

BYLAWS OF THE
KOLB ELEMENTARY SCHOOL PARENT/FACULTY CLUB
a California nonprofit public benefit corporation

Amended March 20, 2013

1. NAME

The name of this corporation is the Kolb Elementary School Parent Faculty Club (the “**Corporation**”).

2. PURPOSE

The purpose of the Corporation is:

- (1) to assist Kolb Elementary School (the “**School**”) in providing quality education for all Kolb 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 Kolb Elementary School become “Members” of the Corporation. Membership is limited to one (1) membership per family group regardless of the number of children from that family attending school or legal status of the parents. Faculty of the School are also 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 each matter Members will be entitled to vote for Officers of the Corporation as set forth in Section 7.2 (*Election*), certain amendments to the Bylaws of the Corporation as set forth in Section 10.1 (*Amendment*), approval of the annual budget proposed by the board, appropriations of

PFC funds necessary outside of the annual budget process, and other business as deemed appropriate by the board.

4. MEETINGS

- 4.1 Meetings. The Members will elect Officers and Directors by written ballot as set forth in Section 7.2 (*Election*) and as contemplated by Section 5513 of the California Nonprofit Corporation Law (the “Act”).
- 4.2 Quorum. A number of Members equal to fifty-one percent (51%) in attendance of the Members will constitute a quorum for the transaction of business at a meeting.
- 4.3 Notice of Meetings of Members.
 - (a) General Notice Contents. All notices of meetings of Members must be sent or otherwise given by the fourth (4th) Thursday of the prior month but not more than ninety (90) days before the date of the meeting. In addition, a reminder must be given the Monday prior to the scheduled meeting. The notice must specify the place, date, and hour of the meeting and the general nature of the business to be transacted, and no other business may in that case be transacted.
 - (b) Manner of Giving Notice. Notice of any meeting of the Members must be given either (1) personally, (2) by electronic mail, (3) or by sending home the notice of the meeting with the student. Notice will be deemed to have been given by its public posting on the organization website.
- 4.4 Meetings of the Board of Directors.
 - (a) Regular Meetings. There will be eleven (11) regular meetings of the Board during each school year (August through June). Regular Board meetings will be held **on the second Thursday of each month** during the school year, unless otherwise designated by the President.
 - (b) Special Meetings. Special meetings may be called by the President and shall be called upon the verbal or written request of an Officer.

5. BOARD OF DIRECTORS

- 5.1 Number and Term.
 - (a) Number. The Board will be composed of the Officers and the Principal of the School. The Members will elect the Directors as set forth in Section 7.2 (*Election*).

- (b) Vote. Each Director will have one vote.
- (c) Term. Each Director will serve a term of one (1) year. A Director may serve more than one (1) consecutive term but not more than two (2) terms in any one specific position (except the School Principal). A Director's regular term will begin on and include the last regular meeting of the Board for the school year prior to the school year with respect to which the Director has been elected and will end on and include the last regular meeting of the Board for the school year with respect to which the Director has been elected.
- (d) Qualifications. All Directors (including all Officers) must (i) be Members, (ii) have the skills necessary or desirable to fulfill the duties of the position in which they serve and, (iii) have the ability to work to fulfill these duties of the position in which they serve and further the purposes of the Corporation, (iv) be able to attend the monthly meeting and working sessions on a regular basis.
- (e) Removal for Cause. Any Director (including any Officer) may be removed with cause upon the vote of a majority of the Directors voting on such matter.

5.2 Power 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. In furtherance, and not in limitation, of the foregoing, 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 and agents of the Corporation from time to time.
- (b) Vacancies. Vacancies on the Board of Directors may be recommended by any Officer, with the approval of the Board. The individual so appointed will serve until the expiration of the regular term.

5.3 Quorum. A number of Directors equal to fifty-one percent (51%) of the authorized Directors 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. If a quorum is not met, a special meeting will be called.

5.4 Notice. Regular meetings of the Board may be held, without notice, if the time and place of such meetings are fixed by these Bylaws or by resolution of the Board. Notice of any

other meeting of the Board must be given to each Director at least four (4) days in advance by electronic mail (email). If emailed, such notice will be deemed to be delivered upon transmittal. Any Director may waive notice of any meeting. The business to be transacted at the meeting will be specified in the notice of special meetings but not regular meetings.

