

Bylaws
Of
BRADLEY ELEMENTARY HOME AND SCHOOL CLUB
A California Nonprofit Public Benefit Corporation

Article 1: General

Section 1. Name

The name of this Corporation is BRADLEY ELEMENTARY HOME AND SCHOOL CLUB
("Corporation").

Article 2: Location

Section 1. Principal Office

The principal office of the Corporation for the transaction of its business is located in Santa Cruz
County, California.

Article 3: Purpose

Section 1. Purposes

The primary objectives and purposes of this Corporation shall be:

- (a) To promote the education and welfare of children in home, school and community.
- (b) To bring into closer relation the home and the school, that parents and teachers may cooperate in the education of the children.
- (c) To fund programs, materials and resources at Bradley Elementary in order to support our students and teachers while enhancing the educational experience of our children.
- (d) To beautify our school.
- (e) To further foster community public relations.

Section 2. Basic Policies

- (a) The focus of this Corporation shall be educational and philanthropic and shall be operated through committees, projects and conferences.
- (b) The Corporation is nonsectarian and nonpartisan. No commercial enterprises or candidates for any political offices shall be developed or endorsed by it. Neither the name of the Corporation nor the name of any member in an official capacity shall be used in any commercial or political connection.
- (c) The Corporation may take a stand on nonpartisan school issues such as bond, tax and unification elections.
- (d) The Corporation shall support activities while following the policies of the school.
- (e) Detailed policies of the Corporation will be documented and appended to these Bylaws.

Article 4: Directors

Section 1. Number

The Corporation shall have five (5) Directors, who shall be the officers of the Corporation

Section 2. Composition

The Board of Directors shall be composed of the following officers: President, Vice President, Secretary, Treasurer, and Volunteer Coordinator. **THE CORPORATION SHALL SANCTION CO-DIRECTORSHIP OF ANY OFFICE, TO ENCOURAGE AND FACILITATE OPPORTUNITIES FOR GREATER PARTICIPATION FROM THE MEMBERSHIP BODY AT LARGE. EACH DIRECTOR OFFICE SHALL RETAIN ONLY ONE VOTE.**

Section 3. Term of Office.

The term of office for the Board of Directors shall be July 1 through June 30, or until their successor has been selected.

Section 4. Duties of Directors

In addition to the duties required by laws, Directors shall have the following specific duties:

- (a) The Board of Directors shall conduct the business of the Corporation.
- (b) The Board of Directors may authorize the payment of corporate bills. Such action must be reported and recorded in the next minutes of the Corporation's general meeting.
- (c) The Board of Directors shall create committees as are deemed necessary to promote the purposes and to carry on the work of the Corporation.
- (d) The Board of Directors shall fill all vacancies in office.
- (e) The Board of Directors shall present an activity report at meetings of the Corporation.
- (f) The Board of Directors shall receive a financial report from the Treasurer at each meeting.
- (g) The Board of Directors is responsible for filling out and forwarding all necessary report forms for filing all tax returns and other forms required by government agencies.
- (h) Within sixty (60) days of the end of the fiscal year, the Treasurer shall present a written annual report to be reviewed by the Board of Directors.
- (i) Special Meetings of the Board of Directors may be called by the President or any Director or other Officer. The President must call a Special Meeting upon the written request of three (3) members. All Directors must be notified of a Special Meeting at least seven (7) days prior to the meeting. Only business referred to in the notice of Special Meeting can be transacted at that meeting.
- (j) Any meeting of the Board of Directors shall have four (4) members to constitute a quorum. No member shall have more than one vote.

Section 5. Attendance at Meetings

If a Director fails to attend three (3) consecutive meetings of the Corporation and/or Board of Directors without adequate excuse, the Board of Directors may declare his/her office vacant.

Section 6. Compensation

Directors shall serve without compensation.

Section 7. Nominations

(a) At the **MARCH GENERAL MEMBERSHIP** meeting, a Nomination Committee shall be designated. At the **APRIL** meeting, the Committee shall present a slate of candidates. Following this report, an opportunity shall be given for nominations from the floor. Nominees for Director/Officer positions shall appear for introduction to the membership and an election shall be held **AT THE NEXT GENERAL MEETING**.

