

Bylaws of
Castaic Middle School Parent Advisory Committee
A California Nonprofit Public Benefit Corporation

Article I – Name

The name of the corporation shall be the Castaic Middle School Parent Advisory Committee.

Article II – Purpose

The corporation is organized for the purpose of supporting the education of children at Castaic Middle School by fostering relationships among the school, parents, and teachers.

Article III – Members

Section 1. The Corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law. Membership eligibility requires a parent or legal guardian of currently enrolled student or following year incoming student, current staff and administration. Each member of the association shall pay or donate annual dues of \$5.00 (five dollars) per member to the association.

Section 2. Non-Voting Members

The Board may adopt policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the Corporation. Such associate or other members are not “members” of the Corporation as defined in section 5056 of the California Nonprofit Corporation Law.

Article IV – Officers and Elections

Section 1. Officers. The officers (also known as “Directors”) shall be a president, vice president, secretary, and treasurer.

a. President shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

b. Vice President. The vice president shall assist the president and carry out the president’s duties in his or her absence or inability to serve.

c. Secretary. The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

d. Treasurer. The treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the executive board. He or she will present a financial statement at every meeting and at other times of the year when requested by the executive board, and make a full report at the end of the year.

Section 2. Nominations and Elections.

Elections will be held at the May meeting of the school year. Nominating committee shall be formed at the March meeting. No member shall serve on the nomination committee for (2) consecutive years. The nominating committee shall select a candidate for each office and present the slate at the April meeting. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken. Effective the day after the elections, the new board and the out-going board will serve concurrently until June 30th of that year.

Section 3. Eligibility.

Members are eligible for office if they are members in at least 14 calendar days before the nominating committee presents its slate.

Section 4. Terms of Office.

Directors shall be elected at each annual meeting of the Board for 1-year terms. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. By resolution, the Board may arrange for terms to be staggered.

Section 5. Vacancies.

If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled meeting, a new vice president will be elected.

Section 6. Removal From Office.

Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Section 7. Non-Liability of Directors

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

Article V – Meetings

Section 1. Regular Meetings.

Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of election of Directors, appointment of Officers, review and approval of the corporate budget and transaction of other business. This meeting is sometimes referred to in these Bylaws as the “annual meeting.” Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

Section 2. Special Meetings.

Special meetings of the Board for any purpose may be called at any time by the President, or the Vice President (if any), the Secretary, or any two Directors.

Section 3. Quorum.

A majority 50% of Directors then in office and site representatives (at least 50% of the executive board and at least one site representative) shall constitute a quorum for the transaction of business, but not to adjourn.

Section 4. Conduct of Meetings.

Meetings of the Board shall be presided over by the the President or, if the President is absent, by the Vice President (if any) or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint

another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Corporation.

Section 5. Action Without a Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this Section only, "all members of the Board" shall not include any "interested Director" as defined in section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the President.

Article VI – Committees

Section 1. Committees of Directors.

The Board may, by resolution adopted by a majority of the Directors then in office, create one or more Board Committees ("Committees"), including an executive committee, each consisting of two or more Directors, to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- (a) Approve any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Board or in any Committee, which has the authority of the Board;
- (c) Fix compensation of the Directors for serving on the Board or on any Committee;
- (d) Amend or repeal Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) Appoint any other Committees or the members of these Committees;

- (g) Expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or
- (h) Approve any transaction (i) between the Corporation and one or more of its Directors or (ii) between the Corporation and any entity in which one or more of its Directors have a material financial interest.

Section 2. Meetings and Action of Board Committees

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 5 concerning meetings of Directors, with such changes in the context of Article 5 as are necessary to substitute the Committee and its members for the Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

Section 3. Quorum Rules for Board Committees

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 4. Revocation of Delegated Authority

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or

decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

Article VII – Finances

Section 1. Budget.

A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present.

Section 2. Record Keeping.

The treasurer shall keep accurate records of any disbursements, income, bank account information, and all state and federal taxes.

Section 3. The board shall approve all expenses of the organization.

