

BYLAWS OF
Schallenger Home and School Association
A CALIFORNIA NONPROFIT PUBLIC BENEFIT
ASSOCIATION

ARTICLE 1
Offices

The office of the Schallenger Home and School Association (referenced in these Bylaws as SHSA) shall be located at 1280 Koch Lane, San Jose, California 95125.

ARTICLE 2
Purpose

The purpose of SHSA is to support and enhance the educational enrichment programs and educational environment at Schallenger Elementary School in the San Jose Unified School District, to foster and promote parent and community involvement in achieving this goal, and to encourage a close relationship between home and school.

SHSA will conduct fundraising activities, participate in school events, and organize social events for the school community; Further SHSA will support the school staff by providing enrichment programs that offer a nurturing environment where teachers and staff use effective instructional strategies to teach students the skills necessary to communicate effectively, problem solve, explore, and create while becoming self-assured productive, responsible, lifelong learners who will succeed in an ever-changing world.

ARTICLE 3
Membership

Section 1: Qualification

Any parent or legal guardian of a student currently attending Schallenger Elementary School qualifies to be a member of SHSA. The term of the membership shall remain in effect until the member no longer has a child attending the school, or they willfully opt out of the membership database.

Section 2: Dues and Assessments

Subject to membership approval, the Board may assess dues as needed or seen fit for SHSA. At this time, SHSA does not require dues.

Section 3: Membership

In order to become a member of SHSA, a qualified parent or guardian must register via our email database or written record through the SHSA volunteer interest form. SHSA shall maintain a confidential membership database containing the names and email contact information of all members. In the case where a member no longer has a child attending the school, the Vice President of Communications shall remove the member from the SHSA database. Members will have the option to automatically register and remove their name from the database by opting out of the emails or submitting written notice to the VP of Communications.

The records of the names, contact information, and any financial information of the members of SHSA shall constitute the membership list of SHSA and shall not be used, in whole or in part, by any person for any purpose not reasonably related to the purposes of SHSA as set forth in Article 2. While one is a member of SHSA, the following non-disclosure agreement applies: All confidential information (including, but not limited to name, contact information, and financial information) will not be communicated to parties outside of SHSA and Schallenberger Elementary school. SHSA board members are bound to confidentiality in respect to our membership.

Section 4: Nonliability of members

No member shall be personally liable for the debts, liabilities, or obligations of SHSA.

Section 5: Non-Transferability of Membership

No member shall transfer his or her membership or any rights arising therefrom. All rights of membership cease upon the member's term expiring due to a child no longer being at the school or opting out of the membership via online or written notification to the VP of Communication.

Section 6: Member Powers

Members of SHSA will vote to elect SHSA Board members. Members will vote on the the annual expense budget proposed by the Board, disbursement of funds that exceed the annual budget above \$5000, and establishment of dues or other fees.

Section 7: Member Voting Rights

For a member to have voting rights at the budget/nominating SHSA school meeting held in May of every year, the said members must attend a minimum of three (3) SHSA school meetings prior to the May meeting to vote. Each qualified voting member is entitled to one vote on each matter submitted to a vote by the Board. Voting at duly held meetings shall be by voice vote for the budget whereby members must be present to submit a vote. Election of Board Members, however, shall be by ballot and members entitled to vote shall be permitted to vote or act by proxy. Both votes do not have to be unanimous to pass.

ARTICLE 4

Directors

Section 1: Number

SHSA shall have no less than six (6) and no more than eleven (11) Board Members and collectively they shall be known as the "Board of Directors." The exact number will be determined by the number of officers, as each Director will serve as an officer. The officer positions will include as a minimum: President, Vice President of Communications, Vice President of Membership, Vice President of Fundraising, Secretary, and Treasurer. These positions may include a Co-Fundraising or a Co-Membership as determined by the Nominating Committee and a vote of the members at the regular May SHSA school meeting. The minimum and maximum number of directors may be changed as provided in Article 12.

