



Fallon Middle School

Parent Faculty Club

**A California nonprofit public benefit
organization.**

Last updated: February 27th, 2017

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

1. NAME

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

2. PURPOSE

The purpose of the Corporation is:

(A) to assist Fallon Middle School (the “School”) in providing quality education for all Fallon Middle School students;

(B) to sponsor activities to raise funds through parental involvement and to assist in supporting the educational program and extracurricular activities at the school;

(C) to act as liaison between parents, faculty, community and the Board of Education, and;

(D) to promote the welfare of students in home, school and community.

3. MEMBERSHIP

3.1 Members.

Parents or guardians of students attending Fallon Middle School may become “**Members**” of the Corporation. Membership is open to parents and guardians of a current FMS students. 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. 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. GENERAL MEMBERSHIP 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**”). General meetings will be called by the Board of Directors as needed.

4.2 Quorum.

A quorum shall consist of 51 percent of the Board of Directors.

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 five (5) 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:

- (I) by posting on the school website home page;
- (II) by posting on the PFC website;
- (III) by posting on the PFC Social Media;
- (IV) by email or other electronic means.

A minimum of two notice options should be used to give notice of the meetings.

4.3 Majority Vote.

All decisions of Members must be by 51 percent vote of those Members, present and casting a vote 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 of the following individuals:

- (I) Officers: President (or Co-Presidents), Vice President (or Co-Vice Presidents), Treasurer, Co-Treasurer, and Secretary (or Co-Secretary).
- (II) Director(s) of Enrichment, Director of Communications & Technology and Director of Volunteers.

(III) The Principal of the School.

They shall collectively be called "Directors" and individually as a "Director." The Members will elect Board Members 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. 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 in which the Director has been elected, and will end on and include the last regular meeting of the Board for the school year in which the Director has been elected. Each Board Member - outgoing and incoming is required to participate actively in all transition activities.

(D) Qualifications. All Board Members must (1) be Members, (2) have the skills necessary or desirable to fulfill the duties of the position in which they serve and (3) have the ability to work cooperatively with the Board and membership to fulfill the duties of the position in which they serve and further the purposes 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.

(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, but first 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.

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 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 held every month during the school year unless otherwise designated by the Board Members.

(B) Special Meetings. Special meetings may be called by the President(s) 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 (1) four (4) days in advance if delivered by first class mail, or (2) 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), or by other electronic means. 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.

5.6 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. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Written consent may be transmitted by first-class mail, messenger, courier, email or any other electronic transmission that is reasonable or satisfactory to the Chairperson or the President.

5.7 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 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.

5.8 Attendance.

Board Members are expected to attend at least 80% of all Board Meetings and General Meetings. Those Board Members sharing a single position may divide attendance as they see fit. If unable to attend a Board Meeting, any Board Member must notify the President(s) beforehand. If a Board Member of a singly-held position is unable to attend a Board Meeting, he/she will provide the President(s) any updates to be presented at the Board Meeting.

6. DUTIES OF BOARD MEMBERS

6.1 President. The President shall:

(A) 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;

(B) 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;

(C) preside at all meetings of the Directors and make regular reports to the membership at large;

(D) represent the School at district meetings;

(E) communicate with the Principal/Vice Principal to stay regularly apprised of School and district activities;

(F) oversee all committees;

(G) be fingerprinted, which will be paid for by the Corporation;

(H) be responsible for filing and maintaining (with or without 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 Filing; and

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

(J) be responsible for filing and maintaining (with or without 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 Filing; and

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

6.2 Vice President.

The Vice President shall:

(A) 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;

(B) monitor and report on fundraising participation levels and provide input for yearly fundraising plan to the PFC.

(C) oversee all fundraising activities; and

(D) assist the President when needed.

6.3 Secretary.

The Secretary shall:

- (A) certify and maintain an original or copy of these Bylaws as amended;
- (B) 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;
- (C) see that all notices are duly given in accordance with the Bylaws and distribute minutes of meetings to the Board one week prior to the next meeting and post the approved minutes online via the fallonpfc.org website;
- (D) be custodian of the official legal and corporate records of the Corporations including filing the correct corporate documents;
- (E) 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
- (F) be responsible for all correspondence at the direction of the President;
- (G) be a liaison between 3rd Party entities such as but not limited Corporation Attorney, and Agent for Service of Process; and
- (H) be responsible for Corporate legal affairs and be the designated contact person for Corporate counsel, at the direction of the President(s); and
- (I) be responsible for all legal and regulatory correspondence at the direction of the President(s).

