

**BYLAWS OF PARENT-FACULTY CLUB OF CHAPARRAL ELEMENTARY
SCHOOL, INCORPORATED**

A California 501(c)(3) Nonprofit Public Benefit Corporation

I. Offices

A. Principal Office

The principal office for the transaction of the activities and affairs of this corporation is located at 22601 Liberty Bell Road, Calabasas, California. The Board of Directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

B. Other Offices

The Board of Directors may at any time establish branch or subordinate offices or hold committee meetings at any place or places where this corporation is qualified to conduct its activities.

II. Purposes and Limitations

A. General Purposes

As stated in this corporation's Articles of Incorporation, the purposes for which this corporation is formed are:

1. The specific and primary purpose of this corporation is to initiate, sponsor, promote and carry out plans, policies and activities and to operate exclusively for school development and improvement and other non-profitable purposes, which will tend to unite and to further the common educational and cultural interests of all persons associated with Chaparral Elementary School whether as student, faculty, employee or otherwise.
2. The general purposes and powers are to engage in all lawful activities and operations usually and normally engaged in by organizations of this type.
3. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

B. Objective and Specific Purposes

Within the context of the general purposes stated above, the objectives of this corporation shall be:

- (1) To further the general education, health and welfare of children attending Chaparral Elementary School and enrich their environment by providing and/or funding programs which are educational, recreational, artistic and/or cultural in nature.
- (2) To further the general education, health and welfare of children attending Chaparral Elementary School by purchasing, maintaining and/or funding the purchase of equipment, technology, school site improvements, specialist salaries, materials, tools and supplies to be used by faculty and students at Chaparral Elementary School.
- (3) To raise funds to provide the programs and purchases to be funded by this corporation; and
- (4) To inform the membership of legislation pertinent to our school district, and where desired to take a stand on such legislation

C. Basic Policies and Limitations

(1) This corporation shall be non-sectarian and noncommercial. Neither the name of this corporation nor names of its officers in their official capacities shall be used in connection with a commercial concern or with any partisan interest or for any other purpose than the regular work of this corporation.

(2) This corporation may cooperate with other organizations to the extent approved by a majority of the members present at a duly noticed meeting of the members, after an opportunity for discussion.

(3) This corporation shall not seek to direct administrative activities of the school or to control its policies.

(4) All funds raised and/or assets acquired by this corporation shall be used to further the objectives of this corporation. This corporation is empowered to make charitable contributions within the community to promote educational and human welfare, but the amount of any individual contribution in any fiscal year may not exceed \$1000. This limitation does not apply to events or fund raising drives created and run by the students of Chaparral and which are not affiliated with the PFC.

III. Members

A. Qualifications and Rights of Membership

- (1) **Classes and Qualifications:** This Corporation shall have one class of members. Those persons eligible for membership in this corporation are: (a) parents and guardians of students attending Chaparral Elementary School, (b) faculty and staff members of Chaparral Elementary School and (c) interested adult members of the community seeking to advance the purposes of this corporation.
- (2) **Enrollment of Members:** Annual enrollment shall be conducted at the start of each school year. Additional members shall be accepted at any time during the year.

B. Voting by Members

- (1) **Member Voting Rights:** All members shall have the right to vote, as set forth in these bylaws: (a) on the election of members of the Board of Directors as described in Article IX.C; (b) on any matter submitted to the members for a vote by the Board of Directors; (c) on disposition

of all or substantially all of the assets of this corporation; (d) on any merger and (e) on any election to dissolve this corporation. Members shall have all rights afforded members under the California Nonprofit Corporation Law.

(2) Number of Votes: Members shall have one vote each.

IV. Meetings of Members

A. Place of Meetings

Meetings of the members may be held at any place designated the Board of Directors. In the absence of a designation, meetings shall be held at the Chaparral Elementary Multi-Purpose Room.

