

**Bylaws  
of  
Friends of Albert Einstein Academies**

**A California Public Benefit Association**

**Effective Date: February 7, 2013**

**ARTICLE 1  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the association for the transaction of its business is located at 3035 Ash Street in the City and County of San Diego, State of California.

**SECTION 2. CHANGE OF ADDRESS**

The county of the association's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_

Dated: \_\_\_\_\_

Dated: \_\_\_\_\_

**SECTION 3. OTHER OFFICES**

The association may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

**ARTICLE 2  
NON-PROFIT PURPOSES**

**SECTION 1. IRC SECTION 501 (C)(3) PURPOSES**

This association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes the making of distributions

to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

## **SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this association shall be to support, fund, enhance, maintain and promote operations at the Albert Einstein Academies (AEA), two public charter schools in San Diego, California.

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the association shall be signed by the Treasurer. At a minimum, the President of the association or his/her designee will review the accounts once a month.

## **ARTICLE 3 MEMBERSHIP**

### **SECTION 1. CLASSES AND VOTING**

The Corporation shall have one class of members, which shall consist of the parents and/or legal guardians of those children enrolled in the Albert Einstein Academies (AEA) and full time staff. Parents and/or legal guardians of those children enrolled in AEA shall have one vote per child enrolled in AEA and designate one parent and/or legal guardian to vote those votes as a “voting member”. Each full time staff member will have one vote and will also be referred to in these bylaws as the “voting member”. Staff members with children enrolled at AEA will have a vote as a staff member and also vote(s) as a parent or guardian of students enrolled at AEA.

No member may transfer or sell his or her membership or any right arising therefrom. Members may not vote by proxy.

Board members who are not parents, teachers, principals, or legal guardians of enrolled children shall only have a vote on board matters.

Each voting member shall be entitled to vote on all matters for which a membership vote is required by law, the Articles of Incorporation, or the bylaws of this Corporation, and other matters required by the Board.

### **SECTION 2. SIMPLE MAJORITY**

Voting by members is by a simple majority of the members that cast their ballots.

### **SECTION 3. ISSUE RESOLUTION PROCESS**

Any member who has an issue with the corporation must follow this step-by-step process:

- (a) First, the member must discuss it with the president of the board of directors. They may ask for board representation from another officer or designee at that meeting.
- (b) Second, if the issue is unresolved after the meeting with the president, the member can bring up the issue before the full board.
- (c) Third, if a resolution of the issue by the board is not satisfactory to the member, the member can present it to the entire membership at the next general membership meeting. The member can then call for a vote on the issue. The vote by the membership will be binding on the board.
- (d) Fourth, if the issue has an urgency that provides detriment if not heard by the next general membership meeting, a special membership meeting may be called if 20% of the members sign a petition requesting the special meeting.

### **SECTION 4. ANNUAL MEETING FOR THE GENERAL MEMBERSHIP**

Annually the general membership shall meet for the purpose of organization, election of the board and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date and place as may be specified and noticed by resolution. The board may call a general membership meeting for specific issues.

### **SECTION 5. PLACE OF MEETING**

Meetings of the general membership shall be held at the principal office of the corporation or at any other place within the city of San Diego, which has been designated in the notice of the meeting.

### **SECTION 6. NOTICE OF GENERAL MEMBERSHIP MEETINGS**

Notice of a general membership meeting shall be made known via the method commonly used to communicate to the membership at least seven (7) days' prior to the meeting. The notice of special meeting shall state the time of the meeting, and the place, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

## **SECTION 7. ACT OF THE MEMBERSHIP.**

Every act or decision done or made by a majority of the members present at a meeting duly held or by the official voting process is an act of the Membership.

## **ARTICLE 4 DIRECTORS**

### **SECTION 1. NUMBER**

The association shall have no more than fifteen (15) and no less than (5) directors and collectively they shall be known as the Board of Directors. The number of approved Directors may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. The number of currently sitting Directors shall be established by resolution of the Board and shall be in compliance with the provisions of this Section.

### **SECTION 2. QUALIFICATIONS OF DIRECTORS**

Directors shall be of the age of majority in the State of California.

