

# **BYLAWS FOR EDWIN M. EATON SCHOOL PARENT-FACULTY CLUB**

## **Article I – Name**

The name of this club is Edwin M. Eaton School PFC, the parent faculty club for Eaton Elementary School, hereinafter referred to as the “PFC”, located in the Fresno Unified School District, City of Fresno, State of California.

## **Article II – Purposes**

### **Section 1 – Purposes.**

The purposes of this club are:

- 1) To enhance and support the educational experience at Eaton Elementary.
- 2) To develop a closer connection between school and home by encouraging parent involvement.
- 3) To enrich the culture and environment at Eaton Elementary through volunteer and financial support.

### **Section 2 – Non-Profit Status.**

The PFC is a nonprofit organization that exists for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

## **Article III – Definitions**

Unless the context requires otherwise, the terms used herein shall have the following meanings:

- 1) “Bylaws” shall mean the PFC’s Bylaws and amendments thereto approved by the Executive Board and ratified by the Membership.
- 2) “District” shall mean Fresno Unified School District.
- 3) “Executive Board” shall mean the body described in Article VI.
- 4) “Fiscal Year” shall mean the period beginning on July 1 of each calendar year and ending on June 30 of the following calendar year.
- 5) “Good standing” shall mean that there is no suspension, revocation, or termination of a member’s rights and privileges pending, and the Member has not had any of his or her rights and privileges suspended, revoked, or terminated within the preceding twelve (12) month period.

- 6) "Household" shall mean those individuals who reside together in one location and share familial relationships.
- 7) "Member" shall mean an individual person who meets the eligibility requirements in Article V, Section 2, has been granted membership into the PFC, and is a Member in good standing.
- 8) "Membership" shall mean the Members of the PFC.
- 9) "Membership Fee" shall mean such fees and dues as the executive board may from time to time approve for Members to pay to maintain membership in the PFC.
- 10) "Officer" shall mean an individual who is a Member and who has been selected or elected by the Executive Board pursuant to Article VI.
- 11) "Parent" shall mean the primary caretaker or caretakers of a student of the school whether in one or more households and includes legal guardianship and joint custody arrangements.
- 12) "Parent Faculty Club" (PFC) is an association formed for the purposes set forth in Article II, section A of these bylaws and shall mean Eaton Elementary PFC.
- 13) "School" shall mean Eaton Elementary, located at 1451 E. Sierra Ave. Fresno, CA 93710.
- 14) "Standing Committees" shall mean the committees set forth in Article VIII of these Bylaws.
- 15) "Voting Rights." Members shall have voting rights as set forth in Article V, Section 4 of these Bylaws.

## **Article IV – Basic Policies**

### **Section 1.**

The PFC shall be noncommercial, nonsectarian, and nonpartisan.

### **Section 2.**

The PFC shall work to engage and empower children, families and educators within our school and community to provide quality education for all children and youth and shall seek to participate in the decision-making process by influencing school policy and advocating for children's issues, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities.

### Section 3.

The PFC shall work to promote the health and welfare of children and youth and shall seek to promote collaboration between parents, schools, and the community at large.

### Section 4.

Commitment to inclusiveness and equity shall be a guiding principle for service in this organization.

### Section 5.

No part of the net earnings of the PFC shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons except that the PFC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

### Section 6.

Notwithstanding any other provision of these articles, the PFC shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### Section 7.

Upon the dissolution of the PFC, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and whose purposes are in accordance with the Purposes set forth in Article II hereof.

### Section 8.

The PFC or members in their official capacities shall not – directly or indirectly – participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office, or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

### Section 9.

The PFC or members in their official capacities shall not endorse a commercial entity or engage in activities not related to promoting the Purposes of the organization.

## Section 10.

The PFC shall not enter into membership with other organizations and PFC representatives shall make no commitments that bind the group he or she represents.

## **Article V – Membership and Fees**

### Section 1: Eligibility.

To be eligible for membership in the PFC, an individual must meet all of the following requirements:

- 1) Be over the age of eighteen (18).
- 2) During the time period in which membership in the Association is being sought and maintained, is (1) a Parent of at least one child who attends the School or (2) an employee of the District and working at the School;
- 3) Submitted a completed application for membership, in the form provided by the PFC.
- 4) Paid, together with the completed application, the required Membership Fee to the PFC, which shall be limited to one Membership Fee per household and per employee where the employee is not otherwise paying a Membership Fee as a Parent.
- 5) Has not been suspended or terminated as a Member of the PFC or becomes ineligible as a Member if no longer a Parent of a student at the School or no longer an employee at the School.

