

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

Adopted by the Board of Directors on March 7 2014, and amended by the Board of Directors on November 2, 2017.

**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

The 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, the Club is a corporation 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. The 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. MEMBERS AND ANNUAL MEMBERSHIP MEETING

The corporation shall have one class of members ("Members") consisting of parents or guardians of children attending Austin Creek Elementary School and Austin Creek Elementary School's teachers. An annual meeting of the Members shall take place in May at a date, time and location designated by the Board. Any vote required by the Members under these Bylaws shall require a majority of those present at the annual meeting. Voting by proxy is not permitted. A special meeting of the Members may only be called by the Executive Committee or Board of Directors with fifteen (15) days' prior notice.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of ten (10) to twenty (20) persons. Only Members shall be eligible for service on the Board. A list of nominees for service on the Board of Directors for the following year shall be prepared at the Planning Meeting (the Board of Directors meeting prior to the annual meeting of the Members in May). Nominees may also be made from the floor at the annual meeting of the Members.

Section 2. The Board of Directors shall be elected each year by the Members at the annual meeting in May. The term of each Board member shall run for approximately one year from the date of election until the next annual meeting of the Members. Except as otherwise provided in the Bylaws, a majority vote of a quorum of the Board at a regular or special meeting is required to take action.

Section 3. In the event of a vacancy on the Board of Directors, the Board shall appoint a person to fill the post at the next regular Board meeting following the date the seat became vacant.

Section 4. Each person serving on the Board of Directors shall remain a Member in good standing during his or her term on the Board.

Section 5. No person serving on the Board of Trustees of the Rincon Valley School District may hold office on the Board of Directors.

Section 6. A member of the Board of Directors may be removed, with or without cause, by a 2/3 vote of the Board at any regular meeting of the Board.

Section 7. Regular meetings of the Board of Directors shall be held at least five (5) times during the school term at Austin Creek School at a date and time designated by the Executive Committee. Upon fifteen (15) days prior notice, the Executive Committee may relocate a regular meeting to another location in Sonoma County for a reasonable purpose.

Section 8. A majority of the Executive Committee or Board of Directors may also call for special meetings of the Board of Directors upon twenty-four (24) hours advance notice. The notice shall summarize the purpose of the meeting and provide the date, time and location. All special meetings shall be held at Austin Creek School unless the body calling the meeting determines there is a reasonable basis that the meeting should be held in another location in California.

Section 9. One half (1/2) of the Board of Directors shall constitute a quorum for the transaction of business with the exception of email communications.

Section 10. Actions of the Board of Directors shall be decided by a simple majority of those present at the meeting in which the vote takes place. Board members may not vote by proxy. In the event a matter requires approval of the Board before a meeting can be scheduled, the President may request approval by e-mail. E-mail approval shall require (i) a response from every Board member (abstentions are counted as a response) and (ii) a majority vote of the full membership of the Board in favor of the matter. The matter and the vote shall be reported on the agenda of the next regular meeting of the Board.

Section 11. The Board of Directors may adopt Standing Rules and other policies and procedures for the conduct of Club business.

ARTICLE V. OFFICERS

Section 1. On or after the date of its election by the Members each May, the Board of Directors shall elect five officers for the following school year from the Board. The officers shall be: President, First Vice President, Second Vice President, Secretary and Treasurer. These offices shall constitute the Executive Committee and are automatically voting Board members.

Section 2. No officer may hold more than one (1) elected office at a time. The officers shall hold office until he or she resigns, is removed or is otherwise disqualified to serve, or until his or her successor is installed, whichever comes first. No person may serve in the same position on the Executive Committee for more than two (2) consecutive years.

Section 3. Installation of new officers shall take place following the last day of the school year. In the event of a vacancy on the Executive Committee, the Board of Directors shall appoint a person to fill the vacancy at the next regular Board meeting following the date the seat became vacant.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Board of Directors and Executive Committee and at the annual Membership meeting. The President shall exercise general supervision over the affairs and activities of the Club and shall serve as a member ex officio on all standing 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 of Directors, ex officio, in the year following his or her term. Subject to approval of the Board, the President shall appoint chairpersons to all committees.

Section 2. The First Vice President shall perform all duties of the President in the President's absence and other duties as delegated by the President.

Section 3. The Second Vice President shall perform all duties of the President in the President and First Vice President's absence and other duties as delegated by the President.

Section 4. The Secretary shall be responsible for all formal correspondence and keep the minutes of every Board meeting. The minutes shall be an accurate record of all business transacted. The Secretary shall also maintain a file which includes a current copy of the Bylaws, any Standing Rules, policies and procedures adopted by the Board of Directors, and copies of memoranda and all other records required by law or maintained at the Board's request. The Secretary shall be responsible for conducting all elections.

Section 5. The Treasurer shall receive all club funds and pay out funds as authorized by the approved budget or the Board of Directors. 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. The President, First Vice President and Treasurer shall have signature authority with two (2) different 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, any Standing Rules, policies and procedures adopted by the Board of Directors, and the provisions of any insurance policies purchased by the corporation.

ARTICLE VII. RULES OF ORDER

Section 1. The rules contained in the most recent version of Robert's Rules of Order shall govern the Club in all cases in which they are applicable and not inconsistent with the Bylaws or any Standing Rules, policies or procedures adopted by the Board of Directors.

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

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

ARTICLE VIII. AMENDMENTS

These Bylaws may be amended at any Board of Directors 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 to elect the Board, extend the term of a Director beyond that for which the Director was elected, nor change the number of the Board of Directors beyond the range specified in the Bylaws. The Bylaws may also be amended by the vote of a majority of the Members in person at the annual membership meeting in May or at a special meeting called by the Executive Committee.

ARTICLE IX. 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 X. 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.

ARTICLE XI. BUDGET

At the annual meeting of the Members in May of each year, the Executive Committee shall present a tentative budget for the following year for review and approval by the Board of Directors.

ARTICLE XII. ANNUAL REPORT

The Executive Committee shall make available upon reasonable request of a Director a report for the most recent fiscal year showing:

- (a) The assets and liabilities, including trust funds, if any, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes.
- (e) Any other information required by law.

The report shall be accompanied by any report on it of independent accountant or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

ARTICLE XIII. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws.

ARTICLE XIV. INSPECTION

Every Director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its committees. The inspection may be made in person or by the director's agent or attorney. The

right of inspection includes the right to copy and make extracts of documents. The Club shall be given reasonable time to procure the documents for inspection.

ARTICLE XV. NOTICE

Any notice required by the Bylaws may be given by either: (a) personal delivery; (b) first-class mail; or (c) e-mail. All such notices shall be given or sent to the Director or Member's address or e-mail address as shown on the records of the corporation. Notices sent by first-class mail shall be deemed delivered two (2) business days after deposited.

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 are the bylaws of this corporation as adopted by the Board of Directors on March 7 2014, and that they were amended by the Board of Directors on November 2, 2017.

Executed on 11-7-17, at Santa Rosa, California.

Emily Pope
Secretary