### **SECTION 3. POWERS OF DIRECTORS**

Subject to the provisions of California law and any limitations in the Articles of Association and these Bylaws relating to action required or permitted to be taken or approved by the members, of this association, the activities and affairs of this association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **SECTION 4. DUTIES**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Association of this association, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the association;
- (c) Supervise all officers, agents and employees of the association to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the association and notices of meetings mailed to them at such addresses shall be valid notices thereof;
- (f) Actively pursue fund-raising on an ongoing basis, with the objective of raising operating and

capital funds;

(g) The Board shall conduct an annual meeting at the end of the Fiscal Year;

(h) The ethnic and cultural diversity of the communities served by Albert Einstein Academies shall be reflected and honored in all the activities of the Board and its committees.

## **SECTION 5. TERMS OF OFFICE**

Each director shall hold office for staggered, two-year terms. At the end of the director's term, replacements will be nominated through parent nominations, confirmed by the Board and elected by a majority of the membership.

## **SECTION 6. BOARD OF DIRECTOR ELECTION**

a) Board of Director candidates shall be selected at an annual meeting of the Board from nominations from the membership.

b) Candidacy will then be confirmed by a vote of the general membership at an annual meeting.

c) Votes required from the general membership may be solicited from the general membership up to 3 days before the membership meeting. Provision will be made to ensure each family will only have one vote. Voting prior to the meeting shall be halted 6 hours before the general meeting. Votes prior to the meeting and the votes at the meeting shall be tallied together.

d) The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected.

e) Options for a "no confidence" vote on a candidate shall be included in the ballot.

f) A "no confidence" vote for a candidate of over 50% of the votes cast rejects the candidate from the Board. A majority of at least 20% of the membership must vote to reject a candidate approved by the board.

e) In the event of an equal number of candidates and board memberships to be filled, a general election of the membership to confirm candidacy will not be necessary unless the general membership presents a petition signed by 20% of the membership to the Board of Directors requesting an election.

## **SECTION 7. COMPENSATION**

Directors shall serve without compensation except that they may be allowed and paid a reasonable fee for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of

their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the association in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

## **SECTION 8. RESTRICTION REGARDING INTERESTED DIRECTORS**

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the association for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

## **SECTION 9. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the association unless otherwise provided by the board or at such place within or without the State of California, which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the association shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the association or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is provide the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the association;
- c) The association adopts and implements some means of verifying 1) that all persons participating in the meeting are directors of the association or are otherwise entitled to

participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

## **SECTION 10. REGULAR AND ANNUAL MEETINGS**

Regular meetings of Directors shall be scheduled and held a minimum of 6 times an academic year on a day to be determined by the Board. .

## **SECTION 11. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by two members of the Board, or, if different, by the persons specifically authorized under the laws of the State of California to call special meetings of the Board. Such meetings shall be held at the principal office of the association or, if different, at the place, within or without the State of California, designated by the person or persons calling the meeting.

## **SECTION 12. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Association, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a) Regular Meetings: No notice need be given of any regular meeting of the Board of Directors. Any changes in meeting date and/or time be published 5 days prior to the original meeting date and time or the new meeting date and time, whichever is sooner.
- b) Special Meetings: At least one week's prior notice shall be given by the Secretary of the association to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by email, by telephone or by facsimile machine. In the case of facsimile notification or email, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message, email, or telephone call within twenty-four (24) hours of the first facsimile/email notification.

## **SECTION 13. CONTENTS OF NOTICE**

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

## **SECTION 14. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

## **SECTION 15. QUORUM FOR MEETINGS OF THE BOARD**

A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided in these Bylaws or in the Articles of Association of this association, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Association or Bylaws of this association.

## **SECTION 16. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Association or Bylaws of this association require a greater percentage or different voting rules for approval of a matter by the board.

## **SECTION 17. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been so designated or, in his or her absence, by the Vice President of the association or, in the absence of each of these persons, the treasurer. The Secretary of the association shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Association of this association, or with provisions of law.

## **SECTION 18. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required, or permitted to be taken, by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Corporations Code. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this association authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

## **SECTION 19. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased by Board resolution as provided herein in Article 3, Section 1.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or has missed 6 consecutive board meetings.

