

BYLAWS OF

AUSTIN CREEK PARENTS' CLUB, INC.

A California Nonprofit Public Benefit Corporation

5/28/00

TABLE OF CONTENTS

**BYLAWS OF
AUSTIN CREEK PARENTS' CLUB, INC.
A California Nonprofit Public Benefit Corporation**

ARTICLE I.	NAME.....	1
ARTICLE II.	OBJECT.....	1
ARTICLE III.	MEMBERSHIP AND DUES.....	1
ARTICLE IV.	OFFICERS.....	2
ARTICLE V.	DUTIES OF OFFICERS.....	3
ARTICLE VI.	COMMITTEES.....	4
ARTICLE VII.	MEETINGS OF THE BOARD.....	5
	Section 1. Regular Meetings.....	5
	Section 2. Special Meetings	5
	Section 3. Quorum	5
	Section 4. Proxy	5
ARTICLE VIII.	MEETINGS OF THE MEMBERS.....	5
	Section 1. Regular Meetings.....	5
	Section 2. Annual Meeting.....	5
	Section 3. Special Meetings of Members	5
	Section 4. Quorum	5
	Section 5. Voting	6
ARTICLE IX.	RULES OF ORDER.....	6
ARTICLE X.	AMENDMENTS.....	6
ARTICLE XI.	INDEMNIFICATION.....	6
ARTICLE XII.	INSURANCE.....	6
ARTICLE XIII.	BUDGET.....	7
ARTICLE XIV.	ANNUAL REPORT.....	7
ARTICLE XV.	CONSTRUCTION AND DEFINITIONS.....	7
ARTICLE XVI.	INSPECTION.....	7

BYLAWS OF THE AUSTIN CREEK PARENTS' CLUB
A California Nonprofit Public Benefit Corporation

ARTICLE I. NAME

The name of this corporation is the Austin Creek Parents' Club, Inc.

ARTICLE II. PURPOSE

This club is established as a service organization to provide services to the school community, to conduct activities to foster community spirit, involvement and awareness, and to raise funds solely for the purpose of supporting school goals and programs.

Notwithstanding anything else in the Bylaws to the contrary, this corporation is organized exclusively for charitable and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service Code of 1954 or the corresponding provision of any future United States internal revenue law. This corporation shall not, except to an insubstantial degree, engage in any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Service Code of 1954 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

ARTICLE III. MEMBERSHIP AND DUES

The corporation shall have one class of members consisting of parents of children attending Austin Creek Elementary School, or any other persons dedicated to the purposes of this corporation who have been approved for membership by the Board of Directors of the corporation (hereafter referred to as the "Board"), and who have timely paid such dues as the Board may fix from time to time. Memberships are one (1) per family.

ARTICLE IV. OFFICERS

Section 1. The officers shall be: President, First Vice-President, Second Vice President, Secretary and Treasurer. These offices shall constitute the Executive Committee.

Section 2. Nomination for officers shall be made by a nominating committee consisting of three to five (3-5) active members appointed by the President at the March Board meeting. The nominating committee shall report at the April Board meeting, at which time nominations may also be made from the floor by any interested party. The consent of each candidate must be obtained before his or her name is placed in nomination.

Section 3. The officers shall be elected by the general membership, by ballot, during the month of May each year to serve for one (1) year. Should only one candidate be nominated for an office, the Secretary may conduct election of same candidate without benefit of ballot. Officers may be re-elected. Term of office will be from the end of the school term to the end of the next school term. Each Executive Committee member shall be limited to a maximum of two (2) consecutive years per Executive Committee position. Nominee with the most votes from ballots will be elected.

Section 4. Installation of officers shall take place at the June Board meeting.

Section 5. The Board of Directors shall be composed of the officers elected by the membership, and eight (8) to fifteen (15) persons appointed by the Executive Committee. The immediate Past President may serve as a Board member ex officio, if he/she desires. The Board shall serve for a one year term, concurrent with the fiscal year (July 1 - June 30).

Section 6. In the case of a vacancy on the Board or in an officership occurring during the club year, the Executive Committee shall appoint a member to fill the post, except the Presidency, in which case the First Vice-President automatically becomes the President and a new First Vice-President is appointed.

Section 7. Only Board Members whose dues are paid may vote. Nominees for office must be members whose dues are paid.

Section 8. No member of the Board of Trustees of the Rincon Valley School District may hold office on the Board or the Executive Committee.

Section 9. An officer may be removed with or without cause by a majority of the members present at a meeting of the members duly called and held. Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 10. No officer may hold more than one (1) elected office at a time.

ARTICLE V. DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Board, Executive Committee and membership, shall exercise general supervision over the affairs and activities of the club and shall serve as a member ex officio on all standing committees and special events committees. If the President desires to participate in debate, she or he may turn the chair over to one of the Vice-Presidents or other such officer as she or he may select. The immediate past President may serve as a member of the Board, ex officio, in the year following his or her term.

Section 2. The First Vice-President shall assume all duties of the President in the latter's absence. The First Vice-President shall provide administrative support for committees assigned by the President.

Section 3. The Second Vice-President shall provide administrative support for committees assigned by the President .

Section 4. The Secretary shall handle correspondence for the club and keep the minutes of every Board meeting, said minutes shall be an accurate record of all business transacted. The Secretary shall also maintain a file which includes a current copy of these bylaws, the Standing Rules adopted by the Board, and copies of memorandums and all other records required by law or maintained at the Board's request. The Secretary shall be responsible for conducting the annual election of officers.