### Section 2: Enrollment.

- 1) The President, or such Officer or Member as the President may designate will review and approve the application for Membership annually. If the application is disapproved, a brief statement of reasons shall be prepared and submitted to the applicant.
- 2) Any person whose application is rejected may appeal to the Executive Board. The appeal shall be in writing and submitted to the Secretary or any other Officer of the Executive Board if the Secretary is unavailable within ten (10) calendar days of notice of rejection. The Executive Board shall review the appeal and either approve or deny the appeal no later than thirty (30) calendar days after the receipt of the appeal; otherwise, Membership shall be deemed granted by inaction. The action of the Executive Board shall be final.

### Section 3: Effective Date of Membership.

Membership in the PFC is effective upon approval by the President or his/her authorized designee, or by the Executive Board and shall remain in effect for the remainder of the

Fiscal Year during which an individual's application for Membership is approved, or eligibility can no longer be maintained under Article V, Section 1, or until termination or suspension of Membership as provided in these Bylaws, whichever is earlier.

#### Section 4: Voting Rights.

Members in good standing who have attended at least two (2) meetings and/or volunteered at two (2) PFC sponsored events shall have the right to vote at all Membership meetings, including election of Members to the Executive Board and ratification of the Bylaws and amendments thereto as follows:

- 1) Each household, if there are multiple Members, shall have one vote per household.
- 2) Each employee Member of the School shall have one vote. In the event the employee is also a Parent, the employee shall have one vote whether cast as an employee or as a Parent of a student at the School.

#### Section 5: Membership Fees.

Each member of the PFC shall pay a Membership Fee in the amount determined by the Executive Board per household annually. This fee shall be determined annually prior to the start of the school year.

#### Section 6: Membership Privileges.

Membership in the PFC is a privilege, not a right.

- 1) Each Member shall abide by these Bylaws and any amendments hereto, and all policies that the Executive Board may from time to time adopt.
- 2) Each Member, pursuant to the voting rights described herein, is entitled to vote for candidate Members to serve on the Executive Board at the biennial Election Meeting and to accept various assignments requested by the Executive Board or Standing Committees, provided a Member agrees to do so, in order to carry out the purposes of the PFC.
- 3) Membership information, such as name, address, telephone and other personal information, shall only be used for purposes of the PFC. As a deterrent to identity theft, membership information shall not be disclosed to non-members without a Member's written consent. Nothing herein shall require disclosure of information otherwise prohibited by law including, but not limited to, information regarding Members or their family members who are in law enforcement.
- 4) A Member shall not use, copy, distribute or amend any financial records, minutes, agreements or other documents of the PFC without the written authorization of the

President, or authorized designee, who may confer with the Executive Board before giving such written authorization.

- 5) The debts, liabilities and obligations of the PFC do not constitute the debts, liabilities and obligations of any Member.
- 6) A Member shall have no authority to and shall not bind, enter into, or incur any debts, liabilities or obligations on behalf of the PFC.
- 7) No Member shall engage in disruptive or other inappropriate behavior during meetings of the PFC, or activities or events in which the PFC is sponsoring, participating, or assisting. If school facilities are used, all Members shall comply with District policies and procedures.

#### Section 7: Suspension and Termination of Membership Privileges.

- 1) Grounds for Suspension or Termination of Membership Privileges.
  - a) The Executive Board may suspend, revoke, or terminate the rights and privileges of a Member, including termination of Membership, on the following grounds:
    - i) Failure to maintain eligibility in compliance with Article V, Section 1 of the Bylaws.
    - ii) Disruptive behavior at meetings, events or activities of the PFC.
    - iii) Refusal to abide by the Bylaws or policies of the PFC.
    - iv) Conduct which, in the judgment of the Executive Board, undermines the purposes of the PFC or threatens the financial stability of the PFC.

- b) Suspension or Termination of Membership Privileges; Member Appeal.

Some or all of a Member's rights and privileges may be immediately suspended and/or terminated by the President by mailing or otherwise delivering a copy of the suspension and/or termination notice with the grounds stated for the suspension and/or termination. Such action by the President, or authorized designee, shall be subject to an appeal by the affected Member to the Executive Board. The affected Member shall submit to any Member of the Executive Board a written statement as to why the action was improper. The appeal must be submitted within ten (10) business days of the notice described above. No appeal submitted after such time will be acted upon by the Executive Board. The appeal shall be acted upon by the Board within twenty (20) business days of receipt. Action taken by the Board, either to affirm or deny the appeal may be in the form of a meeting or a telephone conference in lieu of meeting within the discretion of the Executive Board. The action of the Executive Board shall be final.

- c) Resignation.

A Member may resign at any time from the PFC. A Member shall be deemed to have resigned if eligibility requirements can no longer be met under Article V, Section 1 of the Bylaws.

d) No Refund of Membership Fee.

There shall be no refund of a Membership Fee in the event of a voluntary resignation or termination of Membership.