Section 2: Election and Removal

The Board ballot shall be nominated by the Nominating Committee and shall be elected by a vote of

the members at the regular May SHSA school meeting. All qualified parents or legal guardians who are current SHSA members are eligible for election to the Board if they have met the membership criteria as outlined in these Bylaws, and the job description outline.

Removal of a Board member from office may be effected by a $\frac{2}{3}$ majority vote of the entire Board at any regular or special meeting, and without assigning cause, when such action is, in the judgment of the majority of $\frac{2}{3}$ of the said Board, to be in the best interests of SHSA.

Any Director may resign effective immediately upon giving written notice to the President, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if SHSA would then be left without a duly elected Director or Directors in charge of its affairs. In the event this occurs, the remaining Directors must call an emergency meeting with the membership to determine next steps.

Vacancies on the Board may be filled by the approval of the members. The members may elect a Director at any time to fill any vacancy. Additionally, the Board holds the right to appoint a Director to the Board to fill the immediate needs, and set this appointment to a vote at the next scheduled school meeting.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until removal from office.

Section 3: Term of Office

The term of office shall be for a minimum of two (2) years and may be renewed. Each Director shall hold office until the end of the fiscal year, and/or until his or her successor is elected. There are no term limits.

Section 4: Appointments and Elections

The Directors of this organization shall be elected annually at the last SHSA school meeting of each school year. The elected officers are: President, Treasurer, Secretary, Vice President of Communications, Vice President of Fundraising, and Vice President of Membership.

The appointed positions of SHSA shall be made by the members of the Nominating Committee. The President (who will act as the Nominating Committee chair), with the approval of the Board, shall appoint the Nominating Committee. The Nominating Committee shall consist of at least five (5) members. At least two (2) members are to be Directors of the organization. At least two (2) members are to be appointed from the membership at large. The school principal shall also be a member of the Nominating Committee, and he/she will appoint one teacher to serve on the committee. The Nominating Committee shall be formed at least two (2) months prior to the election of officers (end of March).

Per the Amended Section 4 of July 2017, of the SHSA Bylaws, the Nominating Committee shall recommend one (1) or more candidates for each office and shall report such nominations one (1) month prior to the May vote. Any members interested in being nominated for office will submit a written statement with the following:

- a) Position sought
- b) Background profile of applicant
- c) Positive/Negative feedback on SHSA's current practices, as well as a description of what the applicant will contribute to the office

Additional nominations may be made by petition to the Nominating Committee Chairperson up to ten (10) days before the election. A petition shall contain two (2) signatures from current SHSA members.

Election of officers selected by the Nominating Committee shall be held by ballot at the SHSA school meeting in May. If there is only one (1) candidate for any office, the ballot for that office may be dispensed and the election held by voice.

Officers shall be installed and assume the duties of their respective offices after the last SHSA meeting of the Board during the school year, and a formal transition meeting will occur in June.

In the event of the resignation of the President, the Vice President of Communications shall assume the duties of the President for the remainder of the term, and a new Vice President of Communications shall be appointed by the President with the approval of the Board.

Individuals may hold up to two (2) positions on the Board. Exceptions to this are the President, may not hold additional positions; the Treasurer may not hold any other positions involving the collection or expenditure of funds. An individual holding two such offices will be limited to one (1) vote. With the exception of the office of the President, Treasurer, Secretary, and Vice President of Communications, two individuals may share an office and/or chairmanship. In such cases, they together shall share one (1) vote.

Section 5: Powers

All enrichment program contract negotiations shall be exercised by or under the direction of the Board of Directors.

New programming voted on by the membership will be executed by the Board.

Approval to disburse non-budgeted funds up to \$5000 must be approved by a majority of Directors.

All checks shall require the signatures of two Board members, excluding the President and Treasurer.

Section 6: Duties

It shall be the duty of the Directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of SHSA and these Bylaws, and the job description;
- b) Accept and remove any members of SHSA (removal of a member would be voted on by $\frac{2}{3}$ of the Board if the member was not working with good intent in the best interest of SHSA);
- c) Supervise all committee chairpersons of SHSA to assure their duties are performed properly, and are in the best interest of SHSA and the parent community.
- d) Meet at such times and places as required by these Bylaws. A Director who is absent from three monthly SHSA school meetings in a row may be removed from office at the discretion of $\frac{2}{3}$ of the remaining Board members.

