

# **BYLAWS of the MILLER CREEK MIDDLE SCHOOL HOME AND SCHOOL CLUB**

## **ARTICLE I – NAME**

The name of the Club is the Miller Creek Middle School Home and School Club. It is otherwise called the Miller Creek School Club. The Club is located in San Rafael, California.

## **ARTICLE II - PURPOSES**

The purposes of the Miller Creek Home and School Club (the "Club") are:

1. To promote open communication and positive school and community relationships that enhance the educational environment of those children attending Miller Creek Middle School (MCMS).
2. To establish and maintain a working relationship between parents, MCMS and the community.
3. To support and promote the best education possible for the students of MCMS.
4. To enhance the quality of education of the students of MCMS by raising funds to provide for teacher supplies, technology, staff appreciation gifts and events, and enrichment programs.
5. To conduct such other actions as the Board may determine will improve the quality of the education of the students of MCMS.

## **ARTICLE III - BASIC POLICIES**

The basic policies of the Club are as follows:

1. The Club shall be noncommercial, nonsectarian, and non-partisan.
2. The name of the Club or the names of any directors or officers of the Club in their official capacities shall not be used to endorse or promote a commercial concern or a partisan interest for any purposes not appropriately related to the promotion of the purposes of the Club. This prohibition shall not prevent the Club from displaying advertising of the Club's sponsors.
3. The Club shall not directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
4. The club may cooperate with other districts, schools, clubs and groups that are concerned with child education and welfare, including the donation of money to such entities upon the approval of the Executive Board of the Club (the Board).

## **ARTICLE IV - MEMBERSHIP AND MEETINGS**

### **SECTION 1. Membership**

The Club shall have one class of members. Membership is automatically conferred to parents or guardians of students attending MCMS and to teachers and staff members of MCMS. Membership shall be limited to one membership per family, regardless of the number of children from that family attending MCMS. In the case of divorced parents, each parent is eligible to be a member.

### **SECTION 2. Membership Voting**

Members are entitled to vote for

- a. the election of officers and directors of the club as set forth in Section 3 below,
- b. the expenditure of certain funds, and the Club's annual operating budget both as described in Article VII. Section 2.
- c. those matters that the Board may determine in the exercise of its discretion should be submitted to vote by members,
- d. amendments to these Bylaws as described in Article X.
- e. such other matters as may be required by these Bylaws or California law.

Each family shall be entitled to one vote per student currently enrolled at Miller Creek Middle School, on those matters submitted to a vote of the members. Only those persons who qualify as members will be entitled to act as officers or directors of the Club or to exercise the rights of members under these Bylaws.

### **SECTION 3. Annual Meeting of the Members**

General Membership meetings occur nine times per year and include the annual meeting. An annual meeting of the members shall be held each year during the month of May at a place, date and time to be designated by the Board. At the annual meeting the new Board and officers of the Club for the succeeding year will be elected and such other business as may be submitted to the vote of the members by the Board shall be conducted. Meetings may be called by the Board upon notice published pursuant to Section 5 below.

### **SECTION 4. Proxies**

Members shall have the right to vote either in person (i.e. orally or by written ballot) or by a written proxy executed by such person and filed with the Secretary of the Club prior to the meeting, provided, however, that no proxy shall be valid after eleven months from the date of its execution. No proxy shall be irrevocable and may be revoked following the procedures given in Section 5613 of the California Nonprofit Public Benefit Club Law.

All proxies shall state the general nature of the matter to be voted on and in the case of a proxy given to vote for the election of directors and officers, shall list those persons who were nominees at the time the notice of the vote for election was given to the members. In any election of directors and officers, any proxy which is marked by a member as "withhold" or otherwise marked in a manner indicating that the authority to vote in the election is withheld shall not be voted either for or against the election of a director or officer.

