

**RESTATED BYLAWS OF JOURNEY SCHOOL PARENT CABINET**

**A CALIFORNIA NONPROFIT CORPORATION**

**APPROVED ON JUNE 9, 2021**

**ARTICLE I**

**NAME**

**The name of this corporation shall be Journey School Parent Cabinet, hereinafter "Corporation."**

**ARTICLE II**

**OFFICES**

The principal office of the Corporation is in the State of California and shall be located in the City of Aliso Viejo, in the County of Orange. The Corporation may have such other offices, within the State of CA, as the Board of Directors (hereinafter "Board of Directors") may designate or as the business of the Corporation may require from time to time.

**ARTICLE III**

**POLICY AND PURPOSES**

**A. CHARITABLE PURPOSE**

The Corporation has been formed for charitable purposes to support the students, parents, and teachers of Journey School. In addition, this Corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes. This Corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. In no event shall the Corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code.

**B. SECTION 501(c)(3) STATUS**

Notwithstanding any other provision of these Bylaws, the purposes for which the Corporation is organized are exclusively for charitable, religious, and educational purposes

within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions.

#### **C. NONPARTISAN ACTIVITIES**

The Corporation has been formed for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of attempting to influence legislation and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

#### **D. DEDICATION OF ASSETS**

The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member, Director or officer of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to Journey School or an organization dedicated to similar charitable purposes which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

#### **E. STANDING RULES**

The governing rules of the Organization, the Standing Rules, shall be decided upon by a two-thirds vote of all Voting Members present and voting.

### **ARTICLE IV**

#### **MEMBERS**

##### **A. QUALIFICATION OF MEMBERS**

All parents and/or guardians of a child enrolled in Journey School are automatically members of the Corporation.

##### **B. MEMBERSHIP DUES**

There are no membership dues, assessments or fees for which a member may become liable to the Corporation.

### **C. TERMINATION OF MEMBERSHIP**

No member may be expelled or suspended, and no membership or memberships may be terminated or suspended except when the member fails to meet the qualifications of membership as provided in Article IV Section A of these bylaws.

### **D. VOTING MEMBERS**

One representative from each class, including both seat based and independent study classes, and each of the board members shall be "Voting Members" of the Corporation as described in the Standing Rules.

## **ARTICLE V**

### **MEETINGS OF MEMBERS**

#### **A. REGULAR MEETINGS**

Regular meetings of the members shall be held monthly, while school is in session, at a time and place determined by the Board of Directors. All members are welcome to attend all meetings.

#### **B. SPECIAL MEETINGS**

Special meetings of members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President (hereinafter "President") or by the Board of Directors, and shall be called by the President at the request of not less than Fifty-One percent (51%) of Voting Members of the Corporation.

#### **C. PLACE OF MEETING**

The Board of Directors may designate any place, within the County of Orange, unless otherwise prescribed by statute, as the place of meeting for any regular meeting or for any special meeting.

#### **D. NOTICE OF MEETING**

Written notice stating the place, day and hour of regular meetings and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall unless otherwise prescribed by statute, be delivered not less than 7 days before the date of the meeting, to each member entitled to vote at such meeting. For purposes of written notice, electronic delivery such as email or text shall be deemed acceptable.

## **E. QUORUM**

A majority of the Voting Members of the Corporation, then serving as representative for their class or as a board member and represented in person, shall constitute a quorum at a meeting of members. If less than a majority of the Voting Members are present at a meeting, a majority of the present Voting Members may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

## **F. VOTING**

Except for the election of Board Members as outlined in Article VI Section C and in the Standing Rules, the affirmative vote of two-thirds majority of Voting Members present at a members meeting at which a quorum is present shall be the act of the members of the Corporation. Each member entitled to vote shall be entitled to the number of votes upon each matter submitted to a vote at a meeting of members as described in the Standing Rules.

## **G. PARLIMENTARY PROCEDURE**

Meetings will follow Roberts Rules of Order for parliamentary procedure.

# **ARTICLE VI**

## **BOARD OF DIRECTORS**

### **A. GENERAL POWERS**

The business and affairs of the Corporation shall be managed by its Board of Directors, except as otherwise herein provided.

### **B. NUMBER**

The number of Directors of the Corporation shall be no more than nine, but shall not be less than 3.

### **C. ELECTION**

The Directors of the Corporation to be elected by the Voting Members shall be elected annually by the Voting Members at the regular May meeting of the members as described in the Corporations Standing Rules. If the election of Directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be.

#### **D. VACANCIES**

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the Voting Members. A Director elected to fill a vacancy shall be elected for the unexpired term of her predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by election by the Voting Members for a term of office continuing only until the next election of Directors by the members.

#### **E. REMOVAL**

Any Director may be removed by a 2/3rds vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby.

#### **F. TERM**

The term of office for Board Members shall be two years, with a maximum of one term in the same position, unless the position remains unfilled. Each term begins on July 1 and ends on June 30.