## **Article VI – Executive Board**

### **Section 1. Composition and Election of Executive Board.**

The Executive Board shall be President, Executive Vice President, Director of Fundraising, Secretary, and Treasurer elected by the Membership at the PFC biennial Election Meeting.

### **Section 2. Election and Terms.**

Officers shall be elected biennially in the month of May in the even numbered years. The term of office shall be July 1 through June 30 of even numbered years or until their successors are elected.

### **Section 3. Eligibility.**

No individual shall be eligible to an elected office who is not an eligible voting member of the PFC and who is not finger-printed through Fresno Unified School District.

No individual may serve in the same office two consecutive terms, and no person may serve in more than one office concurrently. A person who has served two consecutive terms as an elected or appointed officer shall not be eligible to another elective office until at least one term has passed. A person filling any unexpired term is eligible for election to the same office or election to any other office if he or she has served one-half or less of a term.

School employees are not permitted to hold Executive Board positions or to be signers on PFC financial accounts.

### **Section 4: Nominations.**

- 1) Nominations for office shall be made at the general meeting the month before the election meeting.
- 2) Individuals can be nominated by any other PFC member or self-nominate.

### **Section 5: Eligibility for Nominations.**

- 1) Only those persons who are eligible to vote and who have signified their consent to serve if elected shall be nominated for or elected to office.
- 2) Nominees for the offices of President and Treasurer or any elected officer authorized to sign checks shall not be related by blood or marriage or reside in the same household.
- 3) School employees cannot be nominated for Executive Board positions.

#### Section 6: Election Procedures.

- 1) The biennial General Election Meeting shall be held no later than the second week in May of even numbered years.
- 2) Written notice of the General Election Meeting must be provided to all members in good standing no less than thirty (30) days prior to the meeting.
- 3) Nominees shall be presented in the form of a ballot at the General Election Meeting in May.
- 4) The Secretary shall provide a current Membership list at the General Election Meeting to verify eligibility to vote.
- 5) Only PFC members attending the General Election Meeting, who have been members for at least thirty (30) days, and whose dues are paid, and have attended two (2) meetings and/or volunteered at two (2) PFC sponsored events are eligible to vote at an election.
- 6) Two (2) representatives of the School, deemed neutral and chosen by a majority vote of General Election Meeting attendees, shall be elected to a Teller's Committee, responsible for the distribution, collection, and counting of ballots. Alternatively, ballots may also be collected in a ballot box.
- 7) All members in attendance shall be counted by the Teller's Committee and their eligibility verified by the Secretary.
- 8) Ballots shall be counted and tallied immediately following the closing of polls.
- 9) If there is one nominee for an office, a ballot may be dispensed with, and the election held by voice vote.
- 10) In a contested election, each nominee may designate a person as an observer for counting ballots.



- 11) Results are reported in writing by the teller's committee chairperson and given to the President to announce.
- 12) Elected Officers. To be elected requires a majority vote of those present and eligible to vote, providing the meeting quorum, as stated in these Bylaws.
- 13) The Teller's committee then makes a motion to destroy the ballots.

#### Section 7: Special Elections.

A special election may be held at any time throughout the school year to fill a vacancy not automatically filled by succession.

- 1) The Executive Board will call a special election meeting within sixty (60) days of the vacancy to fill the role.
- 2) Nominations will be taken from the floor immediately preceding the election.
- 3) If there is competition for the vacancy, the election must be conducted via written ballot. If only one nominee is present, the election can proceed by voice vote.
- 4) A quorum must be met for the election to take place. If not met, a second special election meeting must be scheduled.

#### Section 8: Voluntary Resignation

A Member of the Executive Board may voluntarily resign, shall have been deemed to have resigned if the Member loses eligibility in accordance with Article V, Section 1, and may be removed from the Executive Board by a majority of the other Members of the Executive Board for conduct constituting moral turpitude relating to PFC activities, persistent disruption of Executive Board meetings or for failure to attend without a valid reason or excuse, two or more consecutive meetings of the Executive Board. Conduct constituting moral turpitude includes embezzlement or theft of PFC funds and property, falsification of PFC minutes, financial or tax records, or other PFC documents. Other conduct constituting moral turpitude shall be as determined by California statutory and case law. The Executive Board shall hold a special election to determine who will fill the vacancy on the Executive Board. The newly elected Board Member shall serve and have the power to vote until the next election of Members to the Executive Board.