#### **SECTION 5. Notice of Meeting**

All notices of meetings of the members shall be given by the usual and customary method of distributing the information to students or families, or by first class or electronic mail and shall specify the date, time and location of the meeting and the general nature of the business to be transacted. Notice of meetings of the members shall be given at least seven (7) days prior to the date of the meeting.

#### **SECTION 6. Quorum**

Five members of the general membership and 50% of Executive Board Members shall constitute a quorum for the transaction of business in any meeting of the Club. Unless otherwise required by these Bylaws, the vote of a simple majority of the members shall be sufficient to approve all matters submitted to the members. The vote may be conducted by either a simple show of hands or by written ballot.

### **ARTICLE V - OFFICERS**

#### **SECTION 1. Qualifications of Officers**

Each officer of the Club shall be a current member of the Club and shall have a child enrolled as a student at MCMS.

## **SECTION 2. Officers**

The officers of the Club shall be as follows:

- The President
- The Vice-President
- The Secretary
- The Treasurer
- Parliamentarian
- Diversity, Equity, and Inclusion (DEI) Chair

A single person may hold one or more of the offices set forth above, provided that the same person does not hold the office of President and Treasurer. Two persons may also hold a single office.

Each Officer is entitled to one vote, regardless of whether they share a position with another Officer.

## **SECTION 3. Nominating Committee**

Nomination for officer of the Club shall be made by a nominating committee which shall be appointed by the Board at least one month prior to the annual meeting of the members. The committee shall serve until the completion of the annual meeting. The nominating committee shall be composed solely of members of the Club. Only those persons who are eligible and who have signified their consent to serve if elected shall be nominated for office.

## **SECTION 4. Election of Officers**

The election of the officers shall be held at the annual meeting of the Club as described in Article IV.

## **SECTION 5. Term of Officers**

Officers shall serve for one year or until their successors are elected or appointed by the Board in the event of a resignation of an officer. Officers serving more than one term must be voted on yearly by the club membership. Officers shall assume their duties at the June member meeting.

## **SECTION 6. Vacancy**

A vacancy occurring in any office shall be filled for the unexpired term by a person appointed by the Board. The appointment to fill a vacancy shall require a majority vote of the Board.

## **ARTICLE VI - DUTIES OF OFFICERS**

### **SECTION 1. Duties of the President**

The President Shall:

- a. Coordinate the work of the Board, the officers and the committees of the Club in order that the purposes of the Club may be accomplished.
- b. Preside at all meetings of the members of the Club and of the Board.
- c. Be an *ex officio* member of all committees.
- d. Have the right to expend sums of money as needed, provided that such sum is contemplated by the Club's annual budget. Expenditures not included in the budget must be approved by the Board as described in Article VII.
- e. Insure notices of member meetings are posted.
- f. Act as a liaison to the Miller Creek School District Coordinating Council.
- g. Perform such other duties as may be prescribed in these Bylaws or assigned to her or him by the Board.

### **SECTION 2. Duties of the Vice-President**

The Vice-President shall:

- a. Act as an aide to the president and perform the duties of the president in his or her absence or disability.
- b. Learn the duties and responsibilities of the office of the president.
- c. Will become president the following school year, should the President decline to serve again.
- d. Perform such other duties as may be prescribed in these Bylaws or assigned to her or him by the Board.

### **SECTION 3. Duties of the Secretary**

The Secretary shall:

- a. Keep an accurate record of the proceedings of all meetings of the members of the Club and the Board, and distribute said records as requested.
- b. Be prepared to refer to the minutes of previous meetings.
- c. Keep a current copy of the Bylaws of the Club.
- d. Conduct all necessary correspondence of the Club upon authorization of the president, the Board or committee chairs
- e. Perform such other duties as may be prescribed in these Bylaws or assigned to her or him by the Board.
- f. Chair the nominating committee and conduct the election process.