B. Regular Meetings

Regular meetings of the members shall be held approximately once (1) per month at dates and times fixed by the Board of Directors. At the regular meeting of the members held in either April or May of each year, as set by the Board, the members shall elect directors as provided in Article IX.C. The schedule of regular meetings shall be set by the Board of Directors and furnished to all members at the start of the school year. Proper written notice via email or letter will be given to the members in the event a meeting is rescheduled. Any proper business may be transacted at regular meetings.

C. Special Meetings

Special meetings of the members for any lawful purpose may be called at any time by the Board of Directors or by the president, or by 10 or more of the members. A special meeting called by any person (other than the Board of Directors) shall be called by written request specifying the general nature of the business proposed to be transacted, and submitted to the president or the secretary of this corporation. This request may be submitted via email or written notice. The officer receiving the request shall cause notice to be given promptly to the members in accordance with these bylaws, stating that a meeting will be held at a specified time and date fixed by the Board of Directors. The meeting date shall be at least 10 days but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board of Directors.

No business other than the business the general nature of which was set forth in the notice of the meeting may be transacted at a special meeting.

D. Notice Requirements for Members' Meetings

Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given to members. The notice shall specify the place, date and time of the meeting. The notice shall be in writing and shall be given at least 10 days but no more than 90 days before the meeting date. The notice shall be in writing delivered personally, by email, regular mail or by other means of written communication.

For regular meetings, the notice shall state those matters that the Board of Directors, at the time notice is given, intends to present for action by the members, and no other business may be transacted at the meeting, unless attended by at least 13 members. For special meetings, the notice shall state the general nature of the business to be transacted, and no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

E. Quorum

A minimum of thirteen (13) members of the general membership shall constitute a quorum for the transaction of business at any meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority or the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting this corporation may transact any business that might have been transacted at the original meeting.

F. Voting

Subject to the provisions of the California Nonprofit Corporation Law, members entitled to vote at any meeting of members shall be all members in good standing as of the record date established by the Board of Directors for such meeting or, if no such record date is set by the Board of Directors, 15 days before the date of the meeting. Members shall have one vote each.

Voting may be by voice, show of hands or ballot, except that any election of directors must be by ballot if demanded by any member at the meeting prior to the beginning of voting. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Any member may authorize another person to act by proxy with respect to such membership, except that no proxy shall be valid after the expiration of 11 months from the date thereof or following expiration of the membership year in which given, whichever occurs first.

Should a member of the Board of Directors be unavailable for a vote, the member may choose to vote via email within 24 hours of the meeting. Results of voting – including votes submitted via email - must be communicated to the entire Board of Directors by written notice within 36 hours of the actual vote.

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, shall serve as closure of an issue - unless the vote of a greater number or voting by classes is required by the California Nonprofit Corporation Law.

V. Election of Directors

A. Nomination

The President shall appoint a committee to select qualified candidates for election to the Board of Directors in or around February of each year, at least 60 days before the annual meeting for the installation of Directors by the membership. The committee working together with the Co-Presidents and the President Elect, shall propose a slate of candidates for election after making reasonable efforts to publicize the available positions, either in the school newsletter, the school/PFC website, email blasts or by other means. At or before any meeting of members to elect directors, any member present at the meeting in person, or by proxy or email proxy may place names in nomination for any office to be elected by the members in an upcoming election. The members shall vote separately on each contested position, but may vote to approve a slate of uncontested candidates, as a group.

The Board of Directors shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for members to choose among the nominees.

IX. Directors

A. Powers

Subject to any limitations of the California Nonprofit Corporation Law or other applicable laws, and subject to any limitations of the bylaws requiring approval of the members, this corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by all or under the direction of the Board of Directors.

B. Number and Qualification of Directors

The Board of Directors of this corporation shall consist of the persons elected or appointed to the following executive officer positions: President and/or Co-Presidents, the President Elect, up to twenty Co-Vice Presidents, the Recording Secretary, the Treasurer, the Financial Secretary and the Parliamentarian. All such persons shall serve concurrently as directors and as officers with the duties described in Article X.

