

AMENDED AND RESTATED BYLAWS OF

SEQUOIA PARENTS' CLUB, INC.

A California Nonprofit Public Benefit Corporation

4/13/23

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**AMENDED AND RESTATED BYLAWS OF
THE SEQUOIA PARENTS' CLUB
A California Nonprofit Public Benefit Corporation**

ARTICLE I. NAME

The name of this corporation is the Sequoia Parents' Club, Inc.

ARTICLE II. OBJECT

This club is established as a service organization to provide services to the school community, to conduct activities to foster community spirit, involvement and awareness, and to raise funds solely for the purpose of supporting school goals and programs.

Notwithstanding anything else-in-the Bylaws to the contrary, this corporation is organized exclusively for charitable and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service Code of 1954 or the corresponding provision of any future United States internal revenue law. This corporation shall not, except to an insubstantial degree, engage in any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Service Code of 1954 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

ARTICLE III. MEMBERSHIP AND DUES

The corporation shall have one class of members consisting of parents of children attending Sequoia Elementary School, or any other persons dedicated to the purposes of this corporation who have been approved for membership by the board of directors of the corporation (hereafter referred to as the "board"). Memberships are one (1) per family.

ARTICLE IV. OFFICERS

Section 1. The officers shall be: President, First-Vice President, Second Vice President, First Secretary, Second Secretary, and Treasurer. These officers shall constitute the Executive Committee.

Section 2. Nomination for officers shall be made by the board at the March board meeting. Nominations may also be made from the floor by any interested party at the April board meeting. The consent of each candidate must be obtained before his or her name is placed in nomination.

Section 3. The officers shall be elected by the board, during the final board meeting of the school year to serve for a one (1) year term. Officers may be re-elected for up to four (4) consecutive terms without approval by the board. The term of office will be from the end of the school term to the end of the next school term.

Section 4. Installation of officers shall take place at the final board meeting of the school year.

Section 5. The Board of Directors shall be composed of the officers elected by the membership, and up to fifteen (15) persons appointed by the Executive Committee. The immediate Past President may serve as a board member ex officio, with board approval. The Board shall serve for a one-year term, from the end of the school term to the end of the next school term.

Section 6. In the case of a vacancy on the Board or on the Executive Committee occurring during the club year, the Executive Committee shall appoint a member to fill the post, except the Presidency, in which case the First Vice-President automatically becomes the President and a new First Vice-President is appointed.

Section 7. No member of the Board of Trustees of the Rincon Valley School District may hold office on the board of the Executive Committee.

Section 8. An officer may be removed with or without cause by a majority of the members present at a meeting of the members duly called and held. Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 9. No officer may hold more than one (1) elected office at a time.

ARTICLE V. DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Board, Executive Committee and membership, shall exercise general supervision over the affairs and activities of the club and shall serve as a member ex officio on all standing committees and special events committees. If the President desires to participate in debate, she or he may turn the chair over to one of the Vice-Presidents or other such officer as she or he may select. The immediate past President may serve as a member of the board, ex officio, in the year following his or her term with board approval.

Section 2. The First Vice-President shall assume all duties of the President in the latter's absence. The First Vice-President shall provide administrative support for committees assigned by the President.

Section 3. The Second Vice-President shall serve as Teacher Liaison. The Second Vice-President shall provide administrative support for committees assigned by the President.

Section 4. The First Secretary shall keep the minutes of every board meeting, which minutes shall be an accurate record of all business transacted. The First Secretary, in conjunction with the Second Secretary, shall maintain a file which includes a current copy of the bylaws, the rules adopted by the Board and copies of memorandums and all other records required by law or maintained at the Board's request.

Section 5. The Second Secretary shall be responsible for all public communications of the club, maintain the club website, and update all social media platforms on which the club is engaged. Club communications shall serve the club's mission and shall be consistent with the Club's values.

Section 6. The Treasurer shall receive all club funds and pay out funds as authorized by the approved budget or the board. She or he shall keep an accurate record of receipts and disbursements and submit a monthly financial report. She or he shall maintain a checking account and any other accounts required. Each Executive Committee member shall have alternate signature authority with two (2) signatures required on all checks. The Treasurer shall also ensure that all tax returns, forms or reports required by State or Federal governments are duly and timely filed.

Section 7. Upon 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 materials pertaining to the office and shall return to the Treasurer, without delay, all funds belonging to the corporation.

Section 7. Officers are required to become familiar with and uphold the Bylaws of the Sequoia Parents' Club, the Standing Rules of the Sequoia Parents' Club, and the provisions of any Insurance policies purchased by the corporation.

ARTICLE VI. COMMITTEES

Section 1. The Executive Committee shall consist of the President, the Vice Presidents, the Secretaries and the Treasurer of the corporation. The Executive Committee shall have the authority to:

- establish meeting dates, times, places and agendas
- present recommendations to the board
- establish budget to be approved by the board
- authorize unbudgeted expenses without board approval for no more than a limit to be determined by the board in advance
- appoint committee chairpersons
- act on behalf of the board to settle timely business between meetings when convening a Board meeting is impossible or impracticable.

