

Steindorf Home and School Club Bylaws

Article I – Name

The name of the organization shall be the Steindorf Home and School Club.

Article II – Purpose

Our mission is to coordinate and align resources with the vision and direction of Steindorf STEAM School to enrich the learning environment while empowering students, teachers, and parents for success. Our desire as a Home and School Club (HSC) is to exemplify integrity, teamwork and community while fostering productive, healthy partnerships between parents, teachers and students.

Article III – Members

First year

For the first school year of 2016/17, the membership shall be any parent, guardian, or other adult standing in loco parentis for a student confirmed to be attending Steindorf for the 2016/17 school year and shall have voting rights. The principal and faculty at the school are automatically members of this organization and have voting rights. No dues shall be required of members.

Members may place matters before the board for inclusion on the agenda of the next scheduled meeting. Members attending the Home and School Club meeting shall be able to enter into discussions, place a motion, vote on a motion and vote at an election.

Subsequent years

Any parent, guardian, or other adult standing in loco parentis for a student at Steindorf shall be considered a member and shall have voting rights. The principal and faculty at the school are automatically members of this organization and have voting rights. No dues shall be required of members.

Members may place matters before the board for inclusion on the agenda of the next scheduled meeting. Members attending the Home and School Club meeting shall be able to enter into discussions, place a motion, vote on a motion and vote at an election.

Article IV – Officers and Elections

Section 1. Officers.

The minimum required officers shall be a president, vice president of elementary school, vice president of middle school, secretary, and treasurer. Other offices may be created and voted in by the members. Having two people share the position of a single office is also permitted.

a. **President.**

The president shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

The president shall appoint the chairperson of all committees subject to the approval of the Board.

The president shall prepare the agenda for the General Membership meetings and coordinate and schedule committee chairperson presentations for those meetings.

The president will insure that procedures, bylaws and minutes of the organization are being followed.

b. **Vice President of Elementary School**

The vice president of elementary school shall assist the president and carry out the president's duties with regard to the elementary school in his/her absence or inability to serve.

c. **Vice President of Middle School**

The vice president of middle school shall assist the president and carry out the president's duties with regard to the middle school in his/ her absence or inability to serve.

d. **Secretary.**

The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

e. **Treasurer.**

The treasurer shall manage all banking relationships. S/he shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the executive board. S/He will present a financial statement at every meeting and at other times of the year when requested by the executive board, and make a full report at the end of the year.

Section 2. Nominations and Elections.

Elections the first year

Elections for the 2016/17 school year shall be as follows:

- 1) Elections will be presided over by a person with past HSC board experience but who is not currently holding an active board position. It shall also be a person whose children are not attending Steindorf.
- 2) Any parent, guardian, or other adult standing in loco parentis for a student confirmed to be attending Steindorf for the 2016/17 school year is eligible to hold an office.
- 3) Offices being voted on include president, vice president of elementary school, vice president of middle school, secretary and treasurer.
- 4) If candidates choose to do so, two or more candidates can run for office in a shared capacity (i.e. co-treasurers) and will be presented on the ballot as a single vote choice.

- 5) Nominations will be made online (visible for any member to see) or by submitting a written nomination with a name and position to a box at the district office
- 6) Nominations will be collected between May 10, 2016 and May 24, 2016.
- 7) An open meeting will be held on May 24, 2016 for all members and candidates to attend.
- 8) Candidates will have the opportunity to speak the night of the election prior to the ballot process beginning.
- 9) Voting will be done by written ballot at the meeting on May 24, 2016 from 7-8 pm in the Professional Development Center at 4115 Jackson Drive in San Jose.
- 10) A volunteer can be accepted as an ad hoc secretary to record the minutes.
- 11) An officer voted into a position begins his/her term immediately for the 2016/17 school year and serves until June 30, 2017.
- 12) All positions are subject to section 4, 5 and 6 below.

Elections in subsequent years

Elections will be held in June, at the last meeting of the school year. Voting shall be by voice vote if there is only one candidate running for an office, or if two or more people are running for an office in a shared capacity.

If more than one person is running for an office to be held by a single individual, a ballot vote shall be taken.

Nominations

Nominations will be made at a meeting held one month prior to the election(May). Nominations are accepted from the floor.

Notifications of Open Positions

Board openings will be advertised in April, 30 days in advance of the nominations process in the newsletter, informing the school population that they can submit their name in writing to be added to the list of nominees.

Section 3. Eligibility.

Any parent, guardian, or other adult standing in loco parentis for a student at the school is eligible to hold an office.