C. Election, Designation and Term of Office

(1) **Elected Directors:** At each annual meeting of the members, the members shall elect persons to serve as directors and to concurrently hold the following executive officer positions until the next annual meeting or until their successors are elected: a President Elect, a Recording Secretary, a Financial Secretary(s), a Treasurer(s) (Chief Financial Officer), Co-Vice Presidents from the following committees or positions: Donor Drive; Giftwrap Drive; Fall

Festival, Online Auction, Room Parent Coordinator(s)/Communication Coordinator, Community Outreach Fundraising Coordinator and Variety Show. All nominees shall meet any requirements specified in Article X. The aforementioned executive officers positions are subject to amendment by the Board of Directors based on event fundraising levels, time commitment required by the position and continuation of the said event at Chaparral Elementary School.

- (2) **Appointed Directors:** The person elected to the position of President Elect shall automatically serve as a Co-President in the two successive years and shall serve concurrently as a director. The Co-Presidents shall serve a two year staggered term. The Parliamentarian shall be the most recent past Co-President available to serve and if no past Co-President is available, the Co-Presidents shall appoint a Parliamentarian (that meets all the qualifications applicable to the position of President Elect, or has previously served as a Co-President) to serve for the ensuing year. The Parliamentarian shall also serve as a director.
- (3) **Member Meetings to Fill Vacancy:** Any directors not elected at an annual meeting may be elected at any special members' meeting held for that purpose or by written ballot. Each such director, including a director elected to fill a vacancy or elected at a special members' meeting or by written (or email) ballot, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

D. Vacancies on Board of Directors

A vacancy or vacancies on the Board of Directors shall exist on the occurrence of the following: (a) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect/fill the available positions. (b) the death or resignation of any director; (c) the vote of the members or if this corporation has fewer than 50 members, the vote of a majority of all members, to remove any director(s); however, an appointed director rather than a director who was elected by the members, may be removed by the person or persons who made the designation/appointment, and may not be removed without the written consent of that person/persons; or (d) the increase of the authorized number of directors. Except as provided below, any director may resign by giving written notice to the president or the secretary of the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time, the Board of Directors may elect a successor to take office as of the date of resignation. Except on notice to the Attorney General of the California, no director may resign if this corporation would be left without a duly elected director.

Except for a vacancy created by the removal of a director by the members, vacancies on the Board of Directors may be filled by a majority vote of the directors then in office, regardless of whether the requirements of a quorum have been met. The members may fill any vacancy or vacancies not filled by the directors by vote. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office has expired.

E. Directors' Meetings

Place of Meetings: Meetings of the Board of Directors shall be held at the PFC Office at Chaparral Elementary, unless an alternative location (within or outside California) has been designated by resolution of the Board of Directors or otherwise noted within the official notice of meeting. If a director is unable to attend a meeting and that director wishes to participate, they may do so via conference call – as long as all parties are audible. Should this method be utilized, all such directors shall be deemed to be present in person at such a meeting.

Regular Meetings: Before the start of each school year, the Co-Presidents shall schedule and give notice of the date, time and place of all regular meetings (which may coincide with regular meetings of the membership) of the Board of Directors for the academic year and no further notice of these meetings shall be required. Concurrently with or immediately following the first PFC meeting of the fall semester and the annual meeting of members at which directors are elected, the Board of Directors shall hold a regular meeting for the purposes of organization, review of event budgets and general planning, as well as the transaction of other business.

Special Meetings: Special meetings of the Board of Directors for any purpose may be called at any time by one of both of the Co-Presidents, or the secretary or any two directors. Notice of the date, time and place of the special meeting shall be given to each director by personal delivery of written notice, via postage pre-paid first class mail or email. Notice of the meeting must be received by the directors at least 48 hours before the time set for the meeting. Notices shall state the date, time and place of the meeting, but need not specify the purpose of the meeting.