The membership can remove a Director without cause by vote at a general meeting in which a quorum is present.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Vacancies on the board prior to the next annual membership election may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director. At the next annual membership meeting, the members can vote to confirm or deny board membership.

## **SECTION 20. NON-LIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the association.

## **SECTION 21. INDEMNIFICATION BY ASSOCIATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

To the extent that a person who is, or was, a director, officer, employee or other agent of this association has been successful on the merits in defense of 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, an agent of the association, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this association but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Corporations Code.

## **SECTION 22. INSURANCE FOR CORPORATE AGENTS**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the association (including a director, officer, employee or other agent of the association) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the association would have the power to indemnify the agent against such liability.

# **ARTICLE 5**

## **OFFICERS**

### **SECTION 1. NUMBER OF OFFICERS**

The officers of the association shall be a President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The association may also have, as determined by the Board of Directors, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve as the President.

### **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any person may serve as officer of this association. Officers shall be elected by the Board of Directors, at any time, and 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.

### **SECTION 3. SUBORDINATE OFFICERS**

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board of Directors relating to the employment of any officer of the association.

### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

### **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the association and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Association of this association, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of

Association, or by these Bylaws, he or she shall, in the name of the association, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

## **SECTION 7. DUTIES OF VICE PRESIDENT SPECIAL EVENTS**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President of Special Events shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. This Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Association, or by these Bylaws, or as may be prescribed by the Board of Directors.

The Vice President of Special Events has primary responsibility for all events that are not considered fund-raising events. When an event includes a fundraising component, the Vice President of Special Events will work closely with the Vice President of Fund Raising. The Vice President of Special Events also works closely with school administrators and the School Site Governance Councils to coordinate and facilitate optimum practices and protocols for the calendaring and scheduling of facilities for special events.

## **SECTION 8. DUTIES OF VICE PRESIDENT OF FUNDRAISING**

The Vice President of Fundraising has primary responsibility for fundraising activities. He or she is in charge of projects throughout the year to help the association raise funds to fulfill its mission. In doing so, this person will select and work with the fundraising event committee chairs and co-chairs (if applicable). The Vice President of Fundraising is responsible for recruiting and training fundraising committee Chairs and Co-Chairs.

The Vice President of Fundraising should have a clear understanding of the overall school calendar of activities and important dates in order to effectively plan fundraising events throughout the year. He or she must have a clear understanding of the association's budget and fiscal goals, and be able to manage projects.

## **SECTION 9. DUTIES OF VICE PRESIDENT COMMUNICATIONS**

The Vice President of Communications has primary responsibility for effectively communicating the association's goals, efforts, activities, responsibilities, and needs to the Albert Einstein Academies (AEA) community. He or she will create and facilitate an environment in which information about the association will be effectively disseminated to help the AEA community understand the association's goals and purposes in promoting and furthering the schools of AEA.

The Vice President of Communications will ensure that the activities of the association will remain visible to the AEA community. Through regular communications to the AEA community through the efforts of the Vice President of Communications, the association will maintain an open and accountable presence in the eyes of that community.

## **SECTION 10. DUTIES OF SECRETARY**

The Secretary shall:

- a) Certify and keep at the principal office of the association the original, or a copy of these Bylaws as amended or otherwise altered to date.
- b) Keep at the principal office of the association or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d) Be custodian of the records and of the seal of the association and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the association under its seal is authorized by law or these Bylaws.
- e) Maintain a list of members of the association updated yearly for the purposes of communication to the membership and election of new board members.
- f) Exhibit at all reasonable times to any director of the association, or to his or her agent or attorney, on request therefore, the Bylaws, the membership list, and the minutes of the proceedings of the directors of the association.
- g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Association of this association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 11. DUTIES OF TREASURER**

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- a) Have charge and custody of, and be responsible for, all funds and securities of the association, and deposit all such funds in the name of the association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b) Receive, and give receipt for, monies due and payable to the association from any source whatsoever.
- c) Disburse, or cause to be disbursed, the funds of the association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- d) Keep and maintain adequate and correct accounts of the association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- e) Exhibit at all reasonable times the books of account and financial records to any director of the association, or to his or her agent or attorney, on request therefore.
- f) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the association.
- g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Association of the association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 12. DUTIES OF SUBORDINATE OFFICERS**

Other subordinate officers, including without limitation, school liaison or liaisons, educational advisor or advisors, assistant financial officer or officers, secretary or secretaries may be appointed by the board of directors from time to time, and shall exercise such powers and perform such duties as may be delegated to them by the resolutions appointing them, or by subsequent resolutions adopted by the board of directors from time to time.

