

BY-LAWS OF THE CAMPOLINDO PARENTS CLUB

ARTICLE I

NAME

The name of this organization shall be “Campolindo High School Parents Club”.

ARTICLE II

OBJECT AND POLICIES

SECTION 2.1 Object. The object of this organization shall be to promote student welfare in the home, school and community through the cooperative effort of parents and teachers and the support of the educational program of Campolindo High School, a unit of the Acalanes Union High School District, Contra Costa County, California. In all respects, the organization’s activities shall be consistent with the policies of said District.

SECTION 2.2 Policies. This organization shall be educational, non-partisan and non-commercial. It shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Upon recommendation of the General Board and two-thirds vote of the members present or voting at any regular or special meeting, questions of public interest affecting the welfare of Campolindo High School or said District may be endorsed or protested, subject to the limitations imposed by the Internal Revenue Code of 1986, as amended, and regulations promulgated thereunder, relative to such activities.

SECTION 2.3 Funds. No part of the net earnings of the organization shall inure to the benefit of or be distributed to its members, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions in the furtherance of its exempt purposes. In the event of dissolution of the organization, the funds of the organization shall be distributed for one or more of the exempt purposes specified in Section 501 (c) (3) of the Internal Revenue Code of 1986 as from time to time amended, including, at the discretion of the General Board, and organization which is described in said Section which is organized generally to accomplish the purposes set forth in Section 2.1 of these By-Laws.

ARTICLE III
MEMBERSHIP

SECTION 3.1 Classes of Members. There shall be one class of voting members which shall be parents or guardians of pupils enrolled and attending Campolindo High School. Each such member of the organization who has paid annual dues shall be entitled to cast one (1) vote.

SECTION 3.2 Associate Members. Members of the faculty and administration of Campolindo High School shall be associate members of the Parents Club without payment of dues. Associate members shall not be entitled to vote.

ARTICLE IV
DUES

Dues of voting members of this organization shall be decided upon on an annual basis by the Executive Board.

ARTICLE V
OFFICERS

SECTION 5.1 Officers. The Officers of this organization shall consist of a President or Co-Presidents, a Vice President or Co-Vice Presidents, a Recording Secretary or Recording Secretaries, Treasurer, Co-Treasurer, Webmaster or Webmasters, and a Parliamentarian or Parliamentarians. The officers shall serve without compensation and subject to the pleasure of the general membership.

SECTION 5.2 Duties of Officers.

- A. **The President (s)** shall:
- a. Be the chief operative officer of the General Membership, the Executive Board, and the General Board of the organization.
 - b. Preside at all General Membership, Executive Board, and the General Board meetings.

- c. Appoint all ad hoc committees, including the Chairperson thereof, subject to the approval of the Executive Board.
- d. Be a member ex-officio of all committees except the Nominating Committee
- e. Be the official representative of the organization at meetings as needed.

B. The Vice President (s) shall:

- a. Assist the President (s) and shall assume all duties of the President (s) in the absence of the President (s).
- b. Plan and coordinate fund raising activities of the Parents Club with approval of the Executive Board.
- c. Be an ex-officio, non-voting member (s) of the Nominating Committee.

C. The Recording Secretary (ies) shall:

- a. Make and maintain an accurate record of the proceedings of all meetings.
- b. Be prepared to read, upon request, the record of any business that may have been transacted at any prior meeting.
- c. At each general meeting of the voting members of the organization, present the minutes of the previous general meeting for approval. In the absence of the Recording Secretary (ies), the presiding officer may appoint a recording secretary pro tem.

D. The Chief Financial Officer of the organization shall be comprised of two separate positions: **Treasurer and Co-Treasurer**. Together they shall:

- a. Be responsible for submitting a proposed budget to the General Board and the membership for approval.
- b. Chair the Budget Committee, comprised of the current President (s), Treasurer, Co-Treasurer, an incoming Executive Board member, and such additional members as may be approved by the President (s).
- c. Make recommendations to the General Board regarding financial matters.

Additionally, **The Treasurer** shall:

- a. Draw and sign all checks and have them co-signed by the President (s) or Co-Treasurer. The disbursement of said funds may only be authorized by the Executive Board or the voting members. No expenditure beyond the

approved budgeted items may be made without the approval of the majority of the Executive Board.

- b. Be responsible for procuring and maintaining insurance for the Parents Club.
- c. Prepare audit and submit information for the following year.
- d. Manage correspondence with government agencies.

The Co-Treasurer shall:

- a. Receive all dues and other funds and will make deposits upon these funds.
- b. Report the deposit of said funds to the Treasurer.
- c. Manage matching gifts.
- d. Manage the formation and dissolution of PAC, Political Action Committee.

E. **The Webmaster (s) shall:**

- a. Manage the Parents Club website.
- b. Maintain contact with Committee Chairpersons.
- c. Post new information, remove outdated information, and update and maintain web pages for Parents Club committees.
- d. Be responsible for special mailings through the Parent Club email system.

F. **The Parliamentarian (s) shall:**

- a. Attend all General Membership, General Board, and Executive Board meetings.
- b. Call the first meeting of the Nominating Committee.
- c. Give necessary instructions in parliamentary law. Except as provided in these By-Laws, Robert's Rules of Order Revised shall be the authority on parliamentary usage.

SECTION 5.3 Nominations.

- A. At the February General Board meeting, the President (s), with the approval of the General Board, shall select up to four (4) individuals from the general membership, who may also be members of the General Board, who shall serve as members of the Nominating Committee. Each Vice President shall be an ex-

officio and non-voting member of this Committee. No member shall serve for two (2) consecutive years on this Committee.