Section 5. The Treasurer shall receive all club funds and pay out funds as authorized by the approved budget or the Board. She or he shall keep an accurate record of receipts and disbursements and submit a monthly report. She or he shall maintain a checking account and any other accounts required. Each Executive Committee member shall have alternate signature authority with two (2) signatures required on all checks. The Treasurer shall also ensure that all tax returns, forms or reports required by State or Federal governments are duly and timely filed.

Section 6. Upon expiration of the term of office, or in the case of resignation or termination, each officer shall turn over to the President, without delay, all records, books and other materials pertaining to the office and shall return to the Treasurer, without delay, all funds belonging to the corporation.

Section 7. Officers are required to become familiar with and uphold the Bylaws of the Austin Creek Parents' Club, the Standing Rules of Austin Creek Parents' Club, and the provisions of any Insurance policies purchased by the corporation.

ARTICLE VI. COMMITTEES

Section 1. The Executive Committee shall consist of the President, the Vice Presidents the Secretary and the Treasurer of the corporation. The Executive Committee shall have the authority to:

- establish meeting dates, times, places and agendas
- present recommendations to the Board
- establish budget to be approved by the Board
- authorize unbudgeted expenses without Board approval for no more than a limit to be determined by the Board in advance
- appoint committee chairpersons
- act on behalf of the Board to settle timely business between meetings

The Executive Committee may not:

- (a) Amend or repeal bylaws or adopt new bylaws;
- (b) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (c) Amend or repeal any Board resolution that, by its express terms, is not so amendable or repealable.

Section 2. There shall be such committees created by the Executive Committee as may be required to carry on the work of the club. Chairpersons shall be appointed by the President.

Section 3. Committee chairpersons shall be required to follow policies and procedures pertinent to their position as described in the Standing Rules of the Austin Creek Parents' Club.

Section 4. In May of each year, an Audit Committee shall be selected by the Executive Committee. This Audit Committee shall consist of at least one qualified professional. The Audit Committee shall submit a written report at the first Board meeting in the Fall of that year.

ARTICLE VII. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. The Board of Directors will meet monthly at a time to be designated by the Executive Committee. Regular meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting, or if not so designated, at the principal office of the corporation.

Section 2. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the president or any vice president or the secretary or by any two directors. A minimum of twenty-four (24) hours advance notice of the time and place of special meetings shall be given to each director by either: (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate that notice promptly to the director; or (d) telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation. Notices sent by first-class mail, postage prepaid, shall be deemed delivered two (2) business days after deposited.

Section 3. Quorum. One half (1/2) of the Board membership shall constitute a quorum for the transaction of business. For the purpose of settling timely business between meetings, a quorum may be made up of the Executive Committee.

Section 4. Proxy. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, Board members may not vote by proxy.

ARTICLE VIII. MEETINGS OF THE MEMBERS

Section 1. Regular Meetings. Meetings of the members shall be held at any place within or outside California that has been designated by the Board or by written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meeting shall be held at the corporation's principal office.

Section 2. Annual Meeting. An annual meeting of members shall be held in the month of May each year, at a time and date to be specified by the Board. Members shall be given notice of the time and date of the meeting. At this meeting, officers shall be elected and any other property business may be transacted. Nominations for officers shall be presented by the Nominating Committee. Nominations from the floor shall also be permitted.

Section 3. Special Meetings of Members. A special meeting of the members for any lawful purpose may be called at any time by the Board or by the president, or by five (5) percent or more of the members. A special meeting shall be called by written request, specifying the general nature of the business proposed to be transacted and submitted to the president, vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the executive committee, provided, however, that the meeting date shall be at least 15 but no more than 90 days after receipt of the request. No business, other than the business at the general nature of which was set forth in the notice of the special meeting, may be transacted at the special meeting.

Section 4. Quorum. Twenty five percent (25%) of the voting power present in person or by proxy shall constitute a quorum for the transaction of business.

Section 5. Voting. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall be in good standing as of the record date determined by the Board. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board shall, in advance, fix a record date. The record date so fixed shall not be more than sixty (60) nor less than ten (10) days before that action.

ARTICLE IX. RULES OF ORDER

Section 1. The rules contained in Robert's Rules of Order, Newly Revised shall govern this club in all cases in which they are applicable and not inconsistent with these bylaws.

Section 2. The Board shall establish Standing Rules for the corporation to formalize policies and procedures not part of these bylaws. The Standing Rules shall be consistent with these bylaws and may be amended or modified by a majority vote at any Board meeting.

Section 3. The Board may adopt, from time to time, such rules and procedures as are consistent with these Bylaws and necessary to carry out the intended purposes of the corporation.

ARTICLE X. AMENDMENTS

These Bylaws may be amended at any Board meeting by a two-thirds (2/3) vote of the Board, provided the proposed amendment has been submitted in writing at a previous Board meeting. No such amendment shall materially and adversely affect the rights of members as to voting, extend the term of a director beyond that for which the director was elected, nor change the number of Board members beyond the range specified in these Bylaws.

These Bylaws may also be amended by the vote of a majority of the members present, in person or by proxy, at any membership meeting which was duly noticed and at which a quorum of the members are present.

ARTICLE XI. INDEMNIFICATION

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "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 this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

ARTICLE XII. INSURANCE

The corporation shall have the right and duty to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Austin Creek Parents' Club, Inc. a California nonprofit public benefit corporation; that the above bylaws, consisting of 7 pages, are the bylaws of this corporation as adopted by the Board of Directors on _____, 2000, and that they have not been amended or modified since that date.

Executed on _____, at Santa Rosa, California.

Secretary