- 5.5 Action by Board without Meeting. No action that requires a vote may be permitted by the Board without a meeting of the Directors and a quorum is established. Voting on actions by the board outside of a meeting is not permitted.

6. OFFICERS

- 6.1 Composition. The officers of the Corporation (the "Officers") consist of the School Principal, a President, Fundraising Vice President, Programs Vice President, Secretary, Treasurer (possible co-position), Director of Volunteers, Director of Communications, Director of Technology, and Room Parent Coordinator.

6.2 Terms of Office.

- (a) Each Officer shall be elected and hold office for a term of one (1) year but limited to the elected position for not more than two (2) terms (except the School Principal) until he or she resigns or is removed or is otherwise disqualified to serve or until his or her successor shall be elected and qualified, whichever occurs first.

6.3 Duties.

- (a) School Principal. The School Principal shall:

- (i) act as the direct liaison with school district and board of education;
- (ii) communicate with the President regularly;
- (iii) assist Treasurer(s) in identifying auditor annually;
- (iv) report on Dublin Unified School District activities and information in addition to the needs of the School; and
- (v) attend all meetings of the Officers and make regular reports to the membership at large.

- (b) President. 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 the 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 regular reports to the membership at large;
 - (iv) represent the School at Superintendent's Council meetings;
 - (v) collaborate and communicate with the School Principal to stay regularly apprised of School and district activities; and
 - (vi) be fingerprinted, which will be paid for by the Corporation.
- (c) Fundraising Vice President. The Fundraising Vice President shall:
- (i) in the absence or disability of the President, will have the powers of, and be subject to the restrictions on the President, in addition to assisting the President when needed;
 - (ii) communicate directly with Director of Communications and Director of Technology to ensure all events are posted and announced; and
 - (iii) oversee all fundraising activities, which include, but are not limited to, Tri-E-Thalon, Spell-a-thon, Art Fair, Spring Jubilee, Box Tops, eScrip, MyCokeRewards, Holiday Boutique, Restaurant Nights, Fall Check-in/Registration.
- (d) Programs Vice President. The Programs Vice President shall:
- (i) in the absence or disability of the President and Fundraising Vice President, will have the powers of, and be subject to the restrictions on the President, in addition to assisting the President when needed;
 - (ii) communicate directly with Director of Communications and Director of Technology to ensure all events are posted and announced; and

- (iii) oversee all school program activities, which include, but are not limited to, two family night events, Art in Action, Book Fair/Library Liaison, Breakfast Book Club, Campus Beautification, Health & Safety (including Hand Washing Campaign and Disaster Preparedness), New Families/Hospitality, Special Education/GATE Liaison, Parent Education, Recycling Program, Red Ribbon Week, School Spirit, Spirit Wear, Teacher Appreciation, Walk-n-Roll to School, and Yearbook.
- (e) Secretary. The Secretary shall:
- (i) certify and maintain an original or copy of these Bylaws as amended;
 - (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) ensure that all notices are duly given in accordance with the Bylaws and distribute minutes of meetings to the Board two weeks prior to the next meeting and post the approved minutes in the School office as well as on the organization website;
 - (iv) be custodian of the records and acts as Parliamentarian of the Corporation.
- (f) Treasurer. The Treasurer (or Co-Treasurers) shall:
- (i) have custody, and 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, safely keep and give receipt for, money due and payable to the Corporation from any source whatsoever;
 - (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, gain and losses;
 - (v) present financial status reports at regular meetings of the Board, or as otherwise determined by the Board, as well as post monthly updated financial status reports to organization website;

- (vi) have responsibility for preparing and monitoring the budget of the Corporation;
 - (vii) cause the Corporation to make any required tax or regulatory filings;
 - (viii) keep and reconcile the Corporation's checkbooks;
 - (ix) work with the School Principal to nominate an auditor, to be fulfilled annually;
 - (x) present the books on an annual basis, or upon change of Treasurer, to the auditor selected;
 - (xi) be fingerprinted, which will be paid for by the Corporation; and
 - (xii) follow the cash handling procedure as documented by the Board.
- (g) Director of Volunteers. The Director of Volunteers shall:
- (i) keep a list of all volunteers and the subcommittee volunteer signup sheets;
 - (ii) prior to the start of an event, contact all parents on the signup sheet and identify a chairperson for that subcommittee; if a chairperson cannot be identified that event will be cancelled;
 - (iii) keep a list of room parents by contacting teachers to get the name of their room parent (not all classrooms will necessarily have a room parent);
 - (iv) be the liaison between the Board and volunteers;
 - (v) contact volunteers and establish new subcommittees at the direction of the board; and
 - (vi) develop and compile subcommittee sign-ups for the following school year.
- (h) Room Parent Coordinator. The Room Parent Coordinator shall:
- (i) keep a list of room parents by contacting teachers to get the name of their room parent (not all classrooms will necessarily have a room parent);
 - (ii) hold a kickoff meeting with room parents providing general responsibilities and guidelines at the start of the school year;
 - (iii) hold a kickoff meeting with teachers providing them general responsibilities and guidelines of room parents at the start of the school year;