(b) The Nominating Committee shall be composed of three (3) members, with one (1) alternate. The Principal of the school or a faculty representative appointed by the Principal shall serve in an advisory capacity. The President shall not serve ex officio or be elected to the Nominating Committee. The Committee shall elect its own Chairperson.

(c) Only those persons who are eligible and who have signified their consent to serve if elected shall be nominated for or elected to office.

i. Nominees for the Board of Directors shall not be related by blood or marriage or reside in the same household.

ii. A report from the Nominating Committee shall be submitted to the Home and School Club at least one (1) week prior to the May election meeting.

Section 8. Elections

(a) The Directors shall serve a one (1) year term. No Director shall be eligible to hold the same office for more than three (3) consecutive terms.

(b) Election of Directors shall be held by ballot at the May meeting. If there is but one nominee for any Director/Officer position, the ballot for that Director/Officer position may be dispensed with and the election held by voice vote.

(c) If an office remains unfilled after election, it shall be considered a vacant office to be filled by the board-elect.

(d) A vacancy occurring in any office shall be filled for the unexpired term by a person elected by the Board of Directors. Election to fill a vacancy shall require a majority vote of the Board of Directors.

(e) Faculty members shall not be eligible for an elective office, excepting faculty members who are also parents of a child attending Bradley School.

Section 9. Completion of Term

Each Director, upon expiration of his/her term of office, shall turn over to his/her successor, without delay, all records, books, funds and any other material pertaining to the Corporation.

Article 5: Officers

Section 1. Duties of the President

The President shall coordinate the work of Directors and committees of the Corporation to promote the mission of the Corporation. The President shall preside at all meetings of the Corporation and the Board of Directors. The President shall be a member ex officio of all committees except the Nominating Committee. The President shall maintain a list of committee chairs and calendar of events. The President cannot be related by blood or marriage or reside in the same household as the other authorized signers for Corporation's financial accounts. The President shall perform such other duties as may be prescribed in these Bylaws or assigned by the Corporation.

Section 2. Duties of the Vice President

The Vice-President shall act as aide to the President and in his/her absence, shall act as President. The Vice-President shall coordinate and manage fundraising. The Vice President will receive and review all bank statements and forward them to the Treasurer for reconciliation. The Vice-President shall perform such other duties as may be prescribed in these Bylaws or assigned by the Corporation.

Section 3. Duties of the Secretary

The Secretary shall keep an accurate record of proceedings of the Board of Directors and the monthly Board of Director meetings and Member meetings. The Secretary shall prepare a summary for the President of all unfinished business. The Secretary shall conduct all necessary correspondence of the Corporation and shall be responsible for sending out notices of the Corporation's meetings and special events sponsored by the Corporation. The Secretary shall perform such other duties as may be assigned by the Corporation.

Section 4. Duties of the Treasurer

The Treasurer shall pay all bills as the Board may order upon receipt of a duly authorized request and receive all monies for the Corporation and deposit same in the name of Bradley Elementary Home and School Club in a bank approved by the Board of Directors. The Treasurer shall keep an accurate record of all receipts and disbursements. The Treasurer shall present a written report at each meeting or at the request of the Board of Directors. The Treasurer shall keep the membership informed of expenditures as they relate to the budget adopted by the Corporation on a monthly basis at the monthly meetings. The Treasurer shall present a fund balance statement at every meeting of the Corporation and the Board of Directors and at other times when requested by the Corporation. The Treasurer shall perform such other duties as may be prescribed in these Bylaws or assigned by the Corporation.

Section 5. Duties of the Volunteer Coordinator

The Volunteer Coordinator shall organize room parents for each classroom. The Volunteer Coordinator shall distribute volunteer forms and collect volunteer information for all Committees.

Article 6: Membership

Section 1. Members

Any and all parents, guardians, faculty and school staff interested in the objectives of the Bradley Elementary Home and School Club are members. The privilege of holding office, making motions, and voting to the extent set forth in the Bylaws, shall be restricted to members of the Corporation. All members are encouraged to participate in voting, holding office, nominating and committees.

Article 7: School Representatives

Section 1. Principal

The School Site Principal or designated alternate shall be a voting member.

Section 2. Teacher Representatives

The teacher representatives shall be rotational volunteers from the teaching staff and should attend all monthly meetings.

