

**BYLAWS OF THE
FALLON PARENT/FACULTY CLUB
a California nonprofit public benefit corporation**

1. NAME

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

2. PURPOSE

The purpose of the Corporation is:

- (1) to assist Fallon School (the “**School**”) in providing quality education for all Fallon 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 Fallon School may become “**Members**” of the Corporation. Membership will be 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 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.

3.2 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 Officers and Directors 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 11.1 (*Amendment*).

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”). Accordingly, no regular meeting of the Members is contemplated.

4.2 Quorum. A quorum shall consist of 51 percent of the Board of Directors. The Members present at a duly called meeting at which a quorum is initially present may continue to do business provided that any action taken after the loss of the quorum must be approved by at least a majority of the members required to constitute a quorum. In the absence of a quorum, any meeting of the members or the Board may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

4.3 Notice of Meetings of Members.

(a) General Notice Contents. All notices of meetings of Members must be sent or otherwise given not less than ten (10) nor more than ninety (90) days 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, and no other business may in that case 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) personally, (2) by mail or other written communication, addressed to each Member either at the address of the Member appearing in the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice, (3) or by sending home the notice of the meeting with the student. If no address for a Member appears on the Corporation’s books and no other has been given, notice will be deemed to have been given if either (i) notice is sent to that Member by mail or other written communication to the Corporation’s principal executive office, or (ii) notice is published at least once in a newspaper in general circulation in the county where that office is located. Notice will be deemed to have been given at the time when delivered personally or deposited in the mail or otherwise transmitted.

(d) Affidavit of Mailing, Notice. An affidavit of the mailing or other means of giving any notice of any Members’ meeting may be executed by the

secretary or any other party of the Corporation giving the notice, and if so executed, will be filed and maintained in the minute book of the Corporation.

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

5. BOARD OF DIRECTORS

5.1 Number and Term.

(a) Number. The Board will be composed of the Officers, the Principal of the School and no more than three (3) chairs of standing committees (all such Officers and chairs, the “**Directors**”). 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. 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 cooperatively with the Board and membership to fulfill these duties of the position in which they serve and further the purposes of the Corporation.

(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 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 Officers and agents of the Corporation from time to time.

(b) Vacancies. Vacancies on the Board of Directors may be filled by the President, with the approval of the Board. 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 held **on the first Tuesday 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 written request of any three (3) Directors.

5.4 Quorum. A quorum shall consist of 51 percent of the Board of Directors. 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 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 (i) four (4) days in advance if delivered by first class mail, or (ii) forty-eight (48) 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), facsimile, electronic mail other electronic means. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at the address shown by the records of the Corporation with first class postage thereon prepaid, and if delivered personally, by telephone, facsimile, electronic mail, or other electronic means, upon delivery or transmittal. 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 but not regular meetings.

5.5 Action by Board without Meeting. Any action permitted to be taken by the Board may be taken without a meeting if all Directors individually or collectively consent in writing to such action.

5.6 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 the 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 Directors and Members to the same extent as if incorporated in these Bylaws.

6. OFFICERS

6.1 Composition. The officers of the Corporation (the “**Officers**”) consist of a President, Vice-President, Secretary, Treasurer, Director of Volunteers / Communications and such other officers as the Board may from time to time appoint.

6.2 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.

6.3 Duties.

(a) 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 meetings of the Directors and make regular reports to the membership at large;
- (iv) represent the School at district meetings;
- (v) communicate with the Principal to stay regularly apprised of School and district activities; and
- (vi) oversee all committees; and
- (vii) be fingerprinted, which will be paid for by the Corporation.

(b) 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) oversee all fundraising activities; and
- (iii) assist the President when needed.

(c) 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) 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 in the School office;
 - (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.
- (d) Treasurer. The Treasurer 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;
 - (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) present the books on an annual basis or upon change of Treasurer to the auditor chosen by the Board; and
- (x) be fingerprinted, which will be paid for by the Corporation.
- (xi) follow the cash handling procedure as documented by the Board.

(e) Director of Volunteers/Communications. The Director of Volunteers / Communications 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) liaison between the Board and volunteers;
- (iv) contact volunteers and establish new subcommittees at the direction of the board;
- (v) put together subcommittee signups for the following school year;
- (vi) send out communications to PFC members, as needed; and
- (vii) assist in locating candidates for open board positions and subsequent school year board positions.

(f) 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;
- (iii) communicate with the President regularly; and;
- (iv) assist in locating three (3) people to be on the auditing committee.

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) Members will be appointed by the President with the approval of the Board. The Nominating Committee will consist of at least two (2) current Directors. 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 and other Directors.

(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.

(b) Tabulation. The Nominating Committee shall count the returned ballots and present the results of the election in a timely manner but no later than the May 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.

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 at the pleasure of the Board. 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.

9. FUNDS MANAGEMENT

9.1 Budget.

- (a) The Board of Directors shall develop a budget for each school year.
- (b) Unbudgeted financial items requiring funds in excess of \$75.00 will be reviewed by the Board of Directors for budgetary consideration.

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

9.3 Audits. An audit shall be performed by an Auditing Committee, 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 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.

10.3 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.

10.4. Insurance. This Corporation has the right 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.

11. AMENDMENTS AND RULES OF ORDER

11.1 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 ten (10) Members, addressed to the President.

(ii) Any amendment may be approved by the two-thirds (2/3) 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.

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.

Last Updated: 9/6/2011