified in the notice or waiver of notice of special meetings.

5.6 Action by Board Without Meeting.

Any action permitted to be taken by the Board may be taken without a meeting if a majority of the Directors individually or collectively consent in writing to such action. Writing can be either via handwritten note, or electronic means provided to the Secretary and copied to the remainder of the Directors to conduct business during his/her term.



6. MEETINGS

6.1 Meetings and Quorum of the Members.

A number of at least five (5) Members of the organization, including the Directors will constitute a quorum for the transaction of business at a meeting of the Members. The Members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken is approved by at least a majority of the members required to constitute a quorum.

6.2 Notice of Meetings of Members.

(a) General Notice Contents.

All notices of meetings of Members must be posted seventy-two (72) hours before the date of the meeting. The notice must specify the place, date, and hour of the meeting and the general nature of the business to be transacted.

(b) Notice of Certain Agenda Items.

If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice must also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- (i) Removing a Director (including an Officer) without cause;
- (ii) Filling vacancies on the Board by the Members;
- (iii) Amending the Articles of Incorporation; and
- (iv) Voluntarily dissolving the Corporation.

(c) Manner of Giving Notice.

Notice of any meeting of the members must be given either (1) by posting on the school website Home Page, (2) by posting on the PFC website, (3) by posting on the PFC Facebook page, (4) by email, (5) or by sending home the notice of the meeting with the student. A minimum of two notice options should be used to give notice of the meetings or (6) Posting via bulletin/banner on school property

6.3 Majority Vote.

All decisions of Members must be by majority vote of those Members.

7. ELECTION OF OFFICERS AND DIRECTORS

7.1 Election Procedures.

The Members will elect individuals to the PFC Board by written ballot, or online as set forth in Section 7.2 (Election) and as contemplated by Section 5513 of the California Nonprofit Corporation Law (the "Act").



(a) Election Committee.

A Election Committee of at least three (3) Members will be appointed by the President with the approval of the Board. The Election Committee will consist of at least two (2) current Directors. The Principal/Vice Principal of the School may be asked to provide input to the Election Committee.

(b) Nominations.

The Election Committee shall organize and maintain the submissions by Members for the Executive Board and submit those nominations by April 1st or the first following school day

- (i) Members shall submit nominations for a position on the Executive Board. The Executive Board is determined by the nominees with the highest number of votes. These nine individuals become the new Executive Board who have received the highest number of votes. They shall meet before the May General Meeting to unanimously determine which positions each individual shall hold.

7.2 Election.

(a) Ballots.

The Election Committee shall prepare a ballot, and all nominees who have agreed to serve if elected, to the Board at the Board's April meeting. The Board will approve and submit this ballot (with any changes reasonably required by the Board). The Executive Board will be elected by this ballot. Ballots may also be received by email or online election processes if setup by the Board.

(b) Tabulation.

The ballot tabulation and voting will take place at the April General Meeting of the Members and Board, or as otherwise determined by the Board.

(c) First Meeting of New Board.

The newly elected Board will convene its first open meeting of the Members , jointly, with the last meeting of the outgoing Board for purposes of instruction and direction. The new Board Members must review the ByLaws of the PFC by the June meeting and must be in attendance of the first meeting before the start of the school year for which their term represents.

8. COMMITTEES

The Board may appoint such committees from time to time as it deems advisable, and for such purposes or activities as it deems advisable. Members of such committees shall be appointed by the Board of Directors and shall serve the Board. The Board may adopt standing committees from time to time.

9. POLICIES

Information Technology Policy

1. All members of the Board should use emails created under the amadorpfc.org domain for all PFC related communication.



2. The Board email addresses in the amadorpfc.org domain should ONLY be used for PFC official communication, contact with school officials or outside parties for PFC business purposes.
3. All Board member communication in the amadorpfc.org domain should be considered public, and, members should avoid discussing personal matters.
4. Social Media Policy
 - All PFC members posting on PFC social media platforms like Facebook should be respectful of others in the group.
 - Only current parents and guardians can be part of the closed social media groups.
 - Any member can be removed from PFC social media groups if they indulge in personal attacks, abusive language, discriminatory behavior, intentionally share false or misleading information or use the platform for business promotion without prior approval.

Condolences Policy

It is the policy of the Amador Elementary Parent Faculty Club (PFC) when there is a death in the family of a teacher or staff member the PFC will send condolences. The condolence will be limited to immediate family, this is to include parent, spouse or child only. The amount to be spent on each occurrence will not exceed \$100.