Section 7: Compensation

Directors shall serve without compensation for their services as Directors, however, Directors may be reimbursed for any expenses actually incurred in connection with the performance of their duties as Directors.

Section 8: Restriction Regarding Interested Directors

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- a) Any person currently being compensated by SHSA for services rendered within the previous twelve (12) months, whether as a full- or part-time officer or other employee, or independent contractor; or
- b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any current board member; or
- c) The above restrictions apply to co-chairs of a position as well (they cannot be interested persons sharing a Director role).

ARTICLE 5 **Duties of Directors**

Section 1: Duties of President

The role of the President shall be the Chief Executive Officer of SHSA and shall, subject to the control of the Board of Directors, supervise and control the affairs of SHSA and the activities of the officers. He or she shall perform all duties incident to his or her office, and such other duties as may be required by law, by the Articles and Bylaws of SHSA, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors. The President shall preside at all meetings at the school. Candidates for the office of SHSA President must have served on the Board of Directors in a leadership capacity the previous year in order to be eligible for the candidacy. In the event no such candidate is available to serve as SHSA President, then the nominating committee will select a member who has held a chair for position for more than a year. In the event, no such candidate is available, the nominating committee will select a member with more than 40 hours volunteering during the previous school year.

Section 2: Duties of Vice President of Communications

The role of the Vice President of Communications is to increase participation in SHSA activities and to build a sense of community with SHSA, school staff and faculty, and students. Information about upcoming programs and fundraising events will be distributed frequently in a consistent manner to ensure maximum awareness and support of SHSA's enrichment programs and outreach. Methods of communication include, but are not limited to, the SHSA website (www.shsa.info), social media, emails to SHSA subscribers, flyers and posters, and the Schallenberger "Owl Talk" e-newsletter.

The Vice President of Communications shall have other powers and perform such other duties as may be prescribed by law, by the Articles of SHSA and these Bylaws, or as may be prescribed by the Board of Directors.

In the absence of the President, or in the event of his or her inability act, the Vice President of Communications shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions of the President.

Section 3: Duties of Vice President of Fundraising

The role of the Vice President of Fundraising is to set a fundraising goal, and to develop a strategy for achieving said goal. Among the duties of the Vice President of Fundraising are to ensure prospect research occurs to identify how much money might be raised from different types of resources, identify specific, potential sources of funds from a diverse mix of resources, develop an action plan with the Board prior to the start of the school year that outlines the fundraising activities for the year. This position will work closely with the Treasurer and the Vice President of Communications to monitor progress to ensure we are on track for our fundraising goal.

Section 4: Duties of Vice President of Membership

The role of the Vice President of Membership is to grow the membership database, improve relations with existing members, and secure member commitment for key volunteer roles. Among the duties of the Vice President of Membership are contacting prospective members by phone or email to invite them to join SHSA, contact all new active members personally by phone or email to welcome them to SHSA and invite them to the next meeting, respond to disgruntled members' calls and solicit feedback for improvement, contact, greet and introduce new members and prospective members at all venues, host or support hosting a membership open house/meeting for prospective members, support member and non-member focus/support groups, develop and review (with the support of the Vice President of Communications) satisfaction surveys, and determine and implement new ways to increase member satisfaction, contact lapsed members, and identify new members.

Section 5: Duties of Secretary

The role of the Secretary shall record and shall keep, at the principal office or such place as the Board may order, a record of minutes and actions taken at all meetings of the Board and at all SHSA school meetings, all notices given of such meetings, and the names of those present at all meetings.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of SHSA or these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 6: Duties of Treasurer

The role of the Treasurer will be responsible for tracking all funds, developing a budget, providing needed financial documents to the membership and any parties that may request this information (subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds"). This position will receive, and give receipt for, monies due and payable to SHSA from any source whatsoever, disburse the funds of SHSA as may be directed by the Board of Directors, taking proper vouchers for such disbursements, and keep and maintain adequate and correct accounts of SHSA's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of SHSA and these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors. In order to qualify for the nominating committee, one must have at least 2 years of experience with QuickBooks. If said person is not available, the nominating committee will select an individual with a finance or accounting background.

