

**BYLAWS OF VALLEY VIEW SCHOOL PARENTS' CLUB  
A CALIFORNIA NONPROFIT PUBLIC BENEFIT  
CORPORATION**

For the School Year of 2012-2013

**Article 1 – Name**

The name of this corporation is Valley View School Parents' Club, hereinafter referred to as VVPC.

**Article 2 – Purpose**

The primary purpose of this corporation shall be to promote child education and welfare in the school, home, and community through the cooperative efforts of parents and teachers; provided, however, that the corporation shall not seek to direct the technical activities, or control the educational policies of the Valley View School, which is operated by the West Contra Costa Unified School District. The corporation shall be organized for educational purposes and shall be non-partisan and non-sectarian.

**Article 3 – Membership and Dues**

**Section 1.** The qualifications for membership in this corporation are as follows:

- a. **Regular members.** Regular membership shall be open to parents and/or guardians of pupils attending Valley View School without payment of dues by demonstration of enrollment of a pupil in the applicant's immediate family or household. Regular members shall be entitled to vote on all matters on which members are entitled to vote. Each parent or guardian of one or more pupils enrolled at Valley View School shall constitute a single membership and be entitled to one vote regardless of the number of pupils from the same family or household enrolled at the school or the number of parents or guardians who are member of the family or household. In the event a membership is comprised of more than one parent or guardian, their acts with respect to voting shall have the following effect:
  - i. if only one votes, such act binds all;
  - ii. if more than one vote the act of the majority so voting binds all.
  
- b. **Associate members.** Anyone interested in the welfare and education of Valley View School pupils may become an associate member upon payment of dues in the amount specified in Section 2 of this Article. Associate members shall have all the privileges of membership except the right to vote, hold elected office and inspect the corporation's books and records, except as may be otherwise required by law.
  
- c. **Ex officio members.** Members of the Valley View School Faculty shall be ex officio members of the corporation with all privileges except the right to vote, hold elected office or inspect the corporation's books and records, except as may be otherwise required by law.

## **Section 2 – Dues**

- a. **Regular Members.** There shall be no annual dues for regular members.
- b. **Associate Members.** Annual dues for associate members shall be \$25.00 per school year.
- c. **Ex Officio Members.** There shall be no annual dues for ex officio members.

## **Article 4 – Officers and Elections**

**Section 1. Officers –** The officers of the corporation shall be President, Vice President, Secretary, and Treasurer. The corporation may also have, as determined by the Executive Board, one or more additional Vice Presidents, Assistant secretaries, assistant treasurers, or other officers. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve as President.

- a. **President.** The 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 ex officio member of all committees except the nominating committee, and coordinate the work of all 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. The vice president shall perform all duties incident to the office of president and at such other duties as from time to time may be assigned to him by the president.
- 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 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 by May. The slate shall be presented at a meeting held prior to the election. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if the slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

**Section 3. Eligibility.** Regular members are eligible for office if they are members in good standing at least 30 calendar days before the slate is presented.

**Section 4. Terms of Office.** Officers are elected for one year and may serve no more than two consecutive terms in the same office.

**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. If there is a vacancy in any other office, it may be filled by the executive board.

**Section 6. Removal From Office.** Officers can be removed from office with or without cause by two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

## **Article 5 – Meetings**

**Section 1. Regular Meetings.** The members shall meet at least five (5) times in each school year at such times and places as shall be determined by the Executive Board. One meeting shall be held during the last six weeks of the school year, at a time and place to be fixed by the Executive Board. The last meeting will be the annual meeting for receiving reports and conducting business that may arise. The secretary will notify the members of the meeting in a flyer sent home with the students at least one week in advance.

**Section 2. Special Meetings.** Special meetings may be called by the president, any two members of the executive board, or five general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting, by flyer and phone calls.

**Section 3. Quorum.** The quorum shall be 10% of the organizations members.

## **Article 6 – Executive Board**

**Section 1. Membership.** The Executive Board shall consist of the officers.

**Section 2. Duties.** The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

**Section 3. Meetings.** Regular meetings shall be held monthly, to be determined by the board. Special meetings may be called by any two board members, with 24 hour notice.

**Section 4. Majority Action.** No person who serves as a member of the Executive Board shall be entitled to more than one vote regardless of whether that person holds more than one office or position that entitles him or her to membership on the Executive Board. No person who serves as a member of the Executive Board is entitled to delegate his or her vote by means of a proxy, power of attorney or the like, and any such attempted delegation shall be void. The person holding the office of President may vote only in the event of a tie. Voting by mail, or email ballot must be made in writing and unanimous.

