

Friends of Dana and Correia Middle Schools (FODAC)
A California Nonprofit Public Benefit Corporation

ARTICLE I – NAME AND PURPOSE

Section 1. Name

The name of this organization is Friends of Dana and Correia Middle Schools (“**FODAC**” or the “**Organization**”).

Section 2. Purpose

Purpose: FODAC is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code. The mission of FODAC is to support and enhance the educational experience of students at Dana Middle School and Correia Middle School through volunteer coordination, fundraising, community engagement, and financial support of programs, activities, and resources not fully funded by the school district.

ARTICLE II – MEMBERSHIP

FODAC has no statutory members under California law.

Parents, guardians, community members, and school supporters may participate as volunteers, but governance authority rests with the Board of Directors.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Authority

The affairs of FODAC are managed by its Board of Directors (“**Board**”).

Section 2. Number and Composition

The Board shall consist of no fewer than three (3) and no more than thirteen (13) directors.

A majority of directors should be parents or guardians of current Dana or Correia students at the time of election.

The principals of Dana and Correia, or their designees, may serve as ex officio, non-voting advisors to the Board. The Board may invite additional individuals to participate in Board activities in a non-voting advisory capacity as needed.

Section 3. Election and Term

Directors shall be elected annually by the Board at a time to be determined by the Board.

Directors shall serve one-year terms and may be re-elected.

The Board may fill vacancies at any time by majority vote.

Section 4. Quorum

A majority of directors then in office constitutes a quorum.

Section 5. Voting

Each director has one vote, the President may cast an additional vote in the case of a tie.

Unless otherwise required by law or these bylaws, actions are approved by a majority of directors present at a meeting where a quorum exists.

Section 6. Removal & Resignation

A director may be removed by a majority vote of the directors then in office.

A director may resign at any time by delivering written notice to the Board. Such resignation shall take effect upon receipt, or at a later time if specified in the notice.

Section 7. Compensation

The Board serves as volunteers. No compensation may be paid to directors for their services, time, and efforts in their roles. Directors may be reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties subject to FODAC financial policies and procedures.

ARTICLE IV – MEETINGS

Section 1. Regular Meetings

The Board will meet at least quarterly during the school year, on dates set by the President with consultation from the Board.

Section 2. Special Meetings

Special meetings may be called by the President or any two directors.

Section 3. Notice

Notice of meetings may be given by email and should be provided at least 48 hours in advance.

Section 4. Electronic Participation

Meetings may be held in person or via electronic means (e.g., video conference) so long as all participants can adequately participate.

Directors participating electronically are considered present.

Section 5. Action Without a Meeting

Any action may be taken without a meeting if all directors consent in writing, including by email or electronic signature.

Electronic records satisfy all written requirements.

ARTICLE V – OFFICERS

Section 1. Officers

The officers of FODAC shall include at a minimum:

- President
- Secretary
- Treasurer

The Board may create and remove additional officer roles as needed.

Section 2. Election and Term

Officers are elected annually by the Board and serve one-year terms.

Section 3. Duties

President

Provides overall leadership, presides at meetings, and serves as liaison to school administration.

Secretary

Maintains meeting minutes and organizational records.

Treasurer

Oversees financial records, reporting, and compliance. The Treasurer shall present regular financial updates to the Board.

Section 4. Vacancies

The Board may fill officer vacancies at any time by vote.

ARTICLE VI – COMMITTEES

The Board may establish standing or ad hoc committees as needed.

Committees serve in an advisory capacity unless specific authority is granted by the Board.

ARTICLE VII – FINANCIAL MANAGEMENT

The Board shall adopt and maintain financial policies, including spending approval thresholds and internal controls.

All checks and contracts must be signed by authorized individuals designated by the Board.

FODAC shall maintain appropriate insurance coverage.

ARTICLE VIII – CONFLICTS OF INTEREST

Directors and officers must disclose any potential financial conflicts of interest and abstain from voting on matters where they have a material financial interest.

The Board shall follow California nonprofit law regarding interested directors.

ARTICLE IX – INDEMNIFICATION

FODAC shall indemnify its directors and officers to the fullest extent permitted by California law.

ARTICLE X – FISCAL YEAR

The fiscal year runs from July 1 through June 30.

ARTICLE XI – AMENDMENTS

These bylaws may be amended by a majority vote of directors then in office, provided notice of the proposed amendment is given at least five (5) days in advance.