

Bylaws Of The
Wells Middle School Parent/Faculty Club
A California Nonprofit Public Benefit Corporation

1. Name

- a. The name of this Corporation is the Wells Middle School Parent Faculty Club (the “**Corporation**”), located in the City of Dublin, County of Alameda, State of California. The Wells Middle School, which this association is connected with, is located in the Dublin Unified School District.

2. Charter

The Charter of the Corporation is:

1. to assist Wells Middle School (the “**School**”) in providing quality education for all Wells Middle School students;
2. to sponsor activities which raise funds to purchase educational tools and objects, and to support the educational program and extracurricular activities at the School;
3. to provide activities that are safe, fun, and uplifting to the Wells Middle School population;
4. to act as liaison between parents, faculty, community and the Board of Education, and;
5. to promote the welfare of students in home, school and community.

3. Basic Policies

- 3.1. This Corporation shall be non-commercial, non-sectarian, and non-partisan.
- 3.2. The name of this Corporation and the names of any members in their official capacities shall not be used in connection with any commercial concern or with

any partisan interest for any purpose not appropriately related to promotion of the charter of this Corporation.

3.3. This Corporation shall not directly or indirectly participate or intervene (in any way, including the publishing or distributing of statements) on behalf of, or in opposition to, any candidate for public office.

3.4. This Corporation shall work with Wells Middle School to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to the Board of Education.

3.5. This Corporation shall not enter into membership with other associations and agencies concerned with child welfare. A Wells Middle School PFC representative shall make no commitments that bind the group he/she represents.

3.6. No part of the net earnings of this Corporation shall ever inure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

3.7. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not to be permitted to be carried on by an association or Corporation exempt from Federal Income Tax under Section 501(C)(3) of the Internal Revenue Code of 1954

4. MEMBERSHIP

4.1. Members. Any parent or guardian of a student attending Wells Middle School may become a "Member" of the Corporation. Faculty of the School may also become 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.

4.2. Membership Drive. This PFC shall conduct an annual enrollment of Members but shall admit persons to membership at any time.

4.3. Voting Rights. Each Member will be entitled to one (1) vote on each matter submitted to the vote of the Members, as the case may be. Members will be entitled to vote for Board members of the Corporation as set forth in Section 8.2 (*Election*) and certain amendments to the Bylaws of the Corporation as set forth in section 12.1 (*Amendment*).

5. MEETINGS

5.1. Meetings. General meetings shall be held not less than once per month during the regular school year to conduct the business of the Corporation. Advanced notice of the date, time, and location of the meeting is to be made public by means of the school newsletter, the school marquee, and/or by special notice sent home with students. Meetings are to be held at a consistent day/time throughout the year (i.e., 1st Tuesday of each month, or 3rd Wednesday). If a meeting must be moved due to calendar conflict, at least one (1) week's advance notice must be given.

5.2. Special Meeting. If a special meeting must be called between regularly scheduled general meetings, sufficient notice must be given to the member population via all means available – electronic messaging, flyers home with students, sign boards in front of school, and the school marquee.

5.3. Majority Vote. A quorum shall consist of 51 percent of the Board and/or five voting members of the Corporation.

5.4. Notice of General Meetings.

- a) General Notice. All notices of general meetings of Members, with the exception of special meetings (see section 5.2) must be sent or otherwise given not less than seven (7) nor more than one hundred eighty (180) days before the date of the meeting. The notice must specify the place, date, and hour of the meeting. Items presented to the Board during the meeting may be considered for vote or tabled until the next meeting at the discretion of the Executive Board.
- b) Notice of Certain Agenda Items. If action is proposed to be taken at a general meeting on any of the following items, specific advanced notice must be given to members stating the nature of the business to be voted upon. Such notice must be given at least ten (10) days prior to the meeting

by all means available (electronic messaging, flyers home with students, sign boards in front of school, and the school marquee). Member action on such items is invalid unless advanced notice stating the general nature of the proposal(s) is given:

- (i) Removing a Board Member;
- (ii) Filing vacancies on the Board by Members;
- (iii) Amending the bylaws; and
- (iv) Voluntarily dissolving the Corporation.

- c) Manner of Giving Notice. Notice of any meeting of the members may be given either (1) personally, (2) by mail, (3) by sending home the notice of the meeting with the student, or (4) via electronic mail. Every effort will be made to keep mail and email addresses up-to-date so that sent notices are duly received by the intended recipient.