## **Article 7 – Committees**

**Section 1. Membership.** Committees may consist of members and board members, with the president acting as an ex officio member to all committees.

**Section 2. Standing Committees.** The following committees shall be held by the organization: Fundraising, hospitality, Communication, and Arts and Enrichment.

**Section 3. Additional Committees.** The board may appoint additional committees as needed.

## **Article 8 – Finances**

**Section 1.** 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.** The treasurer shall keep accurate records of any disbursements, income, and bank account information.

**Section 3.** The Executive Board shall have power to incur indebtedness only for the ordinary and current expenses of the corporation. Any expenditures of more than Five Hundred Dollars (\$500.00) not included in a current budget duly approved by the membership, must be approved by the members at a regular or special meeting of the membership.

**Section 4.** Two authorized signatures shall be required on each check. Authorized signers shall be president, treasurer, and secretary.

**Section 5.** The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the members.

**Section 6. Dissolution Clause.** This corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation serving the students of West Contra Costa County Unified School District that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

**Section 7.** The fiscal year shall begin on the first day of July and end on the 30<sup>th</sup> day of June in each year.

## **Article 9 – Parliamentary Authority**

Roberts Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws.

## **Article 10 – Standing Rules**

Standing rules may be approved by the Executive Board, and the secretary shall keep a record of the standing rules for future reference.

## **Article 11 – Dissolution**

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

## **Article 12 – Amendments**

These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent by notice to all members of the organization by the secretary. Notice may be given by postal mail, email or fax. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

## **Article 13 – 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, an 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. Under Section 3b, 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 while the determination of the 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 the 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. Violation 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 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 to that member's compensation.
- b. A voting member of the committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 6. Annual Statement.** Each director, principal officer, and member of a committee with 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 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 Review.** 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 review 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 inured, impermissible private benefit, or an excess benefit transaction.

**Section 8. Use of Outside Experts.** When conducting the periodic reviews as provided 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.

## **Article 14 – Retention and Retention Rules**

### **3years:**

- Monthly treasurer reports

### **7 years:**

- Bank Statements
- Cancelled Checks
- Check Registers
- IRS Form 990, 990-EZ, 990-N

### **Permanently:**

- Incorporation Paperwork
- IRS Form 1023 and Documentation
- IRS determination letter for 501(c)(3) tax-exempt status
- Meeting Minutes and Agendas
- Year-End Treasurer Reports
- Annual Reports from Auditor (financial review)

## **Article 15 - Whistleblower Policy**

**Section 1. Policy.** VVPC is committed to operating in furtherance of its tax-exempt purposes and in compliance with all applicable laws, rules and regulations, including those concerning accounting and auditing, and prohibits fraudulent practices by any of its members. This policy outlines a procedure for executive board members to report actions they reasonably believe violate a law, or regulation or that constitutes fraudulent accounting or other practices. This policy applies to any matter which is related to the VVPC business and does not relate to private acts of an individual not connected to the business of the VVPC.

**Section 2. Reporting Procedure.** If a member has a reasonable belief that another member or VVPC has engaged in any action that violates any applicable law, or regulation, including those concerning accounting and auditing, or constitutes a fraudulent practice, the member is expected to immediately report such information to President. If the member does not feel comfortable reporting the information to the President, he or she is expected to report the information to the Vice President.

**Section 3. Investigation.** All reports will be followed up promptly, and an investigation conducted. In conducting its investigations, the VVPC will strive to keep the identity of the complaining individual as confidential as possible, while conducting an adequate review and investigation.

**Section 4. Retaliation.** The VVPC will not retaliate against a member because that member:

- a. reports to another executive board member, to the President, the Board of Directors or to a federal, state or local agency what the member believes in good faith to be a violation of the law; or
- b. participates in good faith in any resulting investigation or proceeding, or
- c. exercises his or her rights under any state or federal law(s) or regulation(s) to pursue a claim or take legal action to protect the member's rights.

The VVPC executive board may take disciplinary action (up to and including termination) against a member who in their assessment has engaged in retaliatory conduct in violation of this policy. In addition, the VVPC will not, with the intent to retaliate, take any action harmful to any member who has provided to law enforcement personnel or a court truthful information relating to the commission or possible commission by the VVPC or any of its members of a violation of any applicable law or regulation.

Members will be informed of this policy and the VVPC prohibition against retaliation in accordance with this policy.