## **SECTION 13. COMPENSATION**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the association, provided, however, that such compensation paid a director for serving as an officer of this association shall only be allowed if permitted under the provisions of Article 3, Section 6 of these Bylaws. In all cases, any salaries received by officers of this association shall be reasonable and given in return for services actually rendered for the association which relate to the performance of the charitable or public purposes of this association.

## **ARTICLE 5 COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this association) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the association, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the board or on any committee which has the authority of the board.
- (c) The fixing of compensation of the directors for serving on the board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (h) The approval of any transaction to which this association is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Corporations Code.
- (i) By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

## **SECTION 2. OTHER COMMITTEES**

The association shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

## **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE 6**

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the association shall be signed by the Treasurer. At a minimum, the President of the association or his/her designee will review the accounts once a month.

#### **SECTION 3. DEPOSITS**

All funds of the association shall be deposited from time to time to the credit of the association in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the association any contribution, gift, bequest, or devise for the charitable or public purposes of this association.

### **ARTICLE 7**

#### **CORPORATE RECORDS, REPORTS AND SEAL**

##### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The association shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the board and, if this association has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members indicating their names and contact information, updated yearly.
- (d) A copy of the association's Articles of association and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the association at all reasonable times during office hours.

##### **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the association. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

##### **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the association.

##### **SECTION 4. MEMBERS' INSPECTION RIGHTS**

Each member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, contact information, voting rights at reasonable times, upon five (5) business days' prior written demand on the association, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the association, upon written demand and payment of a reasonable charge, an alphabetized list of the names, contact information and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the association by the member, for a purpose reasonably related to such person's interests as a member.

## **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

## **ARTICLE 8**

### **FISCAL YEAR**

#### **SECTION 1. FISCAL YEAR OF THE ASSOCIATION**

The fiscal year of the association shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year.

## **ARTICLE 9**

### **AMENDMENT OF BYLAWS**

#### **SECTION 1. AMENDMENT**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit associations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted through the same general membership election process such is undertaken to confirm candidacy for the board of directors.

#### **SECTION 2. AMENDMENT OF ARTICLES**

Amendment of the Articles of Association may be adopted by the approval of the Board of Directors and by the approval of the members of this association.

### **SECTION 3 CERTAIN AMENDMENTS**

Notwithstanding the above sections of this Article, this association shall not amend its Articles of Association to alter any statement which appears in the original Articles of Association of the names and addresses of the first directors of this association, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the association has filed a "Statement by a Domestic Non-Profit Association" pursuant to Section 6210 of the California Corporations Code.

## **ARTICLE 10**

### **PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

#### **SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, director, officer, employee, or other person connected with this association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the association, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the association. All members, if any, of the association shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the association, whether voluntarily or involuntarily, the assets of the association, after all debts have been satisfied, shall be distributed as required by the Articles of Association of this association and not otherwise.

**CERTIFICATE**

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

Dated: February 7<sup>th</sup> 2013            Desi Sullivan, Secretary

\_\_\_\_\_

**Board Members:**

Joel Linsky, President \_\_\_\_\_

Rebecca Bennett, Vice President \_\_\_\_\_

Desi Sullivan, Secretary \_\_\_\_\_

Kai Schoettke, Treasurer \_\_\_\_\_

Isabelle Senk, VP Events \_\_\_\_\_

Kathi Blocker, VP fundraising \_\_\_\_\_

Roselle Ellison, Elementary Representative \_\_\_\_\_

Sandy Rickon, Middle School Representative \_\_\_\_\_

Terri Hughes-Oelrich \_\_\_\_\_

Scott Gampel, MS teacher representative \_\_\_\_\_

Erin Holt, Co-Elementary teacher representative \_\_\_\_\_

Brian Nassif, Co Elementary teacher representative \_\_\_\_\_