- B. The function of the Nominating Committee shall be to prepare a slate of candidates, with the candidates' prior approval, for the elective offices and committee chairs of the Parents Club for the following year. This nominated slate shall be published to the members of the organization prior to the spring general meeting. The duties of the Nominating Committee cease when a candidate has been identified for each position, or after elections, whichever comes first.

SECTION 5.4 Elections. Election of officers shall be held at the spring General Membership meeting. At the meeting, the President (s) shall call for additional nominations from the floor and any voting member may be nominated for an elective office provided their prior consent has been obtained. If only a single slate of officers is to be voted upon, the Recording Secretary shall be instructed to cast a unanimous ballot. If more than one person has been nominated for any office, the voting for such office shall be by a voice vote, unless a secret ballot is requested by at least three (3) voting members. If an office remains unfilled after the election, it shall be considered a vacant office to be filled by the board-elect.

SECTION 5.5 Term. Newly elected officers shall be installed at the General Board meeting following their election. The term of office for all officers shall be one (1) year, commencing July 1.

ARTICLE VI

EXECUTIVE BOARD AND GENERAL BOARD

SECTION 6.1 Number and Term. The Executive Board shall consist of the Officers of the Parents Club organization as described in section 5.1. The Principal of Campolindo High School and the President of the Student Body shall be members of the Executive Board ex officio, without vote. The term of office for the members of the Executive Board will be two consecutive years. The General Board shall consist of the Executive Board and the chairpersons of such Standing Committees as shall be

established from time to time by the President (s), with the approval of the Executive Board, as necessary to carry out the functions of the Parents Club organization. The term of each such Chairperson shall be two (2) years.

SECTION 6.2 Function of Boards. The General Board shall conduct the necessary routine business of the Parents Club and shall act in any emergency. The General Board shall constitute the Board of Directors of the organization for all purposes under California law where the action of directors of a corporation is required or permitted. The Executive Board may meet periodically as an executive committee to carry out the policies and business of the Parents Club organization.

SECTION 6.3 Vacancies. The President shall fill any vacancies caused by death, resignation, or prolonged absence of any officer, subject to the ratification by the General Board.

SECTION 6.4 Absence. When a Board member fails to attend three (3) consecutive meetings of either Board without adequate excuse, or when a Board member is not fulfilling the responsibilities of the office as prescribed in the bylaws, the Executive Board may ask for the resignation of the Board member or make a formal recommendation that the Board member be removed from office.

SECTION 6.5 Compensation. All Board members shall serve without compensation and shall be entitled to the full protection of Section 5239 of the California Corporation Code relating to volunteer directors and officers.

ARTICLE VII

MEETINGS

SECTION 7.1 General Membership Meetings. This organization shall hold at least two General Membership meetings during the school year. Special General Membership meetings may be called by the President (s) at any time. Special meetings shall be called by the President upon written request of at least six (6) members of the General Board or by a majority of the voting members.

SECTION 7.2 General Board Meetings. The General Board shall hold at least five (5) regular meetings from September through June of each school year. The regular monthly

General Board meetings shall, upon approval of the General Board members, be held on a set day each month. If, however, for any reason, the date is changed for any regular Board meeting, the Recording Secretary shall notify each General Board member of the change and publicize that change, where possible, in the organizations' newsletter. Special meetings may be called by the President (s) when requested in writing by six (6) members of the General Board. At the final General Board meeting of the school year, the outgoing General Board members shall meet with and instruct the incoming General Board members concerning pending matters and general duties of the General Board. Voting members may observe the proceedings of any General Board meeting.

SECTION 7.3 Executive Board Meetings. The Executive Board may meet from time to time upon the request of the President (s).

SECTIONM 7.4 Voting. All matters presented for a vote to the general membership of the organization shall be determined by a majority vote except any change in the bylaws or a vote to dissolve the organization, which vote shall be by two-thirds majority. All votes of the General Board or Executive Board shall be by majority vote, except a vote to change the budget or to remove an officer, which shall be by two-thirds vote.

SECTION 7.5 Quorum. A quorum shall consist of a minimum of five (5) voting members present at a regularly scheduled meeting of the voting members or a meeting for which prior notice was given.

ARTICLE VIII

PROTECTION OF GENERAL BOARD

SECTION 8.1 Indemnification by the Organization. This organization shall indemnify any person who is, or was, a member of the General Board or Executive Board, officer, employee or other agent of the organization and who is, or was, a party or is threatened to made a party to any civil, criminal administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, a member of the General Board or Executive Board, officer, employee or agent of the organization, against all expenses, attorneys' fees, judgments, fines, settlements and other amounts reasonably incurred in connection with such

proceedings to the greatest extent allowed by, and in accordance with the requirements of, Section 5238 of the California Non-Profit Corporation law, as the same may be amended from time to time. The organization shall, upon application by such person, advance expenses incurred for such person's defense prior to the final disposition in such proceedings to the greatest extent allowed by, and in accordance with the requirements of Section 5238(f) of the California Non-Profit Corporation Law, as the same may be amended from time to time.

SECTION 8.2 Insurance for Corporate Agents. To the full extent permitted by law, the General Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the organization (including a member of the General Board or Executive Board, officer, employee or other agent of the organization) against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the organization would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Non-Profit Corporate Law, as the same may be amended from time to time.

ARTICLE IX

AMENDMENTS

These By-Laws may be amended by a two-thirds vote of the voting members present at any regular General Membership meeting, provided the proposed amendment has been presented in writing and approved at the previous General Board meeting. A copy of the proposed amendment shall be published for the members of the organization prior to the meeting at which the vote is held.

Updated and approved May 22nd, 2012.