Section 4. Terms of Office.

Officers are elected for one year and may serve no more than three (3) consecutive terms in the same office. Each person elected shall hold only one office at a time.

New officers elected in June assume their duties at the beginning of the fiscal year immediately following their election. Officers elected mid year due to vacancies assume their duties immediately.

No officer shall be eligible to serve in the same office for more than three consecutive terms except in the following instances:

- 1) The office has been filled by two co-officers, or
- 2) No other candidate(s) have come forward to fill the office.

In both of these instances, the officers may only serve two additional terms.

Section 5. Vacancies.

If there is a vacancy in the office of president, the vice president of elementary school and vice president of middle school become the president. At the next regularly scheduled meeting, new vice presidents will be elected.

If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

Section 6. Removal From Office.

Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Article V – Meetings

Section 1. Regular Meetings.

Meetings shall be held once per month starting in September and ending in June at a time and place determined by the executive board at least one month before the meeting.

The secretary will notify the members of the meetings using current distribution methods one week prior to the meeting.

Section 2. Special Meetings.

Special meetings may be called by the president, any two members of the executive board, or five general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting, meetings using current distributions methods.

Section 3. Quorum.

The quorum shall be 10 members of the organization.

Article VI – Executive Board

Section 1. Membership.

The executive board shall consist of the officers and the site principal.

Section 2. Duties.

The duties of the executive board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

Section 3. Meetings.

Regular meetings shall be held monthly, on the same day and at the same time each month, to be determined by the board. Special meetings may be called by any two board members, with 24 hours notice.

Section 4. Quorum.

Half the number of board members plus one constitutes a quorum.

Article VII – Committees**Section 1. Membership.**

Committees may consist of members and board members, with the president acting as an ex officio member of all committees.

Section 2. Standing Committees.

The following functions shall be performed by the organization: Fundraising, Family Events, Hospitality, Membership and Communications.

Section 3. Additional Committees.

The board may appoint additional committees as needed.

Article VIII – Finances

Section 1. A budget shall be voted on at the last meeting of the school year prior to the year the budget takes effect (typically June). A draft version shall be submitted at the meeting one month prior. The budget needs approval by a majority vote of the members present.

Section 2. The treasurer shall keep accurate records of any disbursements, income, and bank account information. The treasurer shall also have all login and password information for any activity with direct access to the bank accounts.

Section 3. The board shall approve all expenses of the organization.

Section 4. Two signatures are required on all check requests prior to funds being disbursed. Authorized signers are the president(s), and treasurer(s).

Section 5. The board can vote and approve a \$300, non-budgeted expenditure up to 5 times per fiscal year. Any expense over \$300 needs to be approved at a membership meeting and is then added to the budget.

Section 6. Two authorized signatures shall be required on each check over the amount of \$750. Authorized signers shall be the president(s) and treasurer(s).

Section 7. The offices of president and treasurer shall not be from the same family so as to maintain an effective check and balance system for Home and School Club funds.

Section 8. The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Audit Committee.

Section 9. Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of Steindorf.

Section 10. The fiscal year falls from July 1 through June 30.

Section 11. The financials of the organization shall be made available to any member upon request.

Article IX – Policies

The name of this organization shall not be used in connection with any political activities, nor shall any member's affiliation with this organization be mentioned in connection with any political activities. Issues pertaining to school or the welfare or well being of children may be heard before the general membership. Efforts shall be made to present both pro and con sides of an issue. When approved by two thirds (2/3) of the membership at a regular meeting, the organization may take a position on policy issues relating to education. The name of this organization may not be used in support of any political candidate.

Article IX – Parliamentary Authority

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws.

Article X – Standing Rules

Standing rules may be approved by the executive board, and the secretary shall keep a record of the standing rules for future reference.

Article XI – Dissolution

The organization may be dissolved with previous notice (30 calendar days) and a two-thirds vote of those present at the meeting.

Article XII – Amendments

These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization by the secretary. Notice may be given by postal mail, e-mail, or fax. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

Article XIII – Conflict of Interest Policy

Section 1. Purpose.

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

- a. Interested Person.
Any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest.
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

- a. Duty To Disclose.
In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists.
After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest.
 - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous

transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

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

d. Violations of the Conflict of Interest Policy.

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

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

Section 4. Records of Proceedings.

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

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any

action taken to determine whether a conflict of interest was present; and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

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

Section 5. Compensation.

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

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

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

Section 6. Annual Statements.

Each executive board member shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and

- Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Section 7. Periodic Reviews.

To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8. Use of Outside Experts.

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