5.5. Majority Vote. All decisions of Members will be by majority vote of those Members present and voting at the meeting, or by submitting completed written ballots, except as otherwise required by law or these Bylaws.

6. EXECUTIVE BOARD

6.1. Number and Term.

- a) Number. The Board will be composed of the Board Members and the Principal of the School. The Board Members will select the Committee Chairs as set forth in Section 7.2 (*Election*).
- b) Vote. Each Board Member will have one vote.
- c) Term. Each Board Member will serve a term of one (1) year or up to two (2) years depending on the position for which they were elected. A Board Member may serve more than one (1) consecutive term. A Board Member's regular term will begin on and include the last regular meeting of the of the Board for the school year prior to the school year with respect to which the Board Member 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 Board Member has been elected, Each Board Member – outgoing and incoming – is required to participate actively in all transition activities.

- d) Qualifications. All Committee Chairs (including all Board Members) 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 cooperatively with the Board and membership to fulfill these duties of the position in which they serve and further the purpose of the Corporation.
- e) Removal for Cause. Any Board Member may be removed with cause upon the vote of a majority of the Board Members voting on such matter. Cause includes any action that is illegal or against organization regulations.
- f) Removal for Neglect. Any Board Member may be removed for inefficiency or neglect of duty, upon the vote of a majority of the Board Members voting on such a matter, but first must be offered an in-person hearing in front of the entire PFC Board and the Principal.
- g) Resignation. A resignation must occur in writing and be submitted to the entire PFC Executive Board and the Principal. A resignation with any conditions attached will be automatically rejected.

6.2. 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. 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 Board Members and agents of the Corporation from time to time.
- b) Vacancies. Vacancies on the Board may be filled by nomination by the Board, confirmed by a yes-or-no vote of the Members. Persons so appointed will serve until the expiration of the regular term.

6.3. Board Meetings.

- a) Regular Meetings. Board meetings will be held on a regular basis throughout the school year on a schedule that is mutually agreeable to all Board Members.
- b) Special Meetings. Special Board meetings may be called by the President(s) as needed, or may be called by upon the written (or emailed) request of any three (3) Board Members.

- 6.4. Majority Vote. A number of Board Members equal to two-thirds (2/3) of the authorized Board Members will constitute a quorum for the transaction of business. Every act or decision made or done by a majority of the Board Members 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.
- 6.5. Action by Board without Meeting. Any action permitted to be taken by the Board may be taken without a meeting if all Board Members individually or collectively consent in writing to such action.
- 6.6. Attendance. Regular attendance at the general and Executive Board Meetings is expected from all Board Members. Those Board Members sharing a single position may divide attendance as they see fit.
- 6.7. Statements of Policy. The Board may adopt, modify or rescind written Statements of Policy from time to time interpreting or elaborating on the principles set forth in these Bylaws or setting forth the then current policies of the Board with respect to the conduct of affairs of the Corporation (as in effect from time to time the "**Statements of Policy**"). Statements of Policy will be maintained with these Bylaws with the other records of the Board. Any Statement of Policy approved by the Board will be binding upon the Corporation, its Board Members and Members to the same extent as if incorporated in these Bylaws.
- 6.8. Changes in Policy and Changes in Procedure. Any material changes to existing programs or systems, including any revisions of Statements of Policy, must be approved by a vote of the Executive Board. Any Executive Board Member promoting or sponsoring a material change to existing programs or systems will be granted appropriate consideration by the Executive Board.

7. BOARD MEMBERS

7.1. Composition. The Board Members of the Corporation (the “**Board Members**”) consist of two Co-Presidents, and a Vice-President, as well as a Secretary, two Treasurers, and such other Board Members as the Board may from time to time appoint.

7.2. Terms of Office.

- a) Each Officer shall hold office 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.
- b) The Co-Presidents, and the Treasurers may be granted up to two year terms. The Vice President and the Secretaries shall be granted one year terms.
- c) Job Sharing. It is acceptable for two people to share a single board position, provided they run for the position as a pair. They will be represented on the Board as a single position. (For example, two people may run jointly for Vice President and share the position. In that case the Vice President will have one vote.)
- d) Committee Chairpersons are appointed by the Board for a term of one (1) year. Each Chairperson shall hold that position until he or she resigns or is removed or is otherwise disqualified to serve or at such time an incoming Board appoints a new Chairperson. Chairpersons are eligible for multiple terms as long as they are qualified to serve.