Quorum: Five (5) or 75% of the total directors (depending upon the total number of directors for any given year) shall constitute a quorum for the transaction of business, except to adjourn a meeting. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board of Directors, subject to the more stringent provisions of the California Nonprofit Corporation Law, including provisions relating to approval of contracts or transactions in which a director has a direct or indirect material financial interest and indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Adjournment: A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the date, time and place for the continuation of the adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of an adjournment to another date, time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

F. Action Without a Meeting

Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all members of the Board of Directors consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction shall not be required for approval of that transaction. Such action, by written consent shall have the same force and effect as any other validly approved action of the Board of Directors. All such consents shall be filed with the minutes from the proceedings of the Board of Directors meetings.

X. Officers

A. Executive Officers

For the purposes of continuity – the Board of Directors shall be considered and act as this corporation’s Executive Board. Their Board of Directors positions are also to be their Executive Board titles.

Executive Officers shall be installed at the May or June meeting of the general membership. New Officers shall assume their offices as of June 14th, except that an outgoing President and an outgoing Treasurer shall continue to serve concurrently with his or her successor until the end of the fiscal year on July 31st.

Any number of offices may be held by the same person, except that neither the Recording Secretary nor the Treasurer may serve concurrently as President. Except for the position of Co-President, the term of the office for each officer shall be one year. A person may hold the same executive officer position for up to two terms of office and may serve longer if no other qualified candidate requests to be nominated to the position.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis. Upon an officer’s resignation or the expiration of their term of office, the officer shall return to the Co-Presidents of this corporation all records, books, funds and any other material pertaining to said position.

All Executive Officers of this corporation will be held to the strictest standards of confidentiality. Executive Officers of this corporation are prohibited from using any form of social media to voice discontent or confidential PFC information. A violation of this confidentiality policy may result in dismissal from the Board of Directors of the Corporation.

B. Responsibilities of Officers

President or Co-President: The President or Co-Presidents shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, discretion and control of the business and officers of the corporation. The Co-President will preside at all the meetings of the membership, shall be ex-officio member of all standing committees, shall have general powers and duties of management usually vested in the

office of the President and shall have such powers and duties prescribed by the Board of Directors. To be eligible for the office of Co-President, one must first serve a term in executive board position before taking office, which service may include serving as President-Elect.

President Elect: The President Elect shall act as aide to the Co-Presidents. The President Elect shall serve for one year and then serve for the following two years as Co-President. The President Elect will assist the Co-Presidents in any and all necessary duties. To become a nominee for this position, one must first serve a term as an elected or appointed officer in another position. This requirement may be waived by a unanimous vote of the sitting Executive Board.

Recording Secretary: The Recording Secretary shall keep at this corporation's principle office or such place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions including, but not limited to general membership meetings, and Board of Directors meetings. The minutes of meetings shall include the date, time and place that the meeting was held, whether the meeting was annual, regular or special, and if special, how authorized, the notice given, the names of those present at Board of Directors and committee meetings. The Recording Secretary shall keep or cause to be kept at the principle office in California of the corporation, a copy of the Articles of Incorporation and the bylaws, as amended to date and a record of this corporation's members, showing each member's name, address and class of membership. The Recording Secretary shall give, or cause to be given, notice of all meetings of members of the Board of Directors required by these bylaws to be given.

Financial Secretary: The Financial Secretary is responsible for preparing all bank deposits and deposits into the appropriate account and shall assist the Co-Presidents and the Treasurer (Chief Financial Officer) in financial planning and the preparation of financial statements.

Treasurer: The Treasurer shall be the Chief Financial Officer and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of this corporation's properties, transactions, receipts and disbursements, and shall pay bills and issue checks as authorized. The Treasurer shall present monthly and annual financial statements to the membership and maintain all financial records through the fiscal year ending July 31st of each year. The Treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by the bylaws, or by the Board of Directors. The books of account shall be open to inspection by any director or member at all reasonable times. The Treasurer and one Co-President must sign each check issued by the PFC. The exception to this is if the Treasurer is not available; than the two Co-Presidents or the Parliamentarian may serve as signatories. No more than FOUR officers of the Corporation may be on the bank account. These officers are as follows: Treasurer, two Co-Presidents, and Parliamentarian. No officers of this corporation may service as a signatory on a check made out to themselves. No officers may be in possession of a debit card linked to any PFC accounts.