Article 8: Committees

Section 1. Creation of Committees

The Board of Directors may appoint special committees, as it may deem necessary to promote the objectives of the Corporation. The term of each committee chairperson shall be for one (1) year or until the selection of a successor.

Section 2. Committee Chairperson

The chairperson of each special committee shall present a scope of work, including budget, to the Board of Directors for approval.

Section 3. Consent

No committee work shall be undertaken without the consent of the Board of Directors.

Article 9: Meetings of the Board of Directors

Section 1. General Meetings

General meetings of the Board of Directors shall be held on a regular monthly basis, no later than 5 days prior to the regularly scheduled Membership Meetings, during each calendar month of the school year.

Section 2. Quorum

A quorum for a meeting of the Board of Directors shall consist of a majority of those holding office.

Article 10: Meetings of the Members

Section 1. General Meetings

General meetings constitute regular business meetings of the Corporation. These meetings shall be held on a regular monthly basis, as established by the Board, with notice provided prior to the first membership meeting of the school year, during each calendar month of the school year, beginning in September and ending in June. Meetings may not be scheduled if there are conflicts with vacation periods. Meetings shall not be scheduled when the school is closed for vacation periods.

Section 2. Special Meetings

Special meetings may be called by the Board of Directors.

Section 3. Conduct of Meetings

Meetings of the Members 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 Incorporation of this Corporation, or with provisions of law.

Section 4. Quorum

Eleven (11) members shall constitute a quorum for the transaction of business in a meeting of this Corporation, including the Officers/Directors.

Section 5. Motions

All motions that require expenditure greater than one thousand dollars (\$1,000.00) shall be tabled after discussion and acted on under Unfinished Business during the next regularly scheduled meeting.

Article 11: Finance

Section 1. Fiscal Year

- (a) The fiscal year of this Corporation shall begin July 1st and end June 30th in each year.
- (b) An annual budget shall be prepared by the Board of Directors for presentation to the general membership at the May or June meeting for approval.

Section 2. Expenses

- (a) All checks must carry the signature of the Treasurer or any one of the following: President or Vice President.
- (b) All expenditures authorized under the current annual budget, or expenditures less than three hundred dollars (\$300.00), may be processed by the Board of Directors without prior approval. Expenditures not covered by the current annual budget must be approved by a majority vote at the

general membership meeting or, if necessary, may be approved by a two thirds (2/3) vote of the Board of Directors.

(c) The incoming Board of Directors is committed to unpaid authorized expenditures incurred by the outgoing Board of Directors.

Section 3. Dissolution

In the event of dissolution of the Corporation, the following financial arrangements shall prevail:

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private persons. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

Article 12: Indemnification

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, Employees and other persons described in 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 the in connection with an "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 these Bylaws, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board of Directors by any person seeking indemnification under Corporations Code 5238(b) or section 5238(c), the Board of Directors shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and if so, the Board of Directors shall authorize indemnification. If the Board of Directors 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 of Directors shall promptly request a determination by the Court under Corporations Code section 5238(e)(3) whether the applicable standard of conduct has been met and, if so, shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under this Section in defining 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.

Article 13: Insurance

This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors and Employees, and other agents, to cover any liability asserted against or incurred by any Officer, Director, Employee or agent in such capacity or arising from the Officer's, Director's, Employee's, or agent's status as such.

Article 14: Amendments

These Bylaws may be amended by a two-thirds (2/3) majority vote of members present at any scheduled meeting. The proposed amendment shall be presented in writing at the previous scheduled meeting.

Bylaws adopted November 2007.

Bylaws amended June 2, 2009; May 11, 2010; October 9, 2010; March 12, 2013. (Most recent amendments in **BOLD**)

CLUB POLICIES

Policy 1: Conflict of Interest Policy

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this Corporation interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

(a) Interested Person – Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article 7, Section 3.b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

(a) Duty to Disclose – In connection with any actual or possible conflict of interest an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest

(i) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy

(i) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(ii) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy.
- (b) Has read and understand the policy.
- (c) Has agreed to comply with the policy, and
- (d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Section 7. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.

The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangement and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investments or payments for goods and services, further charitable purposes and do no result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article 7, Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Adopted as Club Policy June 2, 2009.