#### Section 9: Authority and Functions.

Members of the Executive Board, whether or not elected to serve as Officers, shall have the sole authority to vote to carry out the executive functions of the PFC as described herein with specific delegation to Officers as described in Article V. All authority, powers and functions may be approved by a majority vote of the Executive Board except as may

be specified by these Bylaws. The Executive Board shall have the authority to carry out the following executive functions of the PFC:

- 1) General Powers. Governing and directing the ongoing operations of the PFC. Approving amendments to the Bylaws which shall only become operative upon ratification of the Membership at a General Election Meeting or by approval by written ballot of a majority of the Membership in lieu of a General Election Meeting.
- 2) Contracting. Approving and entering into contracts with third parties on behalf of the PFC.
- 3) Property. Acquiring, holding and disposing of property on behalf of the PFC.
- 4) Incurring Obligations. Incurring debts, liabilities or obligations necessary for the operation of the PFC.
- 5) Expenditures. Receiving, accepting, expending or disbursing funds for purposes consistent with the purposes of the PFC and these Bylaws on behalf of the PFC.
- 6) Accounting. Maintaining an accurate system of accounting of the funds of the PFC. Money collected by the PFC shall, whenever possible, be counted by at least two Members who will then record the amount and sign the recorded document. The money will then be deposited in the depository approved by the Executive Board.
- 7) Record Keeping. Maintaining records and documents of the PFC.
- 8) Donations. Accepting monetary donations, property, or other items to the PFC.
- 9) Budget. Annually, on or before July 30, adopt a budget, based on the projected budget prepared, or caused to be prepared, by the Executive Board, showing each of the purposes for which the PFC will need money and the estimated amount of money that will be needed for the Fiscal Year. A copy of the budget shall be made available for inspection by any Member upon request or may be duplicated.
- 10) Committees. Create and dissolve standing or special committees as are deemed by the Executive Board to be necessary to promote the objectives and to carry on the work of the PFC.
- 11) Periodic Reporting. Make an annual report or prepare an oral summary delivered by the President, or authorized designee, at the annual General Election Meeting regarding the status of the PFC.
- 12) Membership Fee. Approve the Membership Fee, or any increase thereof, to be paid by Members for each Fiscal Year.

- 13) Annual Report. In its discretion, and depending on revenues on hand, the Executive Board shall prepare, or cause to be prepared, and make available to Members of the PFC an annual report, in a format approved by the Executive Board, regarding the financial condition, activities and accomplishments of the PFC for each Fiscal Year. The annual report, if one is prepared, shall be completed by no later than the General Meeting in May of each Fiscal Year.
- 14) Annual Audit. In the discretion of the Executive Board, or to the extent required by law, contract with a Certified Public Accountant for an annual audit of accounts, records and financial affairs of the PFC. The minimum requirements of the audit shall conform to general accepted auditing standards and accounting principles. The report of the Certified Public Accountant shall be maintained by the PFC and upon request of any Member be made available for inspection or photocopied for use relating to PFC business. In the alternative, the Executive Board may prepare, or cause to be prepared, unaudited financial statements.
- 15) Turning over Records. Executive Board Members, Officers of the Executive Board, and Committee Chairs of Standing Committees, upon the expiration of his/her term of office, shall turn over to his/her successor without delay all records, books, funds, and other PFC materials pertaining to his or her office. The outgoing Treasurer shall turn over all financial records to the incoming Treasurer.
- 16) Notices and Services of Process. The Executive Board shall receive notices, correspondence, and other communications on behalf of the Association's designated office. The President shall be designated as the official agent for service of process for the Executive Board and the Association.
- 17) Limitation on Authority. A Member of the Executive Board shall have no authority to bind, incur or enter into any debts, liabilities or obligations on behalf of the PFC, except as approved and authorized by the Executive Board. A Member who incurs such debts, liabilities or obligations, without the proper approval of the Executive Board, shall be personally liable therefore.
- 18) Other Responsibilities. The Executive Board shall carry out such other responsibilities as are approved by a majority of the Executive Board or as provided by these Bylaws and any amendments hereto.

#### Section 9: Principal of School as *Ex Officio* Officer.

If requested by the Executive Board, a Principal, or his or her authorized designee, may serve on the Executive Board as a non-voting *ex-officio* Member of the Board. The *ex officio* Member shall not be required to pay a Membership Fee or to fulfill the eligibility requirements of the PFC Membership.

## **Article VII – Duties of Officers**

### **Section 1: President.**

The President shall:

- 1) Coordinate the work of officers and committees of the association in order that the purposes may be promoted.
- 2) Preside at all meetings of the PFC and the executive board.
- 3) Be a member ex officio of all committees and be responsible for appointing committee chairs.
- 4) Sign all authorizations for payments as required by the executive board or PFC.
- 5) Be the official representative of the PFC and the main point of contact for community contacts and connections.
- 6) Have all newsletters, flyers and/or notices approved by the principal, prior to distribution.
- 7) Have all contracts and/or legally binding documents approved by the PFC, prior to signing a contract along with another elected officer.
- 8) Be authorized to sign checks, and not be related by blood or marriage or reside in the same household as the other authorized signers for PFC financial accounts.
- 9) Perform such other duties as may be prescribed in these bylaws or assigned by the association.