Section 4. Bank Account Information

- (a) Two authorized signatures shall be required on each check. Authorized signers shall be the president, treasurer, and or one other executive board member.
- (b) All financial information and any remaining checks should be turned over to the new board in a timely manner (within 30 days)
- (c) On-line banking access should be terminated by the out-going treasurer/executive board within 10 business days of term completion.
- (d) No debit/credit cards should ever be issued from any Castaic Middle School PAC account, or used for any purchases.

Section 5. Counting of Money

Counting of all money must be done on cash verification forms, which must be signed by two individuals, with one being an officer of the current elected executive board.

Section 6. The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the incoming executive board.

Section 7. Audits.

Two audits per year need to be completed.

The first audit should include all business that was transacted between July 1st –Dec. 31st.

The second audit should include all business transacted between

Jan 1st- June 30th. Audits should be completed and approved no later than two months after the audit period ends. The current treasurer may not complete audits.

Section 8. Insurance.

The PAC will carry liability insurance at a minimum of general liability for \$1,000,000 per occurrence limit. The PAC will also carry Directors and Officers liability insurance (D&O).

Section 9. Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the board's approval, spent for the benefit of the school.

Section 10. The fiscal year is July 1st- June 30th of the following year.

Article VIII – Parliamentary Authority

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws. Standing rules may be approved by the Executive Board, and the secretary shall keep a record of the standing rules for future reference.

Article IX – Dissolution

Disbanding a PAC is of concern to all its members and the school community; therefore, steps should be taken to ensure that all will have an opportunity to express their opinions and to allow members to vote whether or not to disband. The district office and school principal must be notified immediately of any proposal to disband at least 60 days before the vote to disband is taken. Many times, outside help and guidance will give necessary assistance and new direction. Should disbanding be the only alternative, certain procedures must be followed to protect the members and comply with federal nonprofit 501(c)(3) regulations, including meeting notice requirements.

The decision to disband is significant and requires at least two meetings. All concerns should be discussed at a regular or special PAC meeting with a quorum present. All members, including administrators and teachers, must be notified at least thirty (30) days

in advance, following the notice requirements of the bylaws, and district office representatives shall be present for counseling and guidance and to address the association immediately preceding any vote to answer final questions or concerns.

After discussion, a committee should be appointed which includes representatives of the district office to carry out necessary procedures. These would include preparation of recommendations to be brought to a subsequent meeting of the membership for vote. Members must vote on proper disposition of property and funds of the organization prior to the vote to disband as a constituent organization. If the vote to disband is adopted by the membership, the disbursement of all assets must be handled to comply with the 501(c)(3) requirements as detailed in the bylaws.

The PAC's bylaws, as a basic policy, provide that the assets of the PAC be used for one or more of the educational purposes for which they were collected and not be given to individuals.

Article X – Amendments

These bylaws may be amended at any regular or special meeting, providing that previous notice was given prior to the meeting. Amendments will be approved by 50% of Directors then in office (at least 50% of the executive board and at least one site representative). Amendments will be approved by a 50% vote of those present, assuming a quorum.

Article XI- Anti-Discrimination Policy

Castaic Middle School PAC programs, activities, and practices shall be free from unlawful discrimination, harassment, intimidation, and bullying based on actual or perceived race, color, ancestry, national origin, ethnic group identification, age, religion, marital or parental status, physical or mental disability, sex, sexual orientation, gender, gender identity, or gender expression; or on the basis of a person's association with a person or group with one or more of these actual or perceived characteristics.

Article XII – Conflict of Interest Policy

Section 1. Purpose.

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a

transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

a. Interested Person. Any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in any entity with which the organization has a transaction or arrangement;

(ii) A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

a. Duty To Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

(i) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy.

(i) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(ii) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Record of Proceedings.

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements.

Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person: • Has received a copy of the conflict of interest policy; • Has read and understood the policy; • Has agreed to comply with the policy; and • Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Section 7. Periodic Reviews.

To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written

policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8. Use of Outside Experts.

When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.