**G. QUALIFICATIONS** A Director must be a member of the Corporation. Additionally, a director must have the ability to attend monthly general meetings of the Parent Cabinet, monthly Board meetings, and a willingness to actively support and promote Parent Cabinet and its activities. Directors must be able to work effectively as a member of a team and to put aside all personal agendas so that the best interests of the school as a whole are put foremost.

#### **H. COMPENSATION**

The Corporation is a volunteer run organization. No Director is entitled to any compensation or reimbursement of expenses for his/her attendance at meetings or payment for services provided in the course of his or her role as a Director of the Corporation.

### **ARTICLE VII**

#### **BOARD MEETINGS**

**A. REGULAR MEETINGS** Regular meetings of the Board of Directors shall be held monthly, while school is in session, at a time and place established by the Board.

## **B. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by or at the request of the President or any 2 Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

## **C. NOTICE**

Notice of any special meeting shall be given at least 3 days previous thereto by written notice delivered personally or by electronic means such as email or text. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **D. QUORUM**

A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

## **E. MANNER OF ACTING**

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

## **F. ACTION WITHOUT A MEETING**

Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Directors.

## **G. PARLIMENTARY PROCEDURE**

Meetings will follow Roberts Rules of Order for parliamentary procedure.

## **ARTICLE VIII**

### **BOARD DIRECTORS AND OFFICERS**

#### **A. BOARD MEMBERS**

The Officers of the Corporation shall be a President, Vice President, Treasurer, and Secretary. The balance of the Board of Directors shall be elected as School Council Representative and four Directors at large as needed and defined in the Standing Rules. Each Director shall be elected by the Voting Members of the Corporation. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of President and Secretary. Any two or more offices may be held by the same person, except for the offices of President and Secretary, which may not be held by the same person.

#### **B. FUNCTIONS OF BOARD MEMBERS**

##### **1. PRESIDENT**

The President shall be the principal executive officer of the Corporation, shall in general supervise and control all of the business and affairs of the Corporation. He or she shall, when present, preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, , contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

##### **2. VICE PRESIDENT**

In the absence of the President or in event of his or her death, inability, or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. .

##### **3. SECRETARY**

The Secretary shall:

- a. Keep the minutes of the proceedings of the members and of the Board of Directors in one or more minute books provided for that purpose;

- b. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c. Be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized;
- d. Keep a list of names and contact information for all voting members of the corporation;
- e. In general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to her by the President or by the Board of Directors.

#### **4. TREASURER**

The Treasurer shall:

- a. Have charge and custody of and be responsible for all funds and securities of the Corporation;
- b. Receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and
- c. In general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

#### **5. SCHOOL COUNCIL REPRESENTATIVE**

The School Council Representative shall:

- a. Join the Journey School Council as a non-voting representative of Parent Cabinet. The School Council Representative shall apply and/or conduct interviews as part of the vetting process as required by the Journey School Council to be added as a member of the Journey School Council.
- b. Attend all School Council meetings and represent the voices of the parents and the Parent Cabinet.
- c. Attend all Parent Cabinet meetings to provide a report out of the items discussed at the School Council meeting.
- d. Provide an avenue for parents to share information with the Journey School Council as needed.



## **ARTICLE IX**

### **INDEMNITY**

The Corporation shall indemnify its Directors and Officers, as follows:

- A. Every Director or Officer, of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of his or her being or having been a Director, officer, , or agent of the Corporation or any settlement thereof, whether or not he or she is a Director, officer, or agent at the time such expenses are incurred, except in such cases wherein the Director, or officer, is adjudged guilty of willful nonfeasance, misfeasance, or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.
- B. The Corporation shall provide to any person who is or was a Director, officer, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, or agent of the Corporation, partnership, joint venture, trust, or enterprise, the indemnity against expenses of suit, litigation, or other proceedings which is specifically permissible under applicable law.
- C. The Board of Directors shall, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of these Bylaws.

## **ARTICLE X**

### **FINANCES**

#### **A. CHECKS**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

## **B. DEPOSITS**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **C. CONTRACTS**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

## **D. LOANS**

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority must be confined to specific instances.

## **E. BUDGET COMMITTEE**

The budget committee shall be made up of the Treasurer, the President and at least one additional Voting Member. The Budget Committee shall present a budget for the upcoming fiscal year for approval to the membership no later than the June general meeting.

# **ARTICLE XI**

## **FISCAL YEAR**

The fiscal year of the Corporation shall begin on July 1st and end on June 30th each year.

# **ARTICLE XII**

## **CORPORATE SEAL**

At the discretion of the Board of Directors, the Corporation may adopt a corporate seal, circular in form, and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words, "Corporate Seal." No seal shall be necessary to make any contract or undertaking valid.

## **ARTICLE XIII**

### **AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds majority vote of Voting Members present and voting at any regular or special meeting of the Corporation's members.

## **ARTICLE XIV**

### **WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any member or Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, or under applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.