### **Section 2: Vice President.**

The Vice President shall:

- 1) Serve as the primary aide to the president.
- 2) Perform the duties of the president in the absence or disability of that officer to act.
- 3) Organize and oversee the committee system of the PFC.
- 4) Coordinate the volunteer needs for events and activities.
- 5) Track volunteer attendance at meetings and PFC sponsored events to ensure voting rights at General and Special Elections.

- 6) Ensure that thank you cards, appreciation day gifts, and gift cards are distributed as necessary.
- 7) Perform such other duties as may be prescribed in these Bylaws or assigned by the PFC.

### Section 3: Director of Fundraising.

The Director of Fundraising shall:

- 1) Oversee fundraising efforts throughout the school year including but not limited to: spirit wear sale, silent auctions, dinner nights, candy gram sales, and fun run.
- 2) Focus on raising amount of funds needed to meet PFC budget goals each year.
- 3) Request donations, discounts, and services to support the goals of the PFC.
- 4) Ensure all donations are tracked and distributed correctly.
- 5) Create donation letters as necessary throughout the school year.
- 6) Aid the Treasurer with money collection and counting of funds raised.
- 7) Ensure that all requirements for fundraising are met through the California Department of Justice.

### Section 4: Treasurer:

The Treasurer shall:

- 1) Keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts and disbursements of the PFC, including specifically, the number of members and the dues collected from the members.
- 2) Chair the budget committee and prepare the budget for adoption by the PFC.
- 3) Contact the bank to secure signatures of all authorized signers on all checking and savings account signature cards and file with the bank immediately upon taking office.

- 4) Receive monies and deposit immediately in the name of the association in a bank approved by the executive board.
- 5) Receive and retain a copy of the deposit slip for any deposit made.
- 6) Prepare all authorizations for payment as required by the executive board or the PFC.
- 7) Upon receipt of a signed payment authorization form, pay all bills as authorized by the executive board or the association.
- 8) Secure the signatures of the president and treasurer on all checks.
- 9) Individuals counting cash/checks shall not be related by blood, marriage or reside in the same household.
- 10) Keep an accurate record of receipts and disbursements in a ledger which is a permanent record of the PFC. All other financial records must be retained for seven years including the current year.
- 11) Keep the membership informed of expenditures as they relate to the budget adopted by the association.
- 12) Ensure that the PFC is in compliance with applicable provisions of law and apply for and maintain its tax-exempt status, engaging independent contractors as may be necessary to comply.

#### Section 5: Secretary.

The secretary shall:

- 1) Record and distribute minutes of all executive board meetings and general PFC meetings.
- 2) Prepare agendas for all executive board meetings and general PFC meetings.
- 3) Send notices of meetings to all members.
- 4) Manage communications to PFC members, including but not limited to: PFC newsletters, PFC website, email broadcasts, and bulletin boards.
- 5) Manage communications between the PFC and School families to ensure that all information is disseminated in a timely manner.

- 6) Keep copies of the minutes, bylaws, standing rules, membership lists, and any other necessary supplies, and bring them to all meetings.

#### Section 5: Officer Vacancies.

If for any reason an Officer position becomes vacant, either through lack of eligibility as a Member, voluntary resignation, or termination for cause under Article VI, Section 2, as a member of the Executive Board, the Executive Board shall notify the membership within ten (10) days and specify whether the vacancy will be filled by succession or by a special election as outlined in Article VI – Section 7 to determine a replacement.

### **Article VIII – Committees**

#### Section 1: Standing Committees.

Standing or special committees shall be created and dissolved as deemed necessary to promote the objectives and carry on the work of the PFC. A minimum of one (1) member of the Executive Board must serve on each Standing Committee and shall, in the absence of other volunteers, by default, assume and discharge the duties of Chair until such time as another individual is duly appointed or elected to the position. Standing Committees shall perform the following duties:

- 1) Event committees. These committees shall be responsible for:
  - a) Planning, organizing, and operation for the event at which the PFC sponsors or assists.
- 2) Membership Committee. This committee shall be responsible for:
  - a) Planning, organizing, and coordinating a membership drive at the start of each school year.
  - b) Receiving, processing, and recommending action on Membership applications.
  - c) Recommending to the Executive Board, by no later than July 30, a proposal regarding the Membership Fee or increase thereof to be charged to Members for each Fiscal Year.
  - d) Taking necessary actions to promote member engagement and retention throughout the school year.
- 3) Other Committees. The Executive Board may create other Standing Committees as may be proper in its sound discretion and consistent with the purposes of the PFC.

#### Section 2: Eligibility for Selection for Committee Chair by Executive Board.

The Executive Board may select as a committee chair any Member of the PFC in good standing who shall serve at the pleasure of the Executive Board. Under the direction of the committee chair, each Standing Committee shall be organized, and duties shall be assigned, to carry out the charge of the Standing Committee or Committees. The committee chair shall report to the President and to the Executive Board regarding pertinent committee matters.