ARTICLE 6

Committees

The Board may create standing or special committees for any purpose and delegate to such committees any of the powers or authorities of the Board. The committees shall consult with, advise, and assist the Board in determining and meeting the needs of SHSA. Such committees shall at all times be subject to the control of the Board. Except as otherwise provided in these Bylaws, the Chairperson and members of each standing committee and special committee shall be selected by the President, with the approval of the Board, and may be removed by a $\frac{2}{3}$ majority vote of the Directors then in office.

ARTICLE 7

Meetings

Section 1: Time and Place of Meetings

School meetings shall be held at Schallenberger Elementary School located at 1280 Koch Lane, San Jose, California unless otherwise determined by the Board. No fewer than six (6) annual meetings shall be held. The exact time and month shall be determined by the Board.

Election of the incoming Board members shall be held at the regular May SHSA school meeting.

Special meetings at the school may be called by the President or by any two Directors.

Section 2: Notice of Meetings

Meeting dates, times, and locations shall be announced to all members through email, social media, website, or flyer sent to all Schallenberger Elementary School parents at the beginning of the school year, and reminder notices shall be sent through the same means and posted on SHSA website (www.shsa.info) and Facebook page (www.facebook.com/SchallenbergerElementary). Notice through an email sent to the member's recorded email address constitutes written notice.

Annual May Meeting: Written notice shall be given no less than thirty (30) days prior to said meeting. Notice of the annual May SHSA school meeting shall include notice of the elections to be held.

Regular Meetings: Written notice shall be given no less than fourteen (14) days prior to such meeting. Website postings constitute notice.

Special Meetings: Special meetings of the Board for any purpose or purposes may be called at any time by the President or by at least two Directors then in office. Written notice shall be given no less than seven (7) days prior to such meeting, unless the urgency constitutes an emergency meeting, in which case, notice will be rendered at the moment the meeting is decided.

Board Meetings: Meetings of the Board of Directors may be held without notice.

Action Without Meetings: Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall consent in writing to such action and the action is filed with the minutes of the proceedings of the Board.

Section 3: Quorum and Voting

A quorum shall consist of at least four (4) Board members. A vote requires approval of a majority of members and Directors present.

Voting at duly held meetings shall be by voice vote. Election of the Board, however, shall be by ballot. Members entitled to vote shall be permitted to vote or act by proxy, however only the election of the Board must be announced in advance of the meeting. Other matters may be brought before the members for a vote without advance notice. In order to act by proxy the member must notify the Secretary or President of his or her vote, in writing, at any time prior to the vote. The President is not at will to make a motion, second a motion, or vote. In the event of a tie, the President will be the deciding vote out of necessity.

Except as otherwise provided in these Bylaws or in the Articles of SHSA, or by law, no business shall be considered by the Board at any meeting at which a quorum, as previously defined, is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 4: Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President, or, if no such person has been so designated or in his or her absence, by a Vice President of SHSA or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting.

Meetings at the school shall be presided over by the President of SHSA. The Secretary of SHSA shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Any dispute with respect to the procedure to be followed at a meeting of the Board or at the school shall be determined in accordance with Robert's Rules of Order.

ARTICLE 8

Fiscal Year

The fiscal or business year of SHSA shall begin on the first day of July and shall end on the last day of June of each year.

ARTICLE 9

Non-Liability, Indemnification, and Insurance

Section 1: Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of SHSA.

Section 2: Indemnification

To the extent that a person who is, or was, a Director, officer, employee or other agent of SHSA has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of SHSA, or has been successful in defense of any claim, issue or matter; therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then

indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by SHSA but only to the extent allowed by, and in accordance with the requirements of Section 5238 of the California Nonprofit Public Benefit Association Law.