7.3. Duties.

- a) Co-President. There shall be two Co-Presidents. They are to share the duties equally and to act in unity and harmony. For the purposes of these Bylaws, they are collectively referred to as “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 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 Board meetings and General Meetings and make regular reports to the membership at large; and

(iv) communicate with the Principal to stay regularly apprised of School and district activities.

(v) disseminate communication of the Corporation, including electronic messages, weekly bulletins and newsletters.

1. Vice-President. 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) assist the President when needed;

(iii) liaison between the Board and volunteers.

2. 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 General and Executive 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 two weeks prior to the next meeting and post the approved minutes on the PFC website within one week of approval;

(iv) be custodian of the records of the Corporation;

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

(vi) be responsible for all correspondence at the direction of the President.

3. Treasurer. There shall be two Treasurers. Neither Treasurer is senior to the other. Each will have one vote. It is acceptable for a Treasurer to

simultaneously hold another Board position. If two Treasurers cannot be retained, it is acceptable to have only one Treasurer; if this is the case there will be a quarterly audit by another Board Member.

One Treasurer shall be responsible for writing checks and making deposits.

The other Treasurer shall be responsible for maintaining the books of the checking account and the money market account, and presenting the budget reports at the Executive and General PFC meetings.

The remaining duties of the position may be divided as they see fit. The Treasurers shall:

- (i) have custody of, 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 dispersed 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;
- (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 and the general money market account;

(ix) present the books on an annual basis or upon change of Treasurer to the auditor chosen by the Board; and

(x) follow the cash handling procedure as documented by the Board.

4. Principal. The Principal shall:

(i) act as the liaison between the School, the faculty of the School and the Dublin Unified School District;

(ii) report on Dublin Unified School District activities and information in addition to the needs of the School; and

(iii) communicate with the President regularly.

7.4. Vacancies. A vacancy of an office shall be filled for the unexpired portion of the term in accordance with section 6.2 (*Powers and Duties*).

8. NOMINATION AND ELECTION OF BOARD MEMBERS

8.1. Nominations. Nominations are to be held during the second to last regular General Meeting of Members.

8.2. Elections. Elections are to be held during the last Regular General Meeting of Members. If only a single person has been nominated for each office, a simple yes-or-no vote will be taken to confirm the nominees. If more than one person has been nominated for any office, paper ballot voting will be held.

8.3. 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.

9. SPECIAL COMMITTEES

9.1.1. The Board may appoint such committees from time to time as it deems advisable and for such purposes or activities as it deems advisable. The Board may adopt standing committees from time to time. The identities of the standing committees and their functions will be set forth in Statements of Policy, as adopted or amended from time to time.

10. FUNDS MANAGEMENT

10.1. Budget.

10.1.1. The Board Members shall develop a budget for each school year.

10.1.2. Unbudgeted financial items requiring funds of \$500.00 may be reviewed by the Board Members for budgetary consideration. Unbudgeted financial items requiring funds greater than \$500.00 must may be approved by the PFC Members in attendance at the General Meeting.

9.2. Faculty Funds. Funds allocated by the Corporation to the School faculty, either through the budgeting process or through fundraising activities (i.e., Read-a-Thon) must be used by the end of each school year or be returned to the Corporation general fund.

9.3. Financial Review. An overview shall be performed by the Executive Board no later than July 15th of each school year, or in the event of the resignation of the Treasurer.

10. LIABILITY

10.1. Liability. No officer of this Corporation will be personally liable for the debts, liabilities or obligations of the Corporation.

10.2. 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 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.

10.3. Indemnification. To the fullest extent permitted by law, this Corporation shall indemnify its Board Members, Committee Chairs 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 Board Members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Board Members 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.

10.4. Insurance. This Corporation has the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Board Members, Committee Chairs, 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.

11. AMENDMENTS AND RULES OF ORDER

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

- a) Any amendment must be proposed by the Board or by written request of not less than ten (10) Members, addressed to the President.
- b) Any amendment may be approved by the majority vote of the Board Members, unless the proposed amendment changes the number of

authorized Board Members, Member voting rights or other matters requiring approval of the Members under the Act.

- c) 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.
- d) Statements of Policy may be amended by the Board.
- e) 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 Board Members present at any meeting of the Board at which a quorum is present.

11.2. 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.

5/20/2014