### Section 3: Dissolution of Standing Committee or Committees.

In the sole discretion of the Executive Board, any Standing Committee may be dissolved by the Executive Board.

## **Article IX – Meetings**

### Section1: General PFC Meetings.

General PFC Meetings are meetings of the general Membership and shall be held the first week of each month of the school year unless otherwise ordered by the PFC or the Executive Board.

### Section 2: Parliamentary Rules.

To the extent not inconsistent with these Bylaws, “Robert’s Rules of Order Newly Revised” shall govern the meetings of the Executive Board Meetings, General Election Meetings, and all General PFC Meetings. Standing Committees or other committees need not be guided by Robert’s Rules of Order.

### Section 3: Quorum.

- 1) For the purposes of selecting the Executive Board, a written notification will be sent to all members in good standing, a quorum shall consist of eleven (11) Members in good standing who choose to be present at the biennial General Election Meeting.
- 2) A majority of the Members serving on the Executive Board shall constitute a quorum.
- 3) A quorum, while desirable, shall not be necessary for Standing Committees in order for decisions to be made by those committees.

### Section 4: Voting Power.

The voting power to elect Members to the Executive Board and to ratify the Bylaws and amendments thereto shall reside with the Membership pursuant to the voting rights described in Article V, Section 4.

### Section 5: Action Where No Quorum of Executive Board.



If a quorum is not present at an Executive Board meeting and the Executive Board adopts or implements certain actions, such actions may be ratified through a majority of Executive Board Members by subsequent affirmative approval in writing by an absent Executive Board Member or Members. In the alternative, notice of the action taken shall be mailed or otherwise delivered to the absent Executive Board Members. If there is an objection to the decision by a majority of the absent Executive Board Members within ten (10) calendar days after mailing the proposed action, the proposed action shall not be deemed ratified. Otherwise, the action shall be deemed ratified by failure to make an objection as set forth herein.

#### Section 6: Notice of Meetings.

- 1) General Member Meetings. Notice and, if available at the time the notice is mailed, a proposed agenda of the General Member Meeting shall be mailed (including email) or personally delivered (notice sent home with student), setting forth the time, place, and location of the meeting no later than four (4) and no earlier than ninety (90) calendar days before a regularly scheduled meeting.
- 2) Written notice of the General Election Meeting shall be distributed no later than thirty (30) days prior to the meeting.

#### Section 7: Conduct and Order During Meetings.

Members shall exercise proper behavior and decorum during all meetings, activities, and events at which the PFC is sponsoring, assisting, or participating. Any Member who engages in disruptive behavior and persists in such disruptive behavior will be requested to leave by the President and may have his or her rights and privileges suspended or terminated as provided in these Bylaws.

#### Section 8: Exclusion of Non-Members from Meetings; Exception.

Non-members have no right to attend or participate in any meetings of the PFC. The Executive Board and Standing Committees, in their discretion, may allow non-members to attend, including attendance at open General Membership Meetings, in order to assist in carrying out the purposes of the PFC.

#### Section 9: Meetings by Teleconference.

Nothing herein shall prevent any meeting held by teleconference, video screen communication, or other forms of communication enhanced by technology. Participation in a meeting under this paragraph shall constitute presence in person at the meeting.

#### Section 10: Minutes.

Minutes of any General Member Meeting shall be kept by the Secretary or other designated Officer of the Executive Board. It shall not be required, but encouraged, that

any Standing Committee keep minutes of its meetings. However, if minutes are not kept by the Standing Committee, the chair of the Standing Committee shall give a written summary of the meetings to the President of the Executive Board as deemed necessary.

#### Section 11: Executive Board Meetings.

- 1) The Executive Board may meet as frequently as it deems necessary to conduct the business of the PFC.
- 2) Special meetings of the Executive Board may be called by the President or the Vice President.
- 3) The June or July meeting shall be a joint-board meeting of the old and new Executive Board Members.
- 4) Unless notice is provided otherwise, all meetings of the Executive Board shall be open to Members. Notwithstanding the foregoing, the Executive Board may convene at any time in executive session and exclude non-Executive Board Members, except for an *ex officio* Member, in order to hold closed sessions relating to confidential matters including, but not limited to, contract negotiations, personnel matters, financial matters, and attorney-client matters.

#### Section 11: Standing Committee Meetings.

Meetings of Standing Committees shall be called by the chair or such other designated Member of each Standing Committee.

### **Article X – Finances, Accounts, and Records**

#### Section 1 – Fiscal Year.

The PFC shall operate on a fiscal year from July 1 through June 30.

#### Section 2 – Executive Board Responsibility.

The Executive Board shall have the power, authority, and duty to manage and handle the finances of the PFC, including delegation of responsibilities to its Treasurer and, if necessary, to qualified independent contractors.