Section 3: Insurance

The Board of Directors has authority to authorize the purchase and maintenance of insurance on behalf of any agent of the SHSA Board. Insurance protects against any liability, other than for violating provisions of law.

ARTICLE 10

Execution of Instruments, Deposits and Funds

Section 1: Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent of SHSA to enter into any contract or execute and deliver any instrument in the name of and on behalf of SHSA, and such authority may be general or confined to specific instances. Unless so authorized, no member shall have any power or authority to bind SHSA by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount unless it has been approved by the Board (Example: Committee chairs may approve expenses for school fundraising events with the pre-approval of the Board).

Section 2: Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of SHSA shall be signed by any two officers, excluding the President and Treasurer.

Section 3: Deposits

All funds of SHSA shall be deposited from time to time to the credit of SHSA in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4: Gifts

The Board of Directors may accept on behalf of SHSA any contribution, gift, bequest, or device for the charitable or public purposes of this SHSA.

ARTICLE 11

Corporate Records and Reports

Section 1: Maintenance of Corporate Records

SHSA shall keep at its principal office in the State of California for seven years:

- a) Minutes of all meetings of Directors, committees of the Board and, if SHSA has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and

- c) A copy of Articles of SHSA and Bylaws as amended to date, which shall be open to inspection by the members, if any, at all reasonable times during office hours.

Section 2: Inspection of Articles and Bylaws

SHSA shall keep at its office the original or a copy of its Articles of SHSA and Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open for viewing at www.shsa.info.

Section 3: Annual Report

The Board of Directors shall cause an annual budget report to be furnished not later than one hundred and twenty (120) days after the close of SHSA's fiscal year to all Directors of SHSA and to any member who requests it in writing, the report shall contain the following information in appropriate detail:

- a) The assets and liabilities, including the trust funds, of SHSA as of the end of the fiscal year;
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c) The revenue or receipts of SHSA, both unrestricted and restricted to particular purposes, for the fiscal year;
- d) The expenses or disbursements of SHSA, for both general and restricted purposes, during the fiscal year; and
- e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of SHSA that such statements were prepared without audit from the books and records of SHSA. This report will be published on the SHSA website for the membership to view.

ARTICLE 12

Amendment of Bylaws

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit associations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted.

Any altering, amending, or repealing of the Bylaws must be recognized by $\frac{2}{3}$ vote of the Board of Directors and must be approved by a majority vote of the membership at the annual meeting or specially called meeting of the membership.

ARTICLE 13

Amendment of Articles

Section 1: Amendment of Articles

Amendment of the Articles of SHSA may be adopted by the approval of the Board of Directors.

ARTICLE 14

Prohibition Against Sharing Corporate Profits and Assets

No member, Director, officer, volunteer, or other person connected with SHSA, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of SHSA, provided, however, that this provision shall not prevent payment to any such person of

reasonable compensation for services performed for SHSA in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of SHSA. All members, if any, of SHSA shall be deemed to have expressly consented and agreed on such dissolution or winding up of the affairs of SHSA, whether voluntarily or involuntarily, the assets of SHSA, after all debts have been satisfied, shall be distributed as required by the Articles of SHSA and not otherwise.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the Directors in the Articles of SHSA, a California nonprofit association, and pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 12 pages, as the Bylaws of this SHSA.

Signatures from original version of Bylaws: 2006

Signatures from 2017 amendment of the Bylaws:

Dated _____

Tayesa Knight, Director

Beth Makosey, Director

Rob Negrete, Director

Linda Barlow, Director

Sheri Ryan, Director

Mel Flynn, Director

Amy Missey, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporate named in the title thereto, and that such Bylaws were duly adopted by the Board of Directors of said SHSA on the date set forth below.

Dated _____

Amy Missey, Secretary

VERSION INFORMATION:

- ✓ Bylaws originally adopted on January 21, 2003.
- ✓ First revision was adopted on March 13, 2006.
- ✓ Second revision was adopted on August 22, 2017.