#### **SECTION 4. Duties of the Treasurer**

The Treasurer shall:

- a. Keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts and disbursements of the Club.
- b. Receive all money for the Club, and deposit them in the name of the Club in a bank approved by the Board.
- c. Receive and retain a copy of the deposit slip for any deposit made.
- d. Pay all bills as provided that such sum is contemplated by the Clubs annual budget.
- e. Keep an accurate record of receipts and disbursements in a ledger or such computer software as allows a permanent record to be kept.
- f. Keep the membership informed of expenditures as they relate to the budget adopted by the Club.
- g. Present a statement of account at every meeting of the Club and the Board and at other times when requested by the Board.
- h. Make an annual financial report to the Club, which may include gross receipts and disbursements for the year, to be presented to the members.
- i. Prepare or have prepared those reports, filings and statements as may be required by the Internal Revenue Service and the California Franchise Tax Board.
- j. Perform such other duties as may be prescribed in these Bylaws or assigned to her or him by the Board.

#### **SECTION 6: Duties Upon End of Office**

Upon the 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 material pertaining to the office and shall return to the treasurer, without delay, all funds belonging to the Club.

## **ARTICLE VII - THE Executive Board**

### **SECTION 1. Board of Directors (Executive Board)**

The Executive Board shall consist of the elected officers and the MCMS Principal. The directors shall be elected by the members at the annual meeting of the members of the Club to be held in May of each year. Each director, other than the school Principal, shall hold an office of the Club as set forth in Article V. The school Principal may not hold any office of the Club.

### **SECTION 2. Authority and Duties of the Executive Board**

The Executive Board:

- a. Shall have the authority to manage the affairs of the Club, and all powers and action of the Club will be exercised by or under the direction of the Board. By way of example, the Board will have authority to manage the affairs, funds and property of the Club. Except as otherwise provided by these Bylaws, the Board may establish and delegate performance of duties and exercise of powers to officers and agents of the Club from time to time.
- b. Shall create committees that it deems necessary to promote the objectives of the Club.
- c. Shall fill all vacancies in club offices as they may exist from time to time.
- d. Shall present at the regular meeting of the members to be held in May of each year, the annual report (including financial statements).
- e. Shall receive a financial report from the treasurer at each meeting.
- f. Shall approve by a 50% vote the budget of the Club for each annual year and shall submit such budget for approval by the members at the regular meeting of the members to be held in September of each year. At such meeting the Board shall also present the goals of the Club to the members.
- g. Shall approve any unbudgeted expenditures of the Club of \$1000 or less. The club members must approve unbudgeted expenditures exceeding \$1000 or 10% of the annual budget.

### **SECTION 3. Meetings of the Executive Board**

- a. Board Meeting. The Executive Board shall conduct regular monthly meetings during the school year. The President may invite persons who are members or non-members of the Club to attend The Executive Board meeting if the President determines it is in the best interest of the Club to do so.
- b. Special Meetings. Special meetings of the Executive Board may be called by the President and shall be called upon the written request of any two directors.
- c. Quorum. A majority of the directors will constitute a quorum for the transaction of business by the Executive Board. Every act or decision made by the majority of the directors present at a meeting duly held at which a quorum is present is the act of the Executive Board, unless California law or these Bylaws require a greater number.
- d. Notice. Regular meetings of the Executive Board may be held without notice if the time and place of such meetings are fixed by these Bylaws or by resolution of the Executive Board or by the usual and customary method of distributing information to students and families. Notice of any special meetings of the Executive Board must be given to each director at least five days in advance if delivered by mail or three days in advance if delivered personally or by telephone, facsimile, electronic mail or other electronic means. The business to be transacted at the meeting will be specified in the notice of meeting.
- e. Action by the Executive Board without Meeting. Any action permitted to be taken by the Executive Board may be taken without a meeting if all directors consent in writing to such action. E-mail is acceptable as a written form of communication.

#### **SECTION 4. Number of Directors**

The Executive Board shall consist of at least 5 persons who shall serve for an annual term or until their successors are appointed or elected.