#### Section 3 – Accountability.

The PFC is accountable to its Members for all funds received and disbursed by it and, to that end, the PFC shall establish and maintain such funds and accounts as may be required by good accounting practices or by law.

#### Section 4 – Depository.

The Executive Board shall designate a depository for funds and other properties of the PFC.

All funds shall be kept in a checking account in the name of Eaton PFC held at a local financial institution. The President and Treasurer shall be the required signatures on the account.

#### Section 5 – Disbursement and Use of PFC Funds.

- 1) All funds raised, donated, or otherwise received by the PFC, except those which are required for normal operating expenses of the PFC, shall be for the benefit of the School for educational and student related purposes as may be determined by the Executive Board, with the advice of the Principal or his or her designee.
- 2) The Treasurer shall be responsible for the safekeeping and disbursement of all PFC funds.
- 3) Any warrant or check of the PFC must be signed by at least two Officers. The officers authorized to sign warrants and checks on behalf of the Association are the President and Treasurer.
- 4) The Executive Board may delegate, from time to time, the authority of the Treasurer or other officers to incur obligations and to sign warrants and checks up to two-hundred dollars (\$200.00).
- 5) Any person who disburses PFC funds without the required approval of the Executive Board or its President, or if not subsequently ratified by the Executive Board, is personally liable to the PFC and shall reimburse the PFC for such funds.

#### Section 6 – Inspection of Books.

Books and records of the PFC shall be available for inspection by Members requesting such access for audit or PFC purposes. The books and records shall be made available with five business days of any such request. In the alternative, copies of the requested books or records may be copied and mailed to the Member within ten business days. Records of the PFC (i.e. Membership lists, phone numbers, etc.) are not public records.

#### Section 7 – Investment.

The Executive Board shall have the power to invest or cause to be invested such surplus funds as are not necessary for the operation of the PFC.

### **Article XI – Liability, Indemnification, and Insurance**

#### Section 1 – Liability of Executive Board.

Any Member of the Executive Board shall have no liability based on any alleged failure to discharge such person's obligations as a Member of the Executive Board, including, without limiting the generality of the foregoing, any actions or omissions which exceed or

defeat a public or charitable purpose to which the PFC, or assets held by it, are dedicated, so long as such person complies with these Bylaws.

## Section 2 – Indemnification and Insurance.

Except for conduct or a crime constituting moral turpitude relating to the PFC's affairs, any Member of the Executive Board, and any Member discharging obligations delegated to him or her pursuant to the authority of the Executive Board and pursuant to these Bylaws shall, to the extent financial resources are available to the PFC, be fully indemnified by the PFC. The PFC shall seek liability insurance, taking into account the availability of liability insurance and the cost thereof, including securing liability insurance as may be required under the Civic Center Act (Education Code sections 38131, *et seq.*). Any Member sued in connection with carrying out the duties of the PFC shall be fully indemnified by the PFC, and insured, to the extent that any liability insurance is available, and shall not be personally liable except in the case of loss by the PFC due to conduct constituting moral turpitude, such as embezzlement or theft of funds, or similar conduct constituting moral turpitude as defined by California law relating to the affairs of the PFC.

## **Article XII – Dissolution of the PFC and Disposal of Assets and Obligations**

### Section 1 – Dissolution of the PFC.

Upon at least two-thirds (2/3) of the votes of all of the Members, the PFC may be voluntarily dissolved effective at the end of the Fiscal Year. Thereafter, the PFC shall continue to exist for the purpose of disposing of all assets and obligations of the PFC, and performing all other functions necessary to conclude the affairs of the PFC.

### Section 2 – Process for Dissolution of the PFC.

- 1) A request to dissolve the PFC must be made in writing and signed by at least forty (40) percent of the Members in good standing. An involuntary dissolution shall occur if the PFC remains inactive for a period of one Fiscal Year or is involuntarily dissolved by operation of law.
- 2) Within five (5) business days after receipt of the request to voluntarily dissolve the PFC, the Secretary shall mail a notice of the request and a ballot presenting the issue of whether to dissolve the PFC to each Member. The question shall state as follows: "Shall the Eaton Elementary PFC be dissolved?" The notice shall notify the Members that a vote on the request will be taken at the next regularly scheduled meeting, and that the Members may return the ballot to the Secretary no later than three (3) business days prior to the next regularly scheduled meeting or they may appear at the meeting and cast their votes on the issue at the meeting. Each ballot must contain the name of the Member casting the vote in order to be a valid vote and to be counted.

- 3) The Secretary shall retain all ballots returned to him or her, but shall not open them until the request for dissolution is heard at the meeting on which the request is to be voted. The ballots shall be opened at the meeting in the presence of the Members attending and the votes of all ballots shall be counted at the meeting.

