

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 (PFC the “**Corporation**”).

2. **PURPOSE**

The purpose 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 to raise funds through parental involvement and 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. **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.

Parents or guardians of students attending Wells Middle School are “**Members**” of the Corporation. Faculty of the School are non-voting 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. 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 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 11.1 (*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. Meetings are to be held at a consistent day/time throughout the year (i.e., 3rd Wednesday of each month). 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 of at least one (1) week's advance notice must be given to the member population.

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 meetings of Members, must be sent or otherwise given not less than seven (7) 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 a general meeting on 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 state the general nature of the proposal(s):

- (i) Removing a Board Member;
 - (ii) Filling 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:
- (I) by posting on the principal's weekly bulletin;
 - (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 meetings.

5.5. Majority Vote All decisions of Members must be by 51% vote of those Members, present and casting a vote at the meeting or submitting completed 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 following individuals:
 - (I) President or Co-Presidents, Vice President or Co-Vice Presidents, Treasurer or Co-Treasurers and Secretary or Co-Secretaries
 - (II) Principal
- 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 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 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, 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 the Board nomination by the Board via appointment. Persons so appointed will serve until the expiration of the regular term.

6.3. Board Meetings

a) Regular Meetings

Board meetings will be held every month throughout the school year unless otherwise designated by the board members.

b) Special Meetings

Special Board meetings may be called by the President(s) and shall 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. 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 President.

6.6. 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 in a single held position is unable to attend a Board Meeting, he/she will provide the President(s) any update to be presented at the Board Meeting.

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 one President or two Co-Presidents, and one Vice-President or two Co-Vice Presidents, as well as one Secretary or two Co-Secretaries, one Treasurer or two Co-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 President or Co-Presidents, and the Treasurer or Co-Treasurers may be granted up to two-year terms. The Vice President and the Secretaries shall be granted one-year terms up to two 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 with one person named for voting purposes. (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) President or Co-President.

There shall be one President or 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 or Co-Vice Presidents

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 or Co-Secretary

The secretary shall:

(iv) certify and maintain an original or copy of these Bylaws as amended;

(v) 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;

(vi) 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;

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

(viii) 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

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

3. Treasurer or Co-Treasurer

There shall be one Treasurer or 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 issuing checks and making deposits.

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

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

The Treasurer(s) 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.

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

(xi) prepare or cause to be prepared all statements, forms, or returns as may be required by Federal, State, or local taxing authorities.

4. Principal

The Principal shall:

(i) Attend monthly PFC meeting and make regular reports as needed.

(ii) act as the liaison between the School, the faculty of the School, and the Dublin Unified School District.

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

(iv) communicate with the President regularly or designate an alternative school official to serve in the role as needed.

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 the last regular General Meeting of the Members.

8.2 Elections.

Elections are to be held before 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, electronic 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 of 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

The Board Members shall develop a budget for each school year which shall include the planned income and expenditures. The budget will 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 (net cash is defined as cash less any unpaid items).

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 be approved by PFC Members and a quorum of Board Members in attendance at the General Meeting.

10.2 Faculty 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.

10.3 Financial Review

An overview shall be performed by the Executive Board no later than the last week of each school year, or in the event of the resignation of the Treasurer.

11. LIABILITY

11.1 Liability

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

11.2 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 in Incorporation, or applicable law.

11.3 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 “proceedings” , 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.

11.4 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.

12. AMENDMENTS AND RULES OF ORDER

12.1 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.

12.2 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.

5/23/2022

Updated 8/14/2022

Updated 9/21/2022

Written Consent of Directors Adopting Bylaws

We, the undersigned, are all the persons named as the board members of the Corporation of Wells Middle School Parent Faculty Club, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 15 pages, as the Bylaws of this Corporation.

Dated: 10/18/2023

Vivian Brandt, Co-President

Anne Torok, Co-President

Veronica Nondorf, Co-Vice President

Himani Gandhi, Co-Vice President

Jessica Chiu, Co-Secretary

Rebecca Grymonprez, Co-Secretary

Kim Conley, Co-Treasurer

Jeanne Nultemeier, Co-Treasurer

Certificate

This is to certify that the foregoing is true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: _____

Jessica Chiu, Co-Secretary

Rebecca Grymonprez, Co-Secretary