#### **SECTION 5. Removal of Directors**

Any director may be removed "for cause" by a vote of 2/3 of the directors of the Executive Board or by a vote of a majority of the members of the Club. "For cause" shall mean, among other things, that a director shall have missed three consecutive meetings of the Board or fails to support the mission of the Club.

### **ARTICLE VIII – COMMITTEES**

#### **SECTION 1. Creation of Committees**



The Board may create those committees that it deems necessary to carry out the work of the Club.

## **SECTION 2. Committee Chairs**

The Executive Board shall appoint the Chairs of the committees. The Executive Board will establish the terms of office of the committee chairs.

## **SECTION 3. Board Approval of Committees**

The committee chairs shall present detailed proposals that describe the manner in which the committee intends to accomplish the purpose for which the Board appointed the committee. The Board shall review and approve the proposal before the committee is authorized to conduct any actions on behalf of the Club. As a condition to approving the proposal, the Board may require that the committee provide regular reports to the Board as to the status of its activities. No member of a committee shall have any authority to sign any agreement or otherwise contractually bind the Club in any way.

## **SECTION 4. Committee Record**

Each committee chair shall keep written records of all receipts and disbursements of the committee.

## **SECTION 5. Duties Upon Expiration of Committee**

Upon the expiration of the term of a committee chair or in case of resignation or termination, each committee chair shall turn over to the president or treasurer, without delay, all Club funds, records, books, records of receipts and disbursements, and other material belonging to the Club.

## **ARTICLE IX – FINANCE**

- a. The Budget year shall be concurrent with the membership year, July 1 to June 30. On June 30, all money allocated but not expended shall revert to the general fund with the exception of money authorized for normal operating expenses.
- b. The Club shall raise funds as necessary to carry out its objectives, with all such money to be deposited in a general fund.
- c. A budget of proposed expenditures, including estimated normal operating

expenses, shall be submitted in writing by the Executive Board to the general membership, and shall be approved as amended at a general meeting by a simple majority of members present. In preparing a budget, the Executive Board shall request recommendations from administrators, teachers, committees and parents.

- d. Any amendments to or deviations from the budget over \$1000 must be approved at a general membership meeting.
- e. Upon the dissolution of this Club, after paying or adequately providing for the debts and obligations of the Club, the remaining assets shall be distributed to a non-profit fund which has established its tax exempt status under Section 501 c(3) of the Internal Revenue Service Code.

## **ARTICLE X – AMENDMENTS**

Subject to any provisions of California law applicable to the amendment of these Bylaws, these Bylaws may be altered, amended or repealed and new Bylaws adopted at any regular meeting of the members by a two-thirds approval of those members present, provided that a quorum was met and further provided that notice (by publication in a newsletter, flyer, email or otherwise) of such amendment at least ten days prior to such meeting was given to the members.

## **ARTICLE XI - LIABILITY & INDEMNITY**

### **SECTION 1. No Personal Liability**

No officer or director of the Club will be personally liable for the debts, liabilities or obligations of the Club.

### **SECTION 2. Covered Persons Not Liable**

No officer, director or agent of the Club (collectively, the "Covered Persons") will be liable to the Club or any other person who has an interest in or claim against the Club for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such Covered Person in good faith on behalf of the Club and in a manner reasonably believed to be within the scope of the authority conferred on such Covered Person by these Bylaws, the Club's Articles of Incorporation, or applicable law.

### **SECTION 3. Indemnity**

To the fullest extent permitted by law, this Club shall indemnify its directors, officers and other persons described in California Clubs Code Section 5238(a), including persons formerly occupying any such positions, 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 Club, 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 that section of the California Corporation Code.

#### **SECTION 4. Insurance**

The Club has the right to purchase and maintain insurance to the full extent permitted. bylaws on behalf of its officers, directors, and other agents, to cover any liability asserted against or incurred by any officer, director and agent in such capacity or arising from the officer's, director's, or agent's status as such.