#### Section 3 – Disposition of Assets and Liabilities.

In the event of dissolution of the PFC, the assets and funds of the PFC shall be turned over to the School to be used for educational purposes.

### **Article XIII – Bylaws and Amendments**

#### Section 1 – Effectiveness of Bylaws.

These Bylaws, as permanent Bylaws, shall become effective upon adoption by the Executive Board and ratification by a majority vote of a quorum of the Members of the PFC. These Bylaws shall supersede any prior bylaws, to the extent they exist, adopted by the PFC and shall supersede any interim Bylaws.

#### Section 2 – Members Bound by Bylaws; Contract with Members.

The PFC shall be governed by these Bylaws and by such amendments hereto as may from time to time be adopted by the Executive Board. Each Member of the PFC agrees to comply with and be bound by the provisions of these Bylaws and further agrees that the PFC shall be operated pursuant to the Bylaws. Upon approval of the Membership, the Bylaws of the PFC shall constitute a contract by and between the Members of the PFC as to their rights, duties and obligations.

#### Section 3- Amendments

- 1) Recommendation. Any amendments to these Bylaws may be recommended by any Member of the Executive Board.
- 2) Notice of Amendment. If the Executive Board approves a proposed amendment to the Bylaws, notice of any proposed amendment shall be submitted for ratification to the Membership at a General PFC Meeting. A copy of the proposed amendment shall be made available to any Member. Notice of the proposed amendment shall be given and may be merged with any notice of meeting provided that the proposed Bylaw is described or summarized in the notice or in any agenda accompanying such notice. Notice shall be given in the same manner as a notice for a General PFC Meeting.

- 3) Votes Required. These Bylaws may be amended by a majority vote of a quorum of the Membership. All amendments to these Bylaws, and all Bylaws, shall be binding upon the Members of the PFC.
- 4) Effective Date. Unless otherwise stated by the proposed amendment to the Bylaws, any amendment to these Bylaws shall be effective immediately following adoption of the amendment.

## **Standing Rules**

- 1) Bylaws for the PFC shall be reviewed annually and updated at least every three years by the bylaws committee of the PFC.
- 2) At the beginning of the term of office, each member of the Executive Board shall be given a copy of these bylaws and shall be responsible for making a thorough study of them. A copy of these bylaws shall be made available to any member of the PFC upon request.
- 3) At least twenty-four (24) hours' notice, in writing, must be given to the President in order to have an item of business or an announcement placed on the Executive Board agenda.
- 4) At least ten (10) days' notice, in writing, must be given to the president in order to have an item of business or an announcement placed on the General PFC Meeting agenda.
- 5) When a recommendation for an item of business or an announcement that has not had prior consideration by the Executive Board is brought to a PFC meeting, it shall be referred to a committee and/or the Executive Board for study.
- 6) Any non-PFC material to be distributed at a PFC meeting must be approved by the Executive Board prior to the meeting.
- 7) Each officer and chairperson shall be responsible for keeping an up-to-date procedure book and for turning it over to the incoming officer or chairperson at the end of the term of office.
- 8) Money handling procedures. For the safety and safe keeping of PFC funds, the following regulations will be adhered to at all times.
  - a) No money is to be taken off campus. The treasurer will be responsible for the transfer of money from the school to the bank. (Unless delegated to another bank signer)
  - b) All money will be handled in double custody (in the presence of two board members or a board member and a committee member)
  - c) No money shall be taken out of the PFC box unless item two is being followed.
  - d) Each check collected should have the student's last name and room number on the check, prior to being deposited.

- e) Each form will have the amount of money turned in with a detailed account of money (i.e. amount of cash broken down by bills, change broken down by coins, and check total)
  - f) Money for committees will be handled in a timely fashion by board members and the appropriate forms given to the committee chairs w/o money attached.
  - g) Treasurer shall count money in double custody.
- 9) Financial reporting. To remain in good standing with state and federal authorities, the following Reports and Returns should be filed annually:
- a) IRS 990N, 990EZ, or 990 (if gross receipts exceed \$50,000)
  - b) Franchise Tax Board 199N or 199 (if gross receipts exceed \$50,000)
  - c) California Department of Justice:
    - i) RRF-1
    - ii) CT-TR-1 (if applicable)
    - iii) Raffle Reports (if applicable)



## END OF BYLAWS OF: EDWIN M. EATON SCHOOL PARENT-FACULTY CLUB

By the dated signatures below, we affirm this document to be the true, complete, accurate and current bylaws as approved by the Membership of the Edwin M. Eaton Parent-Faculty Club.

### Executive Board Members:

X

\_\_\_\_\_  
President

X

\_\_\_\_\_  
Vice President

X

\_\_\_\_\_  
Director of Fundraising

X

\_\_\_\_\_  
Treasurer

X

\_\_\_\_\_  
Secretary