(iv) be the liaison between the Board, room parents and teachers by providing regular monthly updates.

(i) Director of Communications. The Director of Communications shall:

(i) provide flexible support to coordinate, write and disseminate information for the organization newsletters and organization related events and activities, including, but not limited to, bi-weekly updates;

(ii) work closely with school office management on newsletter production and communication;

(iii) collaborate with Director of Technology for all communication in email form as well as website postings; and

(iv) work to ensure efficient communications to parents.

(j) Director of Technology. The Director of Technology shall:

(i) oversee and implement the technology tools (PFC website, social media sites, online efforts) to communicate with parents; and

(ii) collaborate with Director of Communications to ensure information as well as website postings are current and relevant.

6.4 Vacancies. A vacancy of an Office shall be filled by the Board for the unexpired portion of the term in accordance with Section 5.2 (*Powers and Duties*).

7. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

7.1 Nomination.

(a) Nominating Committee. A Nominating Committee of at least five (5) persons consisting of Officers and members will be randomly selected by their submission of participation with the approval of the Board. The Nominating Committee will consist of at one (1) current Director. The Principal of the School may be asked to provide input to the Nominating Committee.

(b) Nominations. The Nominating Committee shall make nominations for the Officers.

(i) The Nominating Committee shall not be precluded from nominating a current Director to succeed him or herself, if eligible to serve.

- (c) Submission to Members. The nominations for Directors will be submitted to the Members for approval in accordance with Section 7.2 (*Election*).
- (d) Nomination by Members. Additional nominations may be submitted to the Nominating Committee by any Member, and if qualified to serve, shall be submitted to the Members by the Nominating Committee for approval in accordance with Section 7.2 (*Election*).

7.2 Election.

- (a) Ballots. The Nominating Committee shall prepare a ballot with its recommended slate of Directors (including the Officers), and any additional 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 Directors and Officers will be elected by this ballot, which shall be submitted to the Members no later than the regularly scheduled May meeting; and shall be the first agenda topic at the regularly scheduled meeting.
- (b) Tabulation. The School Office Manager shall count the returned ballots following the vote and present the results of the election to the current Officers and Members present by the end of the meeting.
- (c) First Meeting of New Board. The newly elected Board will convene its first meeting, jointly, with the last meeting of the outgoing Board for purposes of instruction and direction.
- (d) School Board Election. The school board, for the current school year, is to be elected no later than May of the current school year.

8. FUNDS MANAGEMENT

8.1 Budget.

- (a) The Board of Directors shall develop a budget for each school year by July 31 which shall be presented to the membership at large at the first meeting of the school year.
- (b) Unbudgeted financial items requiring funds in excess of \$50.00 will be reviewed by the Board of Directors for budgetary consideration. No checks shall be processed without a fifty-one percent (51%) in favor vote by the Board.

- 8.2 Tax Review. A tax review shall be performed by a Certified Public Accountant (CPA), no later than 90 days following the close of the fiscal year of the corporation of each school year, or in the event of the resignation of the Treasurer.

9. LIABILITY.

- 9.1 Liability. No officer of this Corporation will be personally liable for the debts, liabilities or obligations of the Corporation.
- 9.2 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.
- 9.3 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.

- 9.4 Insurance. This Corporation must 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.

10. AMENDMENTS AND RULES OF ORDER

10.1 Amendment. The Bylaws may be amended in the following manner:

- (i) Any amendment must be proposed by any Member addressed to the President.
- (ii) Any amendment may be approved by the fifty-one percent (51%) vote of the Directors, unless the proposed amendment changes the number of authorized Directors, Member voting rights or other matters requiring approval of the Members under the Act.
- (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) Statements of Policy may be amended by the Board.
- (v) 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.

10.2 Rules of Order. The rules contained in Roberts 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.