Parliamentarian: The Parliamentarian shall attend all meetings of the corporation Association, and shall give advice in parliamentary procedure when requested.

Co-Vice President: The designation of “Co-Vice President” is made by the Board of Directors and is based on a variety of factors. These factors include, but are not limited to: event gross fundraising over \$10,000, preparation, oversight and yearlong extensive time commitment. This listing of Co-Vice President positions is subject to amendment by the Board of Directors, based on a year to year assessment of these positions, their success with fundraising, total time commitment and of course whether the event is ongoing at Chaparral Elementary.

As of the date of these bylaws, the Board of Directors shall include the following positions of Co-Vice Presidents which may be held by one to three people depending on the need of individual event committee:

- **Co-Vice Presidents/Giftwrap:** Giftwrap selects and manages a fundraiser that sells giftwrap within the guidelines of the Board of Directors with the aid of a committee.
- **Co-Vice Presidents/Fall Festival:** Works with the Board of Directors to arrange and coordinate all activities involving the Chaparral Fall Festival that takes place in October.
- **Co-Vice Presidents/Donor Drive:** Plans and oversees the Annual Donor Drive. Prepares presentation and speech given at the Kindergarten Back to School Night and the General Back to School Night.
- **Co-Vice Presidents/Annual Online Auction:** Plans and coordinates all activities involving the auction within the guidelines of the Board of Directors.
- **Co-Vice Presidents/Variety Show:** Plans and coordinates all aspects of the Annual Variety Show held in the spring.
- **Room Parent Coordinator/ Communication Coordinator:** Act as a liaison between the Chaparral PFC, the parents and the administration via room parents and weekly email blasts. Chooses room parents and inform them as to their duties. Coordinates traffic duty by classroom. Coordinate staff appreciation week.
- **Community Outreach Fundraising Coordinator:** Coordinates collection of Box Tops, Ink Cartridges, Sales of Community Discount Cards and sign-ups for Ralphs and eScrip programs. May also oversee other Community “Give Back” programs as they present themselves.

C. Other Officers

The Board of Directors may appoint any **additional** officer(s) that this corporation may require so long as appointee meets at least one of the factors required of Officers; event gross fundraising over \$10,000, ongoing committee involvement and oversight or an extensive yearlong time commitment. Such officer positions may include persons with responsibility for the following:

- Assemblies/School Enrichment Coordinator
- Art Coordinator
- Artwork for Education Coordinator
- Boutique Coordinator

- Cub Corner Editor
- Ice Cream Social Coordinator
- Book Fair Coordinator
- Student Directory Coordinator
- Disaster/Earthquake Preparedness Coordinator
- Movie Night Coordinator
- Father/Daughter Dance Coordinator
- Fifth Grade Coordinators
- Gift Wrap Coordinator
- Hospitality Coordinator
- Humanitarian Event Coordinator
- Jogathon Coordinator
- Kindergarten Coordinator
- Library Coordinator
- Lost & Found Coordinator
- Marquee Message Coordinator
- Mother-Son Sports Day Coordinator
- CubWear Coordinator
- SATS
- Spelling Bee Coordinator
- Staff Appreciation Coordinator
- Variety Show Art Coordinator
- Variety Show Food Services Coordinator
- Website Coordinator
- Yearbook Coordinator
- Green Team Coordinator
- Health and Wellness Coordinator
- Poker Night Coordinator
- Golf Tournament Coordinator
- Restaurant Night Coordinator

Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the Board of Directors. These officer positions shall be filled and may be changed in the discretion of the Board of Directors based on the needs of Chaparral Elementary.

XI. Indemnification

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in section 5283(a) of the California Corporations Code, including persons formerly occupying any 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 this 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 section 5238(a) of the California Corporations Code.