10. FUNDS MANAGEMENT

10.1 Budget.

- (a) The Board of Directors shall develop a budget for each school year, which shall include the planned income and expenditures. The budget shall also provide for a sufficient carryover of funds to enable the organization to function at the start of the new school year. A net cash carryover as of June 30th, would be no less than \$15,000.00 (Net cash is defined as cash less any unpaid items).
- (b) The budget shall be presented to the PFC membership for approval at the first General Meeting of the beginning of the school year.
- (c) Unbudgeted financial items or budget overruns will be reviewed by the Board of Directors.
- (d) The budget may be amended by a vote of the membership at any regularly scheduled General Meeting, or at any Special Meeting called for that purpose.
- (e) Discrepancies of amounts under \$50.00 can be amended at the discretion of the Treasury Lead or co-Treasurer without a Special Meeting or vote of the Directors or Members.
- (f) Discretionary funds under \$200.00 will be voted on by the Executive Board without a Special Meeting and do not require a vote by the Members.

10.2 Funds.

Funds allocated for specific expenditures must be used by the end of each school year or be returned to the Corporation general fund.



10.3 Audits.

A volunteer Finance Internal Audit Committee will provide assistance to the Board in fulfilling its oversight responsibility relating to the organization's financial operations. Internal auditing shall take place at least once per the school year (schedule to be determined by the Audit Committee). The audit committee must be given access to the Board's financial records, and any member of the Board must be available to respond to questions or provide materials necessary to facilitate the audits. The Audit Committee must be made up of members who were external to the PFC Board in the year the audit is for and at no time should any member of the committee be recommended by the treasurer. External audits may occur upon the request of the school district.

11. LIABILITY.

11.1 Liability.

No Director (including its Officers) of this Corporation will be personally liable for the debts, liabilities or obligations of the Corporation.

11.2 Exculpation.

No member, Officer, Director or agent of the Corporation (collectively, the **"Covered Persons"**) will be liable to the Corporation or any other Person who has an interest in or claim against the Corporation for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such Covered Person in good faith on behalf of the Corporation and in a manner reasonably believed to be within the scope of the authority conferred on such Covered Person by these Bylaws, the Corporation's Articles of Incorporation, or applicable law.

11.3 Indemnification.

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers and other persons described in California Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the California Corporations Code.

On written request to the Board by any person seeking indemnification under California Corporations Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under California Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in California Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties



to that proceeding, the Board shall promptly call a meeting of the Members. At that meeting, the Members shall determine under California Corporations Code Section 5238(e) whether the applicable standard of conduct has been met and, if so, the Members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by this Section shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

11.4. Insurance.

This Corporation is required to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, and other agents, to cover any liability asserted against or incurred by any Officer, Director, or agent in such capacity or arising from the Officer's, Director's, or agent's status as such. This insurance must also cover school functions or events that aren't covered by the School's insurance.

12. AMENDMENTS AND RULES OF ORDER

12.1 Amendment.

The Bylaws may be amended in the following manner:

- (i) Any amendment must be proposed by the Board or by written request of not less than twenty-five (25) Members, addressed to the President.
- (ii) Any amendment may be approved solely by the two-thirds (2/3) vote of the Directors, unless the proposed amendment changes the number of authorized Directors, Member voting rights, or any sections directly related to members' right. For these matters, the amendment shall need have both the two-thirds (2/3) vote of the Directors and an approval of the Members as defined in 11.1(iii).
- (iii) If a proposed amendment requires Member approval, a statement of the nature and purpose of the proposed amendment must be read at one (1) meeting of the Board open to the Members preceding the meeting of adoption, or the proposed amendment must be submitted to the Members. A majority vote of all Members present will be required to confirm each such amendment or to confirm the revised Bylaws as a whole.
- (iv) Notwithstanding the foregoing provisions, the Bylaws may be amended as necessary to obtain a determination by the Internal Revenue Service that the Corporation is exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or by the Franchise Tax Board that it is exempt from California Franchise or income tax under Section 23701 of the Revenue and Taxation Code of California by unanimous written consent of those Directors present at any meeting of the Board at which a quorum is present.



12.2 Rules of Order.

The rules contained in Robert's Rules of Order Revised will govern the Corporation in all matters of parliamentary procedure to which they are applicable and not inconsistent with the Bylaws.