6.4 Treasurer

The Treasurer shall:

- (A) 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;
- (B) 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;
- (C) disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements;
- (D) 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;
- (E) present financial status reports at regular meetings of the Board, or as otherwise determined by the Board;
- (F) have responsibility for preparing and monitoring the budget of the Corporation

- (G) cause the Corporation to make any required tax or regulatory filings;
- (H) keep and reconcile the Corporation's checkbooks;
- (I) present the books on an annual basis or upon change of Treasurer to the auditor chosen by the Board; and
- (J) be fingerprinted, which will be paid for by the Corporation prior to handling any fund incoming or outgoing;
- (H) follow the cash handling procedure as documented by the Board;
- (I) follow the Corporation's Internal Controls and Cash Policies;
- (J) Submit all requested/required financial data to the Finance Audit Committee;
- (K) assist the President(s) filing and maintaining (with or without independent third party) all Corporation documentations and filings such as but not limited to Statement of Information (Secretary of State), Articles of Incorporation, Business License and documentation of Corporate Tax Filings;
- (L) prepare or cause to be prepared all statements, forms, or returns as may be required by Federal, State or local taxing authorities.

6.5 Co-Treasurer

The Co-Treasurer shall:

- (A) work along with the Treasurer Lead and divide responsibilities as their qualifications allow at the discretion of both parties;
- (B) maintain company matching database;
- (C) follow-through company matching;

6.6 Director of Volunteers

The Director of Volunteers shall:

- (A) keep a list of all volunteers and the subcommittee volunteer signup sheets;
- (B) act as a liaison between the Board and volunteers;
- (C) contact volunteers and establish new subcommittees at the direction of the board;
- (D) put together subcommittee signups for the following school year;
- (E) send out communications to PFC members, as needed.

6.7 Director of Communications & Technology

The Director of Communication & Technology shall:

- (A) represent the face of the PFC via all electronic measures including, but not limited to

the fallonpfc.org website and social media;

(B) be responsible for announcing and posting special events, fundraisers, and general PFC announcements through means such as but not limited to newsletters, email campaigns, the PFC website and social media;

(C) maintain and update the PFC website with meeting minutes, budget and other PFC correspondence.

(D) make an effort to coordinate all communication between the PFC and school to maximize communication to all its Members.

6.8 Director of Enrichment

The Director of Enrichment shall:

(A) establish the enrichment program;

(B) recruit and manage parent volunteers to lead and run enrichment programs:

(C) train and assist parent volunteers to obtain volunteer clearance and facilities use;

(D) oversee the enrichment budget; and

(E) act as a liaison between school staff and parent volunteers of enrichment programs.

6.9 Principal

The principal shall serve on the Board as an Advisor and provide all necessary information to the Board upon request. The Principal/Vice Principal shall:

(A) attend meetings of the Board and make regular reports as needed;

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

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

(D) communicate with the President regularly; and;

(E) designate an alternative school official to serve in this role as needed.

7. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

7.1 Nomination

(A) Nominating Committee A Nominating Committee of at least three (3) 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 by the April Meeting.

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

(D) Submission to Members. The nominations for Directors will be submitted to the Members for approval in accordance with Section 7.2 (*Election*).

(E) 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, 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 will be no less than \$15,000.00 (Net cash is defined as cash less any unpaid items).

(B) The initial 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 and voted on by

the Board of Directors.

(D) The budget may be amended by a vote of the Membership at a regularly scheduled General Meeting, or at any Special Meeting called for that purpose.

(E) Discretionary funds under \$500.00 may be voted on by the Board of Directors without a Special Meeting and do not require a vote by the Members.

9.2 Faculty and Staff Funds

Funds allocated by the Corporation to the School faculty, either through the budgeting process or through fundraising activities must be used by the end of each school year or be returned to the Corporation general fund.

9.3 Audits

A volunteer Finance Audit Committee will provide assistance to the Board in fulfilling its oversight responsibility relating to the organization's financial operation. Internal auditing shall take place at least once per the school year (schedule to be determined by 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 or Co-Treasurer. 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.

An external audit shall be performed every 1-2 years. A designated CPA shall be chosen by the board.

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 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 that are not covered by the School or District's insurance policy.

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 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.

(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 Directors present at any meeting of the Board at which a quorum is present.

11.2 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.