The Executive Committee may not:

- (a) Amend or repeal bylaws or adopt new bylaws;
- (b) Take any financial action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (c) Amend or repeal any board resolution that, by its express terms, is not so amendable or repealable.

Section 2. There shall be such committees created by the Executive Committee as may be required to carry on the work of the club. Chairpersons shall be appointed by the President.

Section 3. Committee chairpersons shall be required to follow policies and procedures pertinent to their position as described in the Standing Rules of the Sequoia Parents' Club.

Section 4. In May of each year, an Audit Committee shall be selected by the Executive Committee. This Audit Committee shall consist of at least one qualified professional. The Treasurer may not serve on the Audit Committee. The Audit Committee shall submit a written report at the first board meeting in the Fall of that year.

Section 5. All other standing committees for each school year shall be established by the second board meeting of the school year, or as soon thereafter as is reasonably practicable.

ARTICLE VII. MEETINGS OF THE BOARD

Section 1. Regular Meetings. The board will meet monthly at a time to be designated by the Executive Committee. Regular meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting, or if not so designated, at the principal office of the corporation.

Section 2. Special Meetings. Special meetings of the board for any purpose may be called at any time by the president or any vice president or the secretary or by any two directors. A minimum of twenty-four (24) hours advance notice of the time and place of special meetings shall be given to each director by either: (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate that notice promptly to the director, or (d) email. All such notices shall be given or sent to the director's physical address, email address, or telephone number as shown on the records of the corporation. Notices sent by first-class mail, postage prepaid, shall be deemed delivered two (2) business days after deposited.

Section 3. Quorum. One half (1/2) of the board membership shall constitute a quorum for the transaction of business. For the purpose of settling timely business between meetings, a quorum may be made up of the Executive Committee.

Section 4. Proxy. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, board members may not vote by proxy.

ARTICLE VIII. MEETINGS OF THE MEMBERS

Section 1. Regular Meetings. Meetings of the members shall be held at any place within or outside California that has been designated by the board or by written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meeting shall be held at the corporation's principal office.

Section 2. Annual Meeting. An annual meeting of members shall be held each year within the first month of the new school year, at a time and date to be specified by the board. Members shall be given notice of the time and date of the meeting.

Section 3. Special Meetings of Members. A special meeting of the members for any lawful purpose may be called at any time by the board or by the president, or by five (5) percent or more of the members. A special meeting shall be called by written request, specifying the general nature of the business proposed to be transacted and submitted to the president, vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the executive committee, provided, however, that the meeting date shall be at least 15 but no more than 90 days after receipt of the request. No business, other than the business the general nature of which was set forth in the notice of the special meeting, may be transacted at the special meeting.

Section 4. Quorum. Twenty five percent (25%) of the voting power present in person or by proxy shall constitute a quorum for the transaction of business.

Section 5. Voting. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall be in good standing as of the record date determined by the board. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the board shall, in advance, fix a record date. The record date so fixed shall not be more than sixty (60) nor less than ten (10) days before that action.

ARTICLE IX. RULES OF ORDER

Section 1. The rules contained in Robert's Rules of Order, Newly Revised shall govern this club in all cases in which they are applicable and not inconsistent with these bylaws.

Section 2. The board may establish rules for the corporation to formalize policies and procedures not part of these bylaws. The rules shall be consistent with these bylaws and may be amended or modified by a majority vote at any board meeting.

Section 3. The board may adopt, from time to time, such rules and procedures as are consistent with these Bylaws and necessary to carry out the intended purposes of the corporation.

ARTICLE X. AMENDMENTS

These Bylaws may be amended at any board meeting by a two-thirds (2/3) vote of the board, provided the proposed amendment has been submitted in writing at a previous board meeting. No such amendment shall materially and adversely affect the rights of members as to voting, extend the term of a director beyond that for which the director was elected, nor change the number of board members beyond the range specified in these Bylaws.

These Bylaws may also be amended by the vote of a majority of the members present, in person or by proxy, at any membership meeting which was duly noticed and at which a quorum of the members are present.

ARTICLE XI. INDEMNIFICATION

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying 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 the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

ARTICLE XII. INSURANCE

The corporation shall purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status of same.

ARTICLE XIII. BUDGET

Following the annual elections, the newly elected Executive Committee will establish a tentative budget to be adopted by the Board with appropriate changes at the first board meeting of the school year.

ARTICLE XIV. ANNUAL REPORT

The board shall cause an annual report to be sent to the members and directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (1) The assets and liabilities, including the trust funds, if any, of the corporation as of the end of the fiscal year.
- (2) The principal changes in assets and liabilities, including trust funds.
- (3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- (4) The expenses or disbursements of the corporation for both general and restricted purposes.
- (5) Any other information required by law.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished to all directors and to any member who requests it in writing.

ARTICLE XV. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws.

ARTICLE XVI. INSPECTION

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its committees. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

These Bylaws shall become effective upon execution.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Sequoia Parents' Club, Inc. a California nonprofit public benefit corporation; that the above bylaws, consisting of 9 pages, are the bylaws of this corporation as adopted by the board of directors on _____, 2023, and that they have not been amended or modified since that date.

Executed on _____, 2